

# Bylaws of Greater Hartford Chapter of ISACA

(Membership Approval: June 10, 2015)

## **Article I. Name**

The name of this non-union, non-profit organization shall be Greater Hartford Chapter of ISACA, hereinafter referred to as "Chapter". The Chapter is affiliated with ISACA, formerly known as the Information Systems Audit and Control Association, hereinafter referred to as the "Association". The Chapter, apart from its innate affiliation with the international Association, is independent from any other association, enterprise, or entity.

## **Article II. Purpose**

### ***Chapter's Purpose***

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

### ***Chapter's Objectives***

- Promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, risk management, security, control and assurance;
- Encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- Promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;
- Establish a network of communications between members of ISACA and related professional organizations in the Connecticut region where they can exchange knowledge and expand their career opportunities;
- Communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and use of IT resources;
- Promote the Association's professional certifications and IT governance.

## **Article III. Membership and Dues**

### ***Section 1. Classifications and Qualifications***

Membership in the Association is a requirement for membership in a Chapter. Therefore, a person in order to join the Chapter must also join the Association, with accompanying rights and responsibilities.

- A. Member — any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.

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- B. Retired Member — any member, who presents proof of retirement status, subject to rules established by the Association's Board. Retired members shall be entitled to vote and to hold office at the Chapter level.
- C. Student Member — full time student currently enrolled in a degree program of an accredited college or university, subject to the rules established by the Association's Board. Proof of enrollment shall be submitted annually. By full time student, the Association means students in an undergraduate program with a twelve (12) credits or more academic schedule per semester or graduate student with an enrollment of nine (9) or more credits per semester. Student members shall be entitled to vote and to 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 dues to the Association and the Chapter.
  - 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association shall be conferred to an individual when the Association has received the Association and Chapter dues from that individual. The Association makes available to the Chapter a list of all new Chapter Members.

## **Section 3. Dues**

- A. Dues shall be payable on or before January 1 of each year (or as established by the Association), in an amount determined by the Association, plus the Chapter dues, in an amount determined by the Chapter.
- B. Membership will be terminated for members whose dues are in arrears for more than 60 days (or as established by the Association).
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation – Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

## **Article IV. Chapter Meetings**

### **Section 1. Regular Meetings**

Regular meetings of the Chapter membership shall be held at least six times a year, traditionally from September through June. Unless otherwise determined by the Board of Directors, regular meetings will focus primarily as Education Sessions and shall serve for the purposes of providing Continuing Professional Education (CPEs), provide career development or networking opportunities, and/or announce membership activities and events.

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## ***Section 2. Annual General Meeting***

The regular meeting, held in June, shall be known as the Annual General Meeting (AGM) and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The date and location of the AGM shall be determined by the Chapter Board.

## ***Section 3. Special Meetings***

Special meetings may be called by the President or by a majority of the existing Chapter Board members, or upon written request by 25 of the current Chapter membership. The purpose of the meeting shall be stated in the call. No business shall be transacted except that mentioned in the call of the special meeting.

## ***Section 4. Mail or Electronic Voting***

If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws. The resolution must be initiated from the President, Vice-President, or Nominating Committee via paper mail or electronic means. Mail, voice, or electronic voting must be documented and approved either on paper or electronically in order to be official.

## ***Section 5. Quorum***

Should a matter require membership voting, a quorum shall be required and shall consist of 25 members. In absence of quorum, the voting matter will be continued to the next scheduled meeting in which a quorum is confirmed. The new date and time will be communicated to members.

## ***Section 6. Act of the Membership***

The affirmative vote of the majority (50%+1) of the Chapter members present or participating shall constitute an act of the membership, as long as a quorum is obtained.

## ***Section 7. Notification***

Members shall be notified at least 30 days in advance of the Annual General Meeting. Members shall be notified at least fourteen (14) days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

## ***Section 8. Presiding Officer***

All meetings will be presided over by the President of this Chapter or in accordance with the line of succession as noted in Article VII, Section 4.

