CHAPTER BYLAWS
Bylaws of Information Systems Audit and Control Association
Sacramento Chapter
Effective: April 2, 2020

ARTICLE I. NAME
The name of this non-union, non-profit organization shall be ISACA Sacramento Chapter Inc., hereinafter referred to as “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 will all applicable laws and regulations.

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, or direct management of the fields of IT governance, IS audit, cybersecurity, control and assurance.

The objectives of the Chapter are:
• To promote the education of, and help expand the knowledge and skills of its members and community in the interrelated fields of IT governance, risk, IS audit, security, control and assurance,
• To encourage an open exchange of IT governance, risk, IS audit, security, control and assurance techniques, approaches, and problem solving by its members and community,
• To promote adequate communication to keep members abreast of current events in IT governance, risk, IS audit, security, control and assurance that can be of benefit to them and their employers,
• 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;
• To advocate in alignment with the Chapter purpose, and
• To promote the Association’s professional certifications.

ARTICLE III. MEMBERSHIP AND DUES
SECTION 1. CLASSIFICATIONS AND QUALIFICATIONS
Membership in the Association is a requirement for membership in the Chapter.
1. **Member** — Any member of the Association shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members of the Chapter shall be entitled to vote and to hold office at the Chapter level.

2. **Retired Member** — Any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.

3. **Student Member** — 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 shall be entitled to vote and hold office at the Chapter level.

4. **Recent Graduate** — Individuals 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**

1. Potential members shall:
   - Meet the requirements of membership as outlined in Article III, Section I,
   - Complete an Association membership application form,
   - Pay required Chapter and Association dues to the Association, and
   - Follow the Code of Professional Ethics of the Association.

2. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual, and the Association or individual designates the Chapter.

**SECTION 3. DUES**

1. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to the Association. A member shall forfeit membership in the Chapter and Association, if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the Association Board of Directors and to the Chapter as required.

2. Any additional Chapter dues or assessments that is paid directly to the Chapter must be pre-approved by the Association Board.

3. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

**SECTION 4. TERMINATION AND SUSPENSION**

A. Only the Association has the authority to terminate Association and Chapter membership of an individual.

B. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

C. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.
ARTICLE IV. CHAPTER MEETINGS AND ADMINISTRATION

SECTION 1. EDUCATIONAL SESSIONS

Educational sessions of the Chapter membership shall be held at least once per quarter unless otherwise determined by the Chapter Board.

SECTION 2. ANNUAL GENERAL MEETING

The annual general meeting shall be held in May 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 in May and location of the annual general meeting shall be determined by the Chapter Board.

SECTION 3. SPECIAL MEETINGS

Special meetings may be called by the President, the Chapter Board or upon written request by 20 of the members. The purpose of the meeting shall be stated ahead of the meeting. In case of emergency, at least three (3) days’ notice shall be given.

SECTION 4. MAIL OR ELECTRONIC VOTING

Paper mail and/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.

SECTION 5. QUORUM FOR CHAPTER MEETINGS

1. The quorum for any annual general or special meeting shall be 20.
2. Only Chapter members shall be entitled to vote and counted in determining quorum.

SECTION 6. ACT OF THE MEMBERSHIP

The affirmative vote of the majority of the members present and voting shall constitute an act of the membership.

SECTION 7. NOTIFICATION

Members shall be notified at least 30 days in advance of the annual general meeting. Members shall be notified at least 10 days in advance of any special meetings, except in case of emergency. Notification shall be by one or more available communication channels, such as electronic media or posting.

SECTION 8. ADMINISTRATIVE YEAR

The Chapter administrative year shall start on June 1 and end on May 31 of the following year.
ARTICLE V. CHAPTER OFFICERS

SECTION 1. CHAPTER OFFICERS

The Officers of the Chapter shall be sixteen (16) in number, constituting:

1. President,
2. Vice President,
3. Secretary,
4. Treasurer,
5. Immediate Past President,
6. Officer-At-Large, and Directors (10):
   7. Academic Relations Director,
   8. Certifications Director,
   9. Communications Director,
   10. Marketing Director,
   11. Membership Director,
   12. Programs Director,
   13. Seminars & Conferences Director,
   14. Volunteers Director,
   15. SheLeadsTech Director, and

