Bylaws
Northeast Ohio Chapter of the
Information Systems Audit and Control Association

ARTICLE I: NAME

The name of this non-union, non-profit organization shall be the Northeast Ohio Information Systems Audit and Control Assoc., Inc. (hereinafter referred to as “Chapter”), a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

ARTICLE II: PURPOSE AND OBJECTIVES

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 and/or management consulting in the field of IS audit, security and control. The objectives of the Chapter are:

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

ARTICLE III: MEMBERSHIP

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person 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 hold office.

B. Retired Member - any member 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.
C. 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. Proof of enrollment shall be submitted annually to the Association. Student members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admissions

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 dues to the Chapter and the Association.

B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 3. Dues

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

Article IV. Chapter Meetings

Section 1. Regular Meetings

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

Section 2. Annual General Meeting

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

Section 3. Special Meetings

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

Section 5. Quorum

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

Section 6. Act of the Membership

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

Section 7. Notification

Members shall be notified one month in advance of the Annual General Meeting. Members shall be notified at least ten 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.

ARTICLE V: CHAPTER BOARD

Section 1: Composition of the Chapter Board

The Chapter Board shall consist of at least the following:

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

Section 2: Terminations of Membership of Directors

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

Section 3: Duties and Responsibilities

The Chapter Board shall:

A. Supervise the affairs and conduct the business of the Chapter between business meetings
B. Make recommendations to the membership
C. Be subject to the orders of the membership
D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
E. Meetings of the chapter board may be held electronically. 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 in-person meeting.

Section 4. Chapter Board meetings

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

Section 5. Financial Authority

The Chapter Board shall have the authority to:
A. Expend funds allotted in the approved budget
B. Authorize non-budgeted expenditures not to exceed $3000 without prior approval of the membership

Section 6. Fiscal Year & Annual Financial Statements

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

Section 7. Insurance

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

Section 8: Committee Leadership

Each Director shall serve as chairman of such committees as may be assigned by the President and
ratified by the Chapter Board.

Section 9: Qualification to Serve

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

ARTICLE VI. OFFICERS

Section 1: Elected Officers

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

Section 2: Election

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

Section 3: Term of Elected Officers

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

Section 4: Vacancies

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

Section 5: Terminations of Membership of Elected Officers

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

Section 6: Appointed Officers

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

Section 7: Qualification to Serve as Officer
Any member shall be eligible to serve as an officer.

Section 8: Duties of Officers

A: The Chapter President shall:

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

B: The Vice President shall:

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

C: The Treasurer shall:

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

D: The Chapter Secretary shall:

• 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.

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

ARTICLE VII: COMMITTEES

Section 1: Standing Committees

Standing Committees shall be: The Membership Committee, the Program Committee, the Communications Committee, the Education/University Relations Committee, and the Nominating Committee.

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

B. Committee Chairpersons (except the Nominating Committee Chairperson) shall appoint the members of his committee, subject to the approval of the President.
Section 2: Other Committees

Other committees may be appointed by the President whenever deemed necessary, subject to the approval of the Chapter Board.

Article VIII. Nominations and Elections

Section 1: Nominations

A. A Nominating Committee shall be comprised of the two immediate Past Presidents, in addition to three members appointed by the Chapter Board.

B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the Annual General Meeting.

C. The Nominating Committee shall present, subject to the approval of the Chapter Board, a list of nominations for all Officers and Directors to the membership at the regular May meeting of the Chapter.

D. Other nominations may be made from the floor.

E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve form.

Section 2: Elections

A. All members present in person shall be eligible to vote at the Annual General Meeting held during the final meeting of the chapter year normally scheduled in May.

B. Officers shall be elected by ballot.

C. In the event there is only one candidate for any office, voting on that office may be by voice.

D. A total of 20 members for the quorum will be required at the Annual General Meeting in order to be able to hold the meeting and represent membership.

5. 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 such other corporation, except in relation to matters as to which any such director or officer or former director or officer or persons 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 By-Law, agreement, vote of members or
disinterested directors of otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.

ARTICLE IX: FINANCES

Section 1: Fiscal Year

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

Section 2: Finances

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

ARTICLE X: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert’s 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 XI: AMENDMENTS

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

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

ARTICLE XII: DISSOLUTION

To effect dissolution of the Chapter, these bylaws must be rescinded by a 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 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 go 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.