



Bylaws of ISACA Kenya Chapter

Effective: 8th June 2019

Article I. Name

The name of this non-union, non-profit organization shall be the Information Systems Audit and Control Association (ISACA) Kenya Chapter, hereinafter referred to as the "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

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, security, control and assurance.

The objectives of the Chapter are:

1. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
2. To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
3. To 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;
4. To 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 utilization of IT resources; and
5. To 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, 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 to 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. Student members shall be entitled to vote and hold office at the Chapter level.
- D. Recent Graduate Member - For those that have just graduated from an accredited college or university within the

last 2 years, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admission

A. Potential members shall:

1. Meet the requirements of membership as outlined in Article III, Section 1.
2. Complete an Association membership application form.
3. Pay required dues to the Chapter and the Association.
4. Follow the Code of Professional Ethics of the Association.

B. Membership in the Association shall be conferred upon an individual when the Association has accepted membership application and the required Association dues, fees, and assessments 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. Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- B. Resignation: Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 4. Termination and Suspension

- A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
- B. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.
- C. The Chapter Board shall have the authority to recommend to the Association the termination or suspension of a member whose conduct is deemed to be harmful to the Chapter.

Article IV. Chapter Meetings

Section 1. Educational Forum

Educational forums shall be held throughout the calendar year for the purpose of providing educational activities for members. This can include, evening and breakfast talks, training workshops and seminars.

Section 2. Annual General Meeting

- a) The Annual General Meeting (AGM) shall be held not later than 31st May in each year and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. Notice in writing of such annual general meeting, accompanied by the annual statement of account and the agenda for the meeting shall be sent to all members not less than 21 days before the date of the meeting. The agenda for any annual general meeting shall consist of the following:
- a. Confirmation of the minutes of the previous annual general meeting
 - b. Consideration of accounts
 - c. Election of office bearers
 - d. Appointment of auditors
 - e. Such other matters as to which notice shall have been given in writing by a member to the secretary at least four weeks before the date of the meeting.
 - f. Any other business with the approval of the President

Section 3. Special General Meetings

Special general meetings may be called by the President, the Chapter Board or upon written request by at least 10% (Ten Percent) of the total members of the Chapter to the secretary. Notice in writing of such meeting shall be sent to all members not less than 7 days before the date thereof and if practicable by Press advertisement not less than 7 days before the date of such meeting. 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 for Chapter Meetings

The quorum for any annual general or special meeting shall be 25% or 100 of the registered members of the chapter whichever is less. In absence of quorum, the meeting will be adjourned, and reconvened two (2) weeks later, unless otherwise determined by the Board. The new date and time will be communicated to members. In the event the meeting is postponed twice for lack of quorum, then notice is given to the members notifying them that the same shall proceed at a certain date and venue, their absence notwithstanding/ requirement of quorum notwithstanding.

Section 6. Act of the Membership

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

Section 7. Notification

Members shall be notified twenty one (21) days in advance of the Annual General Meeting. Members shall be notified at least ten days in advance of any special meetings. Notification may be by postal mail, by email or by telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be Nine (9) in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, Membership Director, Certification Director, and two (2) Directors-at-Large.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the Immediate Past President and the Directors-at-Large, shall be elected.
- B. The Directors-at-Large shall be appointed by the elected Chapter Officers.
- C. The Chapter Officers shall serve for a term of two (2) years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected.
- D. The term of office shall be staggered as follows:
 1. In even-numbered years, the Vice President, Secretary and Certification Director shall be elected and one Director-at-Large shall be appointed.
 2. In odd-numbered years, the President, Treasurer and Membership Director shall be elected and, one Director-at-Large position shall be appointed.
- E. One can only serve for two (2) consecutive terms in any given Chapter office. Thereafter, the person shall not be eligible to contest for the same office for a period of at least 3 years.

Section 3. Duties of Chapter Officers

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

A. The Chapter President shall:

1. Preside at meetings of the Chapter and the Chapter Board,
2. Appoint committee chairpersons and members, with the exception of Nominating Committee who will be elected by Chapter members during the Annual General Meeting.
3. Be an ex-officio member of all committees except the Nominating Committee,
4. Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
5. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association,
6. Present an annual report to members at the Annual General Meeting - such report to consist of reports from various Chapter officers and committees,
7. Maintain communications with the Association and respond to Association enquiries,
8. Be responsible for submission of the required annual chapter reports to the Association within 30 days after the Annual General Meeting,
9. Supervise budgetary matters and proper internal control of finances, and
10. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Vice President shall:

1. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
2. Perform the duties of the President in the event of his/her absence or disability,
3. Directs and coordinates the administrative activities of chapter committees, and
4. Perform other duties as pertain to this office.

C. The Chapter **Secretary** shall:

1. Take minutes of the meetings of the Chapter Board, membership meetings, and Annual General Meeting, and maintain a copy of the records,
2. Maintain accurate attendance records,
3. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
4. Assist the President in the administration of Chapter membership meetings, and
5. Perform other duties as pertain to this office.

D. The Chapter **Treasurer** shall:

1. Be custodian of Chapter funds,
2. Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
3. Remit dues to the Association as required,
4. Submit financial report of the Chapter at the board meetings.
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,
7. Submit books and records for audit when required,
8. File any and all tax forms required, and
9. Submit the chapter budget during the Annual General Meeting,
10. Must be a qualified accountant with not less than three (3) year's experience in financial management and reporting, and
11. Perform other duties as pertain to this office.

E. The **Immediate Past President** of the Chapter shall:

1. Provide advice and guidance to the new President and Chapter Board, and
2. Perform other duties as pertain to this office.

F. The **Membership Director** shall:

1. Maintain accurate lists of membership,
2. Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
3. Report on membership data from the Association,
4. Coordinate plans for maintaining and Increasing Chapter membership, and
5. Perform other duties as pertain to this office.

G. The **Certification Director** shall:

1. Maintain resource material related to ISACA's certifications,
2. Promote ISACA's accreditations within the Chapter membership, including exam preparation sessions,
3. Maintain exam participation rate to sustain the local area as an exam writing site,
4. Report to Chapter Board on exam results,
5. Act as a liaison between exam participants and the Association,
6. Must be a holder of at least one (1) of ISACA certifications, and
7. Perform other duties as pertain to this office.

H. The **two (2) Directors-at-Large** shall:

1. Be defined by the Chapter Board guided by emerging needs of the Chapter, and
2. Perform duties assigned by the Board;

Section 4. Chapter Officer Vacancies

A. If a vacancy should occur in the office of President, the vacancy shall be temporarily filled by the Vice-President in acting capacity until an election is held within 90 days.

B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be appointed by the Chapter Board.

- C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until the next election of the office of President.
- D. 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

- A. A Nominating Committee of five (5) members shall be elected by Chapter members during a Special General Meeting held at least three (3) months prior to the Annual General Meeting.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership for offices to be filled before or at the Annual General Meeting and present this list of candidates to Chapter membership at least twenty one (21) days prior to the Annual General Meeting.
- C. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. The Nominating Committee shall determine if the election is held electronically before the AGM, or by ballot at the AGM, conduct elections, and manage the voting processes.
- B. Chapter Officers shall be elected either by electronic vote or by ballot.
- C. The Nominating Committee shall prescribe to the Chapter membership the manner in which elections shall be conducted at least twenty one (21) days before the elections.
- D. There shall be no voting by proxy.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

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

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings
- B. