



1 **Bylaws**  
2 **Northeast Ohio Chapter of the**  
3 **Information Systems Audit and Control Association**  
4

5 ARTICLE I: NAME  
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7 The name of this non-union, non-profit organization shall be the Northeast Ohio Information  
8 Systems Audit and Control Assoc., Inc. (hereinafter referred to as “Chapter”), a Chapter affiliated  
9 with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the  
10 “Association”. The Chapter, apart from its innate affiliation with the international Association, is  
11 an independent entity from any other association, enterprise, or entity.  
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13 ARTICLE II: PURPOSE AND OBJECTIVES  
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15 The primary purpose of the Chapter is to promote the education of individuals for the improvement  
16 and development of their capabilities relating to the auditing of and/or management consulting in  
17 the field of IS audit, security and control. The objectives of the Chapter are:

- 18 • To promote the education of, and help expand the knowledge and skills of its members in the  
19 interrelated fields of auditing, quality assurance, security, IS audit and control, and IT  
20 governance;
- 21 • To encourage an open exchange of IS audit and control, quality assurance, and security  
22 techniques, approaches, and problem solving by its members;
- 23 • To promote adequate communication to keep members abreast of current events in IS audit and  
24 control, quality assurance, and security fields that can be of benefit to them and their employers;
- 25 • To communicate to management, auditors, universities, and to IS professionals the importance  
26 of establishing controls necessary to ensure the effective organization and utilization of IT  
27 resources, and;
- 28 • Promote the Association’s professional certifications.  
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30 ARTICLE III: MEMBERSHIP  
31

32 Section 1. Classifications and Qualifications  
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34 Membership in the Association is a requirement for membership in a Chapter. Therefore, upon  
35 joining the Chapter, a person must also join the Association, with accompanying rights and  
36 responsibilities.  
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- 38 A. Member - any person interested in the purpose and objectives of the Chapter as stated in  
39 Article II shall be eligible for membership in the Chapter, and the Association, subject to  
40 rules established by the Association Board. Members shall be entitled to vote and hold  
41 office.  
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- 43 B. Retired Member - any member who presents proof of retirement status, subject to rules  
44 established by the Association Board. Retired members shall be entitled to vote and hold  
45 office at the Chapter level.

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47 C. Student Member - full-time student currently enrolled in a degree program of an accredited  
48 college or university, subject to rules established by the Association Board. Proof of  
49 enrollment shall be submitted annually to the Association. Student members shall be  
50 entitled to vote and hold office at the Chapter level.

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52 Section 2. Admissions

- 53  
54 A. Potential members shall:
- 55 1. Meet the requirements of membership as outlined in Article III, Section 1.
  - 56 2. Complete an Association membership application form.
  - 57 3. Pay required dues to the Chapter and the Association.
- 58  
59 B. Membership in the Association shall be conferred upon an individual when the Association  
60 has received the required Association dues for that individual.

61  
62 Section 3. Dues

- 63  
64 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined  
65 by the Chapter Board, plus Association dues.
- 66 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a  
67 member.
- 68 C. A member shall forfeit membership if dues have not been paid to the Association and to the  
69 Chapter as required.

70  
71 Article IV. Chapter Meetings

72  
73 Section 1. Regular Meetings

- 74  
75 A. Regular meetings of the Chapter membership shall be held monthly unless otherwise  
76 ordered by the Chapter Board.
- 77  
78 B. The regular monthly meetings are the primary vehicle for pursuing the objectives of the  
79 Chapter. For this reason, there should be only a minimum of time devoted to administrative matters.

80  
81 Section 2. Annual General Meeting

82  
83 The regular meeting in May shall be known as the Annual General Meeting and shall be for the  
84 purpose of electing officers, receiving reports of officers and committees, and for any other business  
85 that may arise.

86  
87 Section 3. Special Meetings

88  
89 Special meetings may be called by the President, the Chapter Board or upon written request by 50%  
90 of the Chapter membership. The purpose of the meeting shall be stated in the call.



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92 Section 4. Mail or Electronic Voting

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94 If required, paper mail or electronic means may be used for the purposes of membership voting on  
95 resolutions approved by the Chapter Board, and such correspondence will be considered a special  
96 meeting for the purposes of these bylaws.