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- A. For the Offices of President and Vice President, the candidate must have served the Chapter in an Officer or Director role in a prior year to be eligible for nomination.

## **Article V. Board of Directors**

### ***Section 1. Board of Directors***

The Board of Directors shall consist of eleven (11) voting members with the power to vote and pass motions: five (5) Officers, six (6) Directors. Any Board of Directors appointed by President shall also have power to vote and pass motions.

#### *A. Chapter Officers*

The Officers of the Chapter handle the Chapter's official matters such as budget approval, review of the annual report and oversee the expenditure of funds for the benefit of the Chapter membership. Only officers can authorize and sign contracts on behalf of the Chapter subject to prior approval by the Board.

*The Officers of this Chapter shall be:*

1. President
2. Vice President
3. Secretary
4. Treasurer
5. Immediate Past President

The Directors of the Chapter shall serve as a Chairperson of the Chapter's applicable Standing Committees, and will be appointed by the Chapter President and ratified by the Chapter Officers.

*The Directors/Chairpersons shall be:*

6. Membership Director
7. Marketing and Communications Director
8. Professional Certifications Director
9. Academic and Corporate Relations Director
10. Young Professionals Director
11. At Large Director

### ***Section 2. Term***

- A. The Board Members, except the immediate Past President, shall be elected annually for a term of one (1) fiscal year or until they resign or are removed from office. The term of the office shall begin at the close of the annual meeting at which they are elected and end when their successors are elected. Any Board Member

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appointed to fill a vacancy due to resignation or removal will fill the office until the end of the fiscal year or until they resign or are removed from office.

- B. No member shall hold more than one (1) Chapter Officer position at a time, and no member shall be eligible to be elected more than two (2) consecutive years in the same Chapter officer position.
- C. No member shall run for an Officer position unless the member has actively served as a Board Member in the most recent fiscal year.
- D. Starting from the date these by-laws were ratified, no member shall be eligible to serve more than four (4) consecutive years as a Board Director and must wait one (1) year before being eligible for re-election as a Board Director.

## ***Section 3. Duties of Officers and Directors***

The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter. For additional information on the duties of Officers and Directors, please reference ISACA international.

- A. The Chapter **President** shall:
  - 1. Preside Chapter and Board of Directors meetings;
  - 2. Be an ex-officio member of all committees except the Nominating Committee;
  - 3. Be a voting member of the Board of Directors;
  - 4. Represent or delegate representation of the Chapter at Leadership Conferences and other conferences and functions, where appropriate;
  - 5. Present an annual report to members at the Annual General Meeting - such report to consist of reports from various Chapter Officers and committees;
  - 6. Maintain communications with the Association and respond to the Association inquires;
  - 7. Nominate Committee Chairpersons (excluding the Nominating Committee) subject to ratification by the Chapter Board;
  - 8. Be responsible for submission of the Chapter's annual report to the Association after the annual general meeting as required to maintain compliance with the Association due date;
  - 9. Supervise budgetary matters and proper internal control of finances; and
  - 10. Perform other duties as pertain to the office of the President, or which may be delegated to the Chapter Board members.
- B. The Chapter **Vice President** shall:
  - 1. Preside at meetings of the Chapter and the Board, in the absence of the President;
  - 2. Perform the duties of the President in the event of his/her absence or disability;
  - 3. Represent or delegate representation of the Chapter at Leadership Conferences and other conferences and functions, where appropriate;