SECTION 2. TERM OF CHAPTER OFFICERS

1. The Chapter Officers, except the Immediate Past President, shall be elected for a term of two (2) year(s), 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 annual general meeting at which they are elected.
2. No member shall hold more than one (1) Chapter office at a time, and no member shall be eligible to serve more than three (3) consecutive terms in the same Chapter office.
3. Any Officer of the Chapter may be removed with or without cause by a vote of two thirds (2/3) the Chapter Board present and voting.
4. An Officer may be immediately removed from office by a majority vote of the Chapter Board, should the officer miss two (2) or more Chapter Board meetings within an administrative year.
5. Any committee members or other non-officer appointed positions may be removed without cause by a majority vote of the Chapter Board only at a duly called meeting at which a quorum is present.

SECTION 3. DUTIES OF CHAPTER OFFICERS

The Chapter Officers shall perform the duties prescribed by these bylaws, the Chapter Roles and Responsibilities Guide, the parliamentary authority adopted by the Chapter and as assigned by the President or the Chapter Board.

SECTION 4. CHAPTER OFFICER VACANCIES

1. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
2. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
3. If a vacancy should occur in any other office, the vacancy shall be filled by the Chapter Board.
4. If a Chapter officer’s membership in the Association shall for any reason terminate, that individual’s position as Chapter officer shall automatically become vacant.

ARTICLE VI. NOMINATIONS AND ELECTIONS

SECTION 1. CHAPTER NOMINATIONS

1. A Nominating Committee of 3 members shall be selected in the following manner:
   o A Nominating Committee shall be elected by the membership at a Chapter meeting, prior to the end of March.
2. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
3. The Nominating Committee shall report the slate of candidates to the membership prior to the annual general meeting in May.
4. Nominations from the floor shall be permitted prior to the election.
5. The sole exception to the above nominating process is the Chapter Officer-At-Large. This shall be an appointee position where the President shall nominate and the Officers and Directors shall vote to approve or deny the appointment. The majority of votes of the board shall determine the outcome.
6. Each candidate (including the nominated Chapter Officer-At-Large) shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

SECTION 2. CHAPTER ELECTIONS

1. Officers shall be elected by ballot.
2. In the event there is only one candidate for any office, voting on that office may be by voice.
3. Only Chapter members shall be entitled to vote.
4. Officers shall be elected by a more than half (1/2) of the votes of the members voting.

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:
1. Supervise the affairs and conduct the business of the Chapter between business meetings,
2. Make recommendations to the membership,
3. Meet at least quarterly at a time and place (including virtual meetings) determined by the Chapter Board,
4. Perform the duties as prescribed in these bylaws and the parliamentary authority adopted by the Chapter,
5. Regular or special meetings of the chapter board may be held virtually. 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 meeting.

SECTION 3. FINANCIAL AUTHORITY

The Chapter Board shall have the authority to:
1. Approve the annual budget,
2. Expend funds allotted in the approved budget.

SECTION 4. FISCAL YEAR & ANNUAL FINANCIAL STATEMENTS

1. The fiscal year of the Chapter shall run from January 1st to December 31st unless otherwise established by the Chapter Board,
2. The Chapter Board shall ensure that annual financial statements are prepared, audited or verified by individual(s) other than the Chapter Board, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report.

SECTION 5. INSURANCE

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

SECTION 6. QUORUM

More than half of the Chapter Board members currently in office, shall constitute a quorum for any Chapter Board meeting.

ARTICLE VIII. CHAPTER COMMITTEES

SECTION 1. PROGRAM COMMITTEE

There shall be a Program Committee with the objective of developing and implementing the Chapter program events for the year.

SECTION 2. SPECIAL COMMITTEES

Special committees may be created as necessary by the Chapter Board.
ARTICLE VIII. 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. Notwithstanding the foregoing, this indemnification obligation shall not extend 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.

ARTICLE X. DISSOLUTION

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by two-thirds (2/3) vote of the chapter membership after ten (10) days’ notice has been communicated 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 Association Headquarters. 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) (6) 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 most 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 Board 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 written 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 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 Chapter Relations
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 Chapter and Association bylaws. The Chapter must ensure the compliance of the bylaws with the Association’s bylaws and any applicable country or state requirements.

The Chapter Board has full authority to make changes to the Chapter Roles and Responsibilities Guide. Any changes to the Guide must be sent to the Chapter Relations Team of the Association for approval.