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98 Section 5. Quorum

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100 The quorum for any regular, annual general or special meeting shall be twenty members. In absence  
101 of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time  
102 will be communicated to members.

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104 Section 6. Act of the Membership

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106 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of  
107 the membership.

108

109 Section 7. Notification

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111 Members shall be notified one month in advance of the Annual General Meeting. Members shall be  
112 notified at least ten days in advance of any regular meetings or special meetings, except in case of  
113 emergency. Notification may be by postal mail, by email or by telephone.

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116 ARTICLE V: CHAPTER BOARD

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118 Section 1: Composition of the Chapter Board

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120 The Chapter Board shall consist of at least the following:

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- 122 a. The elected officers of the Chapter
- 123 b. The immediate past president of the Chapter
- 124 c. Four other Chapter members elected to Director positions.

125

126 Section 2: Terminations of Membership of Directors

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128 If the membership of any Director in this Chapter shall for any reason terminate, his office as  
129 Director shall automatically become vacant.

130

131 Section 3: Duties and Responsibilities

132

133 The Chapter Board shall:

- 134 A. Supervise the affairs and conduct the business of the Chapter between business meetings
- 135 B. Make recommendations to the membership

- 136 C. Be subject to the orders of the membership  
137 D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the  
138 Chapter  
139 E. Meetings of the chapter board may be held electronically. A conference meeting must be  
140 arranged at least 48 hours in advance of the call. Each member should seek recognition  
141 from the chair before beginning to speak, and each member should identify himself or  
142 herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem  
143 determining the vote, he or she may call for a roll call vote. The roll call vote is for  
144 determination of the outcome of the vote and shall not be recorded in the minutes. The  
145 minutes of the meeting shall be approved at the next in-person meeting.  
146

147 Section 4. Chapter Board meetings  
148

- 149 A. The Chapter Board shall hold at least four meetings during the membership year, at a time  
150 and place determined by the Chapter Board.  
151 B. Meetings may be called at any time by the President or three members of the Chapter Board.  
152 C. A majority of the Chapter Board shall constitute a quorum.  
153 D. Notice of meetings of the Chapter Board shall be given to each Director in writing in  
154 advance of the meeting or as the Chapter Board may otherwise direct, but no failure in  
155 delivery of such notice shall invalidate the meeting or any action taken or proceedings  
156 thereat. Notice may be waived by unanimous consent of the Directors in writing.  
157

158 Section 5. Financial Authority  
159

160 The Chapter Board shall have the authority to:

- 161 A. Expend funds allotted in the approved budget  
162 B. Authorize non-budgeted expenditures not to exceed \$3000 without prior approval of the  
163 membership  
164

165 Section 6. Fiscal Year & Annual Financial Statements  
166

- 167 A. The fiscal year of the Chapter shall run from July through June  
168  
169 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by  
170 the Chapter Board, presented to members at the Annual General Meeting, and submitted as  
171 part of the Chapter Report to the Association.  
172

173 Section 7. Insurance  
174

175 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs  
176 of the Chapter.  
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178 Section 8: Committee Leadership  
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180 Each Director shall serve as chairman of such committees as may be assigned by the President and



181 ratified by the Chapter Board.

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183 Section 9: Qualification to Serve

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185 Only members shall be eligible to serve on the Chapter Board.

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187 ARTICLE VI. OFFICERS

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189 Section 1: Elected Officers

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191 The elected officers of this Chapter shall be the President, Vice President, Treasurer, and Secretary.

192

193 Section 2: Election

194

195 The officers set forth in Article VI, Section 1, shall be elected for one year terms by a plurality of  
196 the votes of the members present and voting at the annual meeting.

197

198 Section 3: Term of Elected Officers

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200 Each elected officer shall take office on the date of this election and shall hold office until his  
201 successor shall have been duly elected or until he resigns. Officers shall be eligible for re-election.  
202 Elected officers may be elected for the same office for two consecutive terms. No officer may serve  
203 for more than two consecutive terms in the same office. No officer or other director may hold more  
204 than one position at a time except that an officer or other director may also serve as a chairperson or  
205 member of a committee.

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207 Section 4: Vacancies

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209 If the office of any elected officer shall become vacant for any cause, the Chapter Board shall  
210 appoint a person to fill the unexpired portion of this term.