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4. Lead the Education Committee with responsibility for coordinating and oversight of the Programs, Events, and Activities sub-committees;
  5. Promote ISACA sponsored accreditations within the Chapter's membership;
  6. Provide liaison with the Association and Research Director in relation to IT governance issues and approaches to dissemination;
  7. Assist in the inclusion of IT governance, security and compliance presentations in the Chapter's educational sessions;
  8. Stay current with the offerings of the Association as related to COBIT, Governance, Security and Compliance;
  9. Arrange training sessions and expand awareness on COBIT, governance, and audit trends;
  10. Perform other duties as pertain to the office of the Vice President; and
  11. Be an ex-officio member of all committees except the Nominating Committee.
- C. The Chapter **Secretary** shall:
1. Take minutes of the meetings of the Chapter Board, membership meetings, and Annual General Meeting, and maintain a copy for the records;
  2. Maintain accurate attendance records;
  3. Maintain communication between all members of the board;
  4. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter complying with the required document retention periods;
  5. Assist the President in the administration of Chapter membership meetings; and
  6. Perform other duties as pertain to the office of the Secretary
- D. The Chapter **Treasurer** shall:
1. Be custodian of the 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 of Directors;
  3. Remit dues to the Association as required;
  4. Submit a written report at each regular meeting;
  5. In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
  6. Submit annual financial statements for presentation to the membership at the annual general meeting, and for inclusion in the Chapter Annual Report;
  7. Submit books and records for audit when required;
  8. File any and all tax forms required; and
  9. Perform other duties as pertain to the office of the Treasurer.

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- E. The **Immediate Past President** of the Chapter shall:
1. Provide advice and guidance to the new President and the Chapter Board;
  2. Maintain Chapter governance initiating adoption of documented policies and procedures; and
  3. Perform other duties as pertain to the office of the Past President.
- F. The **Director Membership** shall:
1. Maintain accurate lists of membership;
  2. Conduct annual membership campaign to maintain, increase and retain Chapter membership;
  3. Report membership concerns to the Board and ISACA membership department if applicable;
  4. Ensure membership benefits are available only to members who are current with their membership dues (e.g., member rate for events, etc.)
  5. Disseminate membership lists as directed by the Chapter Board, with due care regarding security and privacy issues;
  6. Report on membership data from the Association;
  7. Coordinate plans for maintaining and increasing Chapter membership;
  8. Work with other Chapter Committees and implement surveys to identify membership needs and to improve attendance; and
  9. Perform additional duties authorized and delegated by the Chapter Board.
- G. The **Director Marketing and Communications** shall:
1. Conduct general marketing and publicity of the Chapter, ISACA Certifications, COBIT, the Association, and any other new initiative;
  2. Coordinate initiatives involving partnerships and alliances;
  3. Acquire any required marketing materials from ISACA International as authorized by the Chapter Board;
  4. Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board;
  5. Coordinate and bring marketing materials to each Chapter meeting;
  6. Provide oversight for the Chapter webmaster(s) and web site;
  7. Coordinate with the Chapter webmaster to design and maintain secure content management strategies and policies; and
  8. Publish all Chapter-related events, news, job opportunities, conferences, educational sessions, publications, advertisements, etc.

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H. The **Director of Professional Certifications** shall:

1. Maintain resource material related to all ISACA's certifications,;
2. Promote all ISACA certifications accreditation within the Chapter's membership, including exam preparation sessions (coaching);
3. Encourage Chapter members to participate in the review of the Association standards and guidelines;
4. Maintain exam participation rate to sustain the local area as an exam writing site;
5. Report exam results to Chapter Board ; and
6. Act as liaison between exam participants and the Association.

I. The **Director of Academic and Corporate Relations** shall:

1. Provide liaison between the Chapter, membership area businesses and academic institutions;
2. Establish opportunities to brief appropriate audiences within membership area businesses and academic institutions on ISACA membership, certifications, IT governance, and other related topics;
3. Raise student awareness of the ISACA certifications, and the future career value of pursuing the ISACA certifications.
4. Raise student awareness of ISACA, the value of ISACA student membership and the professional opportunities available in the fields of IT, assurance and information security management.
5. Coordinate scholarship initiatives approved by the Chapter Board;
6. Liaise with appropriate professors to establish "Academic Advocate" programs in local academic institutions;
7. Serve as facilitator for the formation of ISACA Student Groups in local academic institutions;
8. Promote the adoption of the ISACA Model Curricula and the creation of related formal academic programs in local academic institutions; and
9. Coordinate corporate offering opportunities and communicate them to the membership.

