

Bylaws of ISACA Detroit Chapter

Effective: September 20, 2023

Article I. Name

ISACA Detroit Chapter, hereinafter referred to as “Chapter,” is a chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association.” Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

Article II. Purpose

Chapter’s Purpose

The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance.

The objectives of the Chapter are:

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance;
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques, approaches, and problem solving by its members;
- C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers;
- D. To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- E. To support the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

- A. Professional Member—Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and to hold office at the Chapter level.
- B. Retired Member—Any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- C. Student Member—Any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- D. Recent Graduate—Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admission

- A. Potential members shall:
 1. Meet the requirements of membership as outlined in Article III, Section 1.
 2. Complete an Association membership application form.
 3. Pay required Chapter and Association dues to the Association.
 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and chapter dues, for that individual.

Section 3. Dues

- A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors annually prior to the renewal period and communicated to the Association.
- B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms set by the Association Board of Directors, as required.
- C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination

Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held at the September-May meetings unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter. Minutes of these meetings shall be approved by the chapter board.

Section 2. Educational sessions

Educational sessions of the Chapter membership shall be held annually for certifications classes, local spring training and seminars unless otherwise ordered by the Chapter Board.

Section 3. Annual General Meeting (AGM)

The annual general meeting shall be held in May and shall be for the purpose of announcing and installing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 4. Special Meetings

Special meetings may be called by the President, at least 4 members of the Chapter Board or upon written request by 20 members of the members. The purpose of the meeting shall be stated in the call.

Section 5. Electronic Meetings

Chapter meetings, AGM and educational sessions may be held in-person, electronically or hybrid, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 6. In-person, Electronic or Hybrid Voting (NOT elections)

- A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
- C. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
- E. All solicitations for votes by written ballot must:
 - 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
 - 2. Indicate the number of responses needed to meet the quorum requirements;
 - 3. State the percentage of approvals necessary to approve each matter;
 - 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
 - 5. Be considered a special meeting for the purposes of these bylaws.

Section 7. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting, in-person or electronically, shall be 50 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later unless otherwise determined by the chapter board. The new date and time will be communicated to members.

Section 8. Act of the Membership

As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any Chapter meeting shall constitute an act of the membership.

Section 9. Notification

Members shall be notified two (2) weeks in advance of the AGM. Members shall be notified at least ten (10) days in advance of any regular meetings or special meetings. Notification may be by postal mail, email, posted on the Detroit chapter website, social media, or telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall consist of no fewer than twelve (12) and no more than twenty-five (25) in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past two Presidents, and six (6) to nineteen (19) Directors.

Section 2. Term of Chapter Officers

- A. The President, Vice President, Treasurer and Secretary shall be elected for a term of one (1) year or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the AGM at which they are elected.
- B. The Directors shall be elected to a term of three years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the AGM at which they are elected. If a Chapter Officer, serving as a Director, is elected to the President, Vice President, Treasurer, or Secretary office or two past presidents, their current three-year Director term is suspended for the term of the new officer position and will be resumed upon completion of the term of the new officer position. Should this create more than 25 Officers, it shall not be considered as a violation of Article V, Section 1 of these bylaws.
- C. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

- A. The Chapter **President** shall:
 1. Preside at meetings of the Chapter and the Chapter Board;
 2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
 3. Appoint all committee chairpersons and members, except for the Nominating Committee, with approval of the Chapter Board;
 4. Be an ex-officio member of all committees, except the Nominating Committee;
 5. Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be approved by the chapter board.
 6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
 7. Present an annual report to members at the AGM; such report to consist of reports from various Chapter officers and committees;
 8. Maintain communications with the Association and respond to Association inquiries;
 9. Complete/submit the required annual Compliance documentation to the Association within 30 days after the Chapter's AGM;
 10. Supervise budgetary matters and proper internal control of finances;
 11. Execute agreements authorized by the Chapter Board of Directors;
 12. Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
 13. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter **Vice President** shall:
 1. In the absence of the Chapter president, preside at meetings of the Chapter and the Chapter Board;
 2. In the event the president is absent or unable, perform the duties of the President;
 3. In the event of a vacancy in the office of President, assume the office of President;
 4. Chair the Bylaws Committee and other committees as recommended by the Board;
 5. Contract, manage and approve invoicing of the Chapter Administer contractor; and

6. Perform other duties as pertain to this office.
- C. The Chapter **Secretary** shall:
1. Take minutes of the meetings of the Chapter Board, membership meetings, and AGM, and maintain a copy of the records,
 2. Maintain accurate attendance records,
 3. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
 4. Assist the President in the administration of Chapter meetings, and
 5. Perform other duties as pertain to this office.
- D. The Chapter **Treasurer** shall:
1. Be custodian of Chapter funds;
 2. Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board;
 3. If received locally, remit dues to the Association as required;
 4. Submit a written report at each regular Chapter and Board meeting;
 5. Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter's US Dollar account held at the Association;
 6. Submit annual financial statements for presentation to the membership at the AGM;
 7. Submit books and records for audit, if/when required;
 8. File any and all required tax forms; and
 9. Perform other duties as pertain to this office.
- E. The **Immediate Past two (2) Presidents** of the Chapter shall:
1. Provide advice and guidance to the President and Chapter Board;
 2. Chair the Nominating Committee; and
 3. Perform other duties as pertain to this office.
- F. **Directors**
Directors shall chair or be a member of a standing committee as appointment "Article V, Section 3.A.3" and/or other duties as assigned.