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212 Section 5: Terminations of Membership of Elected Officers

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214 If the membership of any elected officer in this Association shall for any reason terminate, his office  
215 shall automatically become vacant. In addition, the Chapter Board may declare the office of an  
216 officer vacant for cause. Cause may include, but not be limited to, mental incompetence, conviction  
217 of a felony, or missing three consecutive Chapter Board meetings.

218

219 Section 6: Appointed Officers

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221 The President of this Chapter may appoint, with the approval of the Chapter Board, such officers  
222 other than those provided in Article VI, Section 1, as he deems appropriate.

223

224 Section 7: Qualification to Serve as Officer

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226 Any member shall be eligible to serve as an officer.

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228 Section 8: Duties of Officers

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230 A: The Chapter President shall:

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- 232 • Preside at meetings of the Chapter and the Board,
- 233 • Appoint all standing committee chairpersons and other committees as authorized by the
- 234 Chapter Board,
- 235 • Be an ex-officio member of all committees except the Nominating Committee,
- 236 • Represent the Chapter at Leadership Conferences, Presidents Council Meetings and
- 237 other conferences and functions, where appropriate,
- 238 • Present an annual report to members at the Annual General Meeting - such report to
- 239 consist of reports from various Chapter officers and committees,
- 240 • Maintain communications with the Association and respond to Association enquiries,
- 241 • Be responsible for submission of the chapter annual report to the Association within 30
- 242 days after the Annual General Meeting,
- 243 • Supervise budgetary matters and proper internal control of finances, and
- 244 • Perform other duties as pertain to the office of President, or which may be delegated by
- 245 the Chapter Board.

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247 B: The Vice President shall:

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- 249 • Report to the president and shall be responsible for coordination of the activities and
- 250 actions of the Officers of the Chapter.
- 251 • Assume the duties of the President in his/her absence or disability.
- 252 • The Vice President shall be responsible for execution of such other actions as may be
- 253 authorized and delegated by the Chapter Board.

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255 C: The Treasurer shall:

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- 257 • Report to the President and shall be responsible for the financial affairs of the Chapter for
- 258 the performance of all duties incident to the office of Treasurer, and such other duties as
- 259 may from time to time be assigned to him by the Chapter Board. He shall have power to
- 260 receive and to disburse such funds of the Chapter as shall be required for the conduct of its
- 261 affairs and the carrying on of its activities.
- 262 • Be responsible for the preparation, after consulting with the other Officers of the Chapter, of
- 263 an annual budget to be submitted to the membership for approval prior to the beginning of
- 264 the fiscal year to which the budget is applicable.
- 265 • Be responsible for the maintenance of the books and financial records of the Chapter. All
- 266 monies due and payable to the Chapter from any source shall be received by the Chapter in
- 267 banks, trust companies, and other depositories designated by the Chapter Board.
- 268 • Be responsible for keeping proper account of all such monies disbursed on behalf of the
- 269 Chapter and of all records in connection therewith.

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- In concert with the chapter president, sign, any check, draft or other order of the Chapter for the payment of money, unless otherwise directed by the Chapter Board. Subject to such custody arrangements as shall be responsible for providing for the custody and safekeeping of all funds and securities of the Chapter. The Treasurer and any member of the Chapter Board so designated by the Chapter Board, acting jointly, shall have the right of access to these securities.
  - Submit financial statements to the Chapter Board and written reports to the membership at each regular meeting in such form and frequency as the Chapter Board may direct, and to governmental agencies as required by law.
  - Be responsible for preparing and submitting Internal Revenue documents according to the requirements of the IRS and in line with the Bylaws of the Association.
  - Be responsible for submitting annual financial statements for presentation to the membership at the Annual General Meeting, and for inclusion in the Chapter Annual Report.
  - Be responsible for submitting books and records for audit when required.

285 D: The Chapter Secretary shall:

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- Report to the President and shall be responsible for the legal affairs, Chapter reports, membership records, review of new membership applications and such other duties as may be authorized and delegated by the Chapter Board.
  - Keep the roll of the Membership of the Chapter; shall keep minutes of the proceedings at the Regular Membership and Chapter Board' meetings; shall preserve communications pertaining to the affairs of the Chapter; and shall review for form and content the applications of new memberships prior to submission to the Association Chapter Board for approval.
  - The Secretary shall assist the President in the administration of Chapter membership meetings.