J. The **Director of Young Professionals (YP)** shall:

1. Facilitate and create an environment of open communication for young professionals.
2. Promote YP-specific programs with active use of social media tools (i.e., LinkedIn, Facebook, Twitter, etc.). Organize programs and events to facilitate communication among YPs.
3. Understand the requirements of the YP community.
4. Regularly interact with YPs at events, meetings, conferences, seminars, workshops, etc..
5. Promote the value of ISACA's certifications to YPs and focus on YPs who recently took an ISACA certification exam.
6. Identify senior members in ISACA (and other related organizations) to assist in mentoring and providing guidance to YPs.
7. Provide feedback (activities completed, participation, activities planned, etc.) to the local chapter and the YP Subcommittee twice a year or as requested.



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8. Organize at least one YP-focused event in a year.
- K. The **Director at Large** shall:
  1. Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Officers.

## ***Section 4. Chapter Board Vacancies***

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- B. If a vacancy should occur in any other office or committee chair, except that of Immediate Past President, the President shall appoint an individual to finish out the term of the vacated Chapter Officer or Chairperson position, subject to approval by the Chapter Board.
- C. If a vacancy occurs in the office of the Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- D. If a Chapter Officer's or Director's membership in the Association shall for any reason terminate, that individual's position on the Chapter Board shall automatically become vacant.

## ***Section 5. Chapter Board Member or Officer Removal***

- A. A Chapter Board member or Officer shall be considered to have vacated his or her Chapter Board position who has:
  1. Failed to attend three (3) consecutive Chapter Board meetings or 30% of the regularly scheduled Chapter Board meetings during the fiscal year. The number and frequency of regularly scheduled meetings shall be issued by the newly elected President and voted on by the Chapter Board at the start of the fiscal year.
  2. Been indicted for a felony crime or convicted of a felony crime.
  3. Been declared of unsound mind by a court of law.
- B. Failed attendance (as defined in section 5.A.1 above) shall automatically be considered as the Board member or Officer having resigned from the position and deem their position vacant.
- C. With the exception of failed attendance (as defined in section 5.A.1 above), the Chapter Board shall be entitled to remove any Chapter Board member or Officers, subject to approval by a two-thirds (2/3) vote of Board members during a Chapter Board meeting when quorum has been met, who has:
  1. Violated either the Bylaws of the Chapter or the Bylaws of the Association as determined by the Association.
  2. Violated the Code of Professional Ethics of the Association as determined by the Association.

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3. Demonstrated conduct detrimental to the best interests of the Chapter or Association including disregard for one's self, others, or the resources entrusted to them. Resources may include people, money, reputation, and the safety of others.
- D. Removal of any Chapter Board member shall also constitute removal of that individual from any Chapter Officer, Committee, or other Chapter Board-related position.
- E. Removal of a Chapter Board member is final and shall cancel all rights, interest, or privileges of such Director in the services or resources of the Chapter, but does not expel the Chapter Board member in question from membership in the Association.

## **Article VI. Nominations and Elections**

### ***Section 1. Chapter Nominations***

- A. A Nominating Committee of three (3) members shall be elected by the Chapter Board within 90 days prior to election. This Committee shall consist of two prior Greater Hartford Chapter officers and one select member. In the event of non-availability of adequate number of prior officers, the Chapter Board may select other Chapter members to form the Nominating Committee.
- B. No member of the Nominating Committee shall be a nominee for any of the Chapter officer positions to be filled through the proposed election.
- C. By the April regular meeting, The Nominating Committee shall solicit or accept nominations in written form only, from the Chapter membership and shall nominate candidates for offices to be filled at the Annual General Meeting. Solicitations can be by e-mail, via the web site, in person announcements at educational sessions or a combination thereof.
- D. Nominations from the floor shall not be permitted prior to the election.
- E. The Nominating Committee shall have discretion regarding the nominations except where conflicts with the bylaws occur.
- F. Persons removed from the board, other than due to resignation, shall be ineligible for nomination to any Chapter Board position for a period of 36 months from the date of such removal.
- G. In order to be eligible to hold a Board member position, the candidate must have been an active member of the Chapter. The term "active" is defined as having attended at least two regular meetings in the prior year or having served on the Chapter Board or having an appointed leadership role in the prior year. For the Offices of President and Vice President, the candidate must have served the Chapter in an Officer or Director role in a prior year to be eligible for nomination.
- H. Each candidate shall have consented to serve and shall have completed a *Willingness to Serve* agreement, the *Conflict of Interest* form, and the *Committee Chair Expectations* responsibilities agreement. Nominees not signing and returning these documents to the Nominating Committee within seven (7) days their consent to serve shall be declared ineligible for the election.