Section 4. Chapter Officer Vacancies

- A. If the membership of a Chapter officer terminates for any reason, that individual's position as Chapter officer shall automatically become vacant.
- B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
- C. If a vacancy occurs in any office, except that of Immediate Past President or President, the vacancy shall be filled by Chapter Board vote.
- D. If a vacancy occurs in the office of Immediate Past two (2) Presidents, the position shall remain vacant until filled by routine succession.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. The Nominating Committee of at least three (3) members shall be elected by the Chapter Board at their August planning meeting. A member of the Nominating Committee shall not be a candidate standing for the upcoming election. At least one Nominating Committee member may not be a current elected member of the Chapter Board.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the AGM.
- C. The Nominating Committee shall report to the membership at the regular meeting no later than April to present the slate for the ballot.
- D. Nominations from the floor shall be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter board.

Section 2. Chapter Elections

- A. Chapter officers shall be elected by ballot.
- B. Elections shall be held electronically using a secure online voting tool and following the election rules, as determined by local law and the Chapter Board of Directors.

- C. Election rules will include:
 - 1. Date, time, and method for return of the ballot.
 - 2. When and how results will be announced.
 - 3. The Nominating Committee and the President will be responsible for counting the ballots and communicate the results.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article V, Section 1.

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter;
- B. Make recommendations to the membership;
- C. Hold Chapter Board meetings—at least eight (8) per year and one (1) board planning meeting at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President and shall be called upon the written request of four (4) members of the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting;
- D. Regular or special meetings of the Chapter Board may be held electronically or hybrid, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next board meeting;
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget.
- B. Expend funds allotted in the approved budget.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from June 1 to May 31.
- B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited—as required by local law and/or these chapter bylaws—by an individual(s), who is NOT a member of this chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM (as discussed in Article VIII, Section 2.), and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

The quorum for any regular or special meetings of the Chapter Board shall be a majority of the voting members of the Chapter Board.

Section 7. Removal

- A. Any Officer who fails to attend five (5) Chapter Board meetings within a year and/or five (5) committee meetings (as applicable) within a 12-month period may be brought before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter Board.
- B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following standing committees: Academic Relations, Audit, Bylaws, Certifications, Communications, Facilities, Membership, Programs, Seminars, Spring Training and Social Impact.

Section 2. Duties of Standing Committees

- A. The **Academic Relations** committee shall plan and coordinate the Chapter's annual scholarship competition and may engage in outreach activities directed to students at educational institutions of higher learning.
- B. The **Audit** committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and reporting to the Chapter Board and subsequently to the members at the AGM. If the completion date of the audit will be after the AGM, members are to be advised that they may request a copy of the audit letter, to be communicated to them upon completion. Members of the audit committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have a conflict of interest (example: The Treasurer shall not be part of the audit committee.).
- C. The Chapter **Bylaws** committee shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements. The bylaws committee shall report to the Chapter Board. The bylaws committee shall expedite the process of changing the Chapter bylaws in accordance with Article XII of the Chapter bylaws, examine the consistency of the proposed change with other provisions of the Chapter bylaws and with those of the Association, and suggest wording for proposed changes. The bylaws committee shall, before submitting a proposed Chapter bylaws amendment to ISACA, ensure all proposed changes conform with local law.
- D. The **Certification** committee shall promote ISACA's certification examinations and professional designations locally which may include providing local review courses or identify opportunities to help members prepare for exams.
- E. The **Communications** committee shall coordinate all Chapter communications directed to the Chapter's existing and potential members, stakeholders, and others having an interest in the affairs of the Chapter.
- F. The **Facilities** committee shall coordinate in-person meeting facilities, electronic or hybrid meeting options for the purpose of chapter meetings, special meetings or AGM. Additionally, as required, the committee will keep accurate records of attendance, provide CPE certifications and collect registration funds.
- G. The **Membership** committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- H. The **Program** committee shall be responsible for coordinating educational programs in conjunction with chapter meetings.
- I. The **Spring Training** committee shall be responsible for coordinating multi-track educational programs.
- J. The **Seminars** committee shall be responsible for coordinating single-track educational events for the chapter.
- K. The **Social Impact** committee shall work with the Chapter Board to plan social events for Chapter members to promote networking and comradery in a social environment.

Section 3. Special Committees

Other committees may be created as necessary by the Chapter Board.

Section 4. Meetings

Chapter committee meetings may be held in-person, electronically or hybrid, as long as all participants can simultaneously hear each other and participate during the meeting.

Article IX. Indemnification

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns ("ISACA Indemnified Parties") against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party ("Claim"). Please refer to Article XIII of your Chapter's Affiliation Agreement for specific details.

Article X. Dissolution

If dissolution of the Chapter becomes inevitable, these chapter bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership present and voting at a Chapter Meeting after ten (10) days' notice has been provided via postal mail or email to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to ISACA Global/the Association. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Section 501(c) of the US Internal Revenue Code with the approval of the ISACA Board Chair and Chief Executive Officer.

Article XI. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Chapter may adopt.

Article XII. Amendment of Chapter Bylaws

In conjunction with the Chapter Bylaws Committee, the Chapter Board shall approve all suggested bylaw changes and forward them to the Association, in English, with changes indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter bylaw amendments can be approved at *any* Chapter meeting by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the bylaws. If the bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter bylaws translated. Such request is subject to review and final approval by the Association.

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