298 E: The Immediate Past President shall provide advice and guidance to the new President and

299 Board.

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302 **ARTICLE VII: COMMITTEES**

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304 **Section 1: Standing Committees**

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306 Standing Committees shall be: The Membership Committee, the Program Committee, the

307 Communications Committee, the Education/University Relations Committee, and the Nominating

308 Committee.

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310 A. The Chairpersons of these committees shall be appointed by the President and ratified by the

311 Chapter Board.

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313 B. Committee Chairpersons (except the Nominating Committee Chairperson) shall appoint the

314 members of his committee, subject to the approval of the President.



- 315  
316 Section 2: Other Committees  
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318 Other committees may be appointed by the President whenever deemed necessary, subject to the  
319 approval of the Chapter Board.  
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321 Article VIII. Nominations and Elections  
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323 Section 1: Nominations  
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325 A. A Nominating Committee shall be comprised of the two immediate Past Presidents, in  
326 addition to three members appointed by the Chapter Board.  
327 B. The Nominating Committee shall solicit nominations from the Chapter membership and  
328 shall nominate candidates for offices to be filled at the Annual General Meeting.  
329 C. The Nominating Committee shall present, subject to the approval of the Chapter Board, a  
330 list of nominations for all Officers and Directors to the membership at the regular May meeting of  
331 the Chapter.  
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333 D. Other nominations may be made from the floor.  
334 E. Each candidate shall have consented to serve and shall have completed a Willingness to  
335 Serve form.  
336  
337 Section 2: Elections  
338  
339 A. All members present in person shall be eligible to vote at the Annual General Meeting held  
340 during the final meeting of the chapter year normally scheduled in May.  
341 B. Officers shall be elected by ballot.  
342 C. In the event there is only one candidate for any office, voting on that office may be by voice.  
343 D. A total of 20 members for the quorum will be required at the Annual General Meeting in  
344 order to be able to hold the meeting and represent membership.  
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346 5. Indemnification  
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348 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or  
349 any person who may have served at its request or by its election as a director or officer of another  
350 corporation, against expenses actually and necessarily incurred by them in connection with the  
351 defense or settlement of any action, suit, or proceeding in which they, or any of them, are made  
352 parties, or a party, by reason of being or having been directors or a director or officer of the  
353 corporation or such other corporation, except in relation to matters as to which any such director or  
354 officer or former director or officer or persons shall be adjudged in such action, suit, or proceeding  
355 to be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
356 agreement predicated on existence of such liability.  
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358 The indemnification provided hereby shall not be deemed exclusive of any other rights to which  
359 anyone seeking indemnification may be entitled under any By-Law, agreement, vote of members or





360 disinterested directors of otherwise, both as to action in his/her official capacity and as to action in  
361 another capacity while holding such office.

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## 363 ARTICLE IX: FINANCES

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### 365 Section 1: Fiscal Year

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367 The fiscal year of this Chapter shall be the July through June

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### 369 Section 2: Finances

370

371 The Chapter's financial statements shall be audited by an independent auditor approved by the  
372 Chapter Board. Copies of the independent auditor's report and the management letter shall be  
373 distributed to the Chapter Board and made available to members upon request.

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## 375 ARTICLE X: PARLIAMENTARY AUTHORITY

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

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## 381 ARTICLE XI: AMENDMENTS

382

383 The Chapter shall forward all bylaws amendments to the Association, with changes indicated, as the  
384 Association Membership Board must give approval to all bylaws amendments prior to submitting  
385 them for a vote by the Chapter membership. The Chapter Board shall conduct a periodic, ideally  
386 annual, comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the  
387 compliance of the bylaws with the Association's bylaws and applicable country requirements.

388

389 These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided that the  
390 amendment has been submitted in writing at the previous regular meeting, or has been mailed to the  
391 entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered.

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## 393 ARTICLE XII: DISSOLUTION

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395 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of  
396 the Chapter membership after ten (10) days notice has been mailed to each member. In the event of  
397 dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing,  
398 indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or  
399 Association documents to International Headquarters. All net assets shall go to a welfare, education  
400 or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US  
401 Internal Revenue Code with the approval of the Association's International President and Chief  
402 Executive Officer.