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## ***Section 2. Chapter Elections***

- A. By May 15th, the Nominating Committee shall communicate the final ballot for voting to the membership with voting instructions.
- B. All Chapter Board of Directors shall be elected by the membership of the Chapter by electronic or paper ballot. Directors not elected to a Chapter office shall serve in a Board position as stated in Article V, Section 1, Subsection A. Elections may be conducted using electronic medium such as email or an online voting mechanism (e.g., [www.votenet.com](http://www.votenet.com)). Proper controls will be in place to ensure no member votes more than one time.
- C. When the number of nominated persons is more than two per position, for those positions, the Officers nominated shall be elected by a plurality of the votes of the members.
- D. Proxies shall not be permitted.
- E. Election results shall be tabulated independent of the Nomination Committee.
- F. Newly elected Officers and Directors shall be installed at the Annual General Meeting.

## **Article VII. Chapter Board of Directors**

### ***Section 1. Composition***

The Chapter Board of Directors shall consist of the Officers and Directors listed in Article V, Section 1.

### ***Section 2. Duties***

By accepting a Chapter Board position each Board member shall agree to:

- A. Perform the duties for their designated positions as prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- B. Supervise the affairs and conduct the business of the Chapter between business meetings.
- C. Meet at least quarterly at a time and place determined by the Chapter Board to facilitate Chapter Board meetings, which may be face-to-face or held electronically.
- D. Attend scheduled Chapter meetings, whenever possible, to actively support Chapter activities.
- E. Maintain their membership throughout their entire term of office.
- F. Make recommendations to the membership.
- G. Be subject to the orders of the membership.

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## ***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.
- C. Authorize non-budgeted expenditures not to exceed ten-thousand dollars (\$10,000) without prior approval of the membership.

## ***Section 4. Chapter Board Meetings***

- A. The Chapter Board shall hold at least one meeting every quarter, at such time and place as it may choose.
- B. The Chapter Board, including standing committees, special committees, and subcommittees of the Chapter Board shall have the option to conduct its business by conventional or electronic means including in person, or by teleconference, videoconference, e-mail, computer, or other appropriate means or electronic communications media provided that all members have access to the information and/or debate through one or more of the means listed. A conference meeting must be arranged at least 48 hours in advance of the call.
- C. Board Motions: In order to expedite the approval process, Chapter Board Officers can issue and vote on a motion via email. The Chapter's Secretary will record the motion at hand and its results in the annual "Motions Log" which will be posted as an addendum to the board minutes of the following Board of Directors meeting.
- D. At all meetings of the Chapter Board, the President, if present, shall act as Chairperson. In the absence of the President, the Vice President shall act as the Chairperson. In the absence of the President and the Vice President, the Treasurer will act as the Chairperson. In the absence of the President, Vice President, and the Treasurer, the Secretary will act as the Chairperson.
- E. An emergency Chapter Board Meeting can only be called by the President or three Chapter Board Members. In the absence of the President, the Vice President will have the authority, with two other Chapter Board Members, to call an emergency meeting. Decisions made during emergency Chapter Board Meetings shall be ratified at the next regular Chapter Board Meeting.

## ***Section 5. Fiscal Year Financial Reporting***

The Chapter Board shall:

- A. Run a fiscal year from January 1 to December 31, unless otherwise established by the Chapter Board.
- B. Ensure the most current approved Treasurer's Report is presented to members at the Annual General Meeting.
- C. Ensure that annual financial statements are prepared, approved by the Chapter Board, and submitted as part of the Chapter Annual Report to the Association.

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The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

## ***Section 7. Quorum***

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

## **Article VIII. Chapter Committees**

### ***Section 1. Standing Committees***

There shall be the following standing committees:

- A. Education
- B. Membership
- C. Marketing and Communications
- D. Professional Certifications
- E. Academic and Corporate Relations
- F. Young Professionals Committee

### ***Section 2. Standing Subcommittees***

The following standing subcommittees shall report to the Education Committee Chair:

- A. Program
- B. Events
- C. Activities

### ***Section 3. Duties of Standing Committees and Subcommittees***

- A. The education committee which includes the Program, Events, and Activities subcommittees shall provide oversight for the Chapter's professional education, except certification exam review courses.
  - I. The Program subcommittee shall develop and implement the Chapter training and development events for the year. The Program subcommittee shall coordinate the Annual General Meeting (AGM); create a budget for such activity; create the AGM educational program; form a committee to perform the required tasks; plan, manage and secure the Chapter's program (speakers, topics, event type and dates) for the year; conduct an annual survey to identify current/relevant topics for the year; identify speakers and topics for the programs with help from the Education Committee; confirm all speakers and ensure location details are provided to speakers; maintain and publish the Chapter Education calendar for programs; provide biographical material of all speakers for publication in the Chapter newsletter and website' and perform additional duties authorized and delegated by the Chapter Board.

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- II. The Events subcommittee shall become a Subject Matter Expert in the events management tools; maintain event management electronic email lists of members and guests with the Membership Director; create and administer event management campaigns to forward meeting information and other pertinent information to email lists; identify and use other means of disseminating information about events and the Chapter, where appropriate (example: web postings, FAX lists, etc.).
- III. The Activities subcommittee shall perform the general coordination of the Chapter's events, such as: venue; food; materials; audiovisual equipment; decoration; other general coordination; and distribute Continuing Professional Education credits (CPEs) and collect evaluation forms, compile results and report them to the Board after each meeting.
- B. 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.
- C. The Marketing committee shall conduct general marketing and publicity of the Chapter, ISACA Certifications, COBIT, and the Association, and shall acquire any required marketing materials from ISACA International as authorized by the Chapter Board.
- D. The Certification committee shall assist the Chapter certification exam coordinator(s) in promoting ISACA's certification examinations and professional designations locally, and shall provide assistance in planning and conducting the Chapter's exam review courses.
- E. Academic & Corporate Relations shall facilitate an ISACA information exchange and enhance relationships among area business leaders and the faculty/student bodies of universities with to promote interest in the IS audit and control profession.
- F. The Young Professionals (YP) committee shall promote the YP community within the chapter membership by facilitating social gatherings with young professionals and utilizing social media tools to market events.

## ***Section 4. Special Committees***

- A. Advisory
- B. Audit
- C. Bylaws
- D. Nominating
- E. Other committees may be created as necessary by the Chapter Board.

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## **Section 3. Duties of Special Committees and Subcommittees**

- A. 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 annual general meeting. If the completion date of the audit will be after the annual general meeting, 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).
- B. The nominating committee shall have duty of nominating and vetting candidate for the Board of Directors as outlined in Article VI section 1.
- C. The advisory committee shall review the long range planning and affairs of the Chapter for making recommendations to the Chapter Board and the Chapter members concerning ways and means by which the Chapter's purpose given in Article II can be met. The committee shall consist of a chairperson appointed by the President plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
- D. The bylaws committee shall report to the Chapter board and shall maintain the bylaws. The bylaws committee shall expedite the process of changing the bylaws in accordance with Article XI of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes.

## **Article IX. Indemnification**

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

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(Membership Approval: June 10, 2015)

## **Article X. Dissolution**

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded, at any regular meeting or annual general meeting, by two-thirds (2/3) vote of the Chapter membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the Chapter President or designated Board member 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 International Headquarters. All net assets shall be distributed to other selected ISACA Chapters, or to a welfare, education, or civic project designated by the Chapter's membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the Association's International President 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**

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter bylaw amendments will be approved, at any Chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board 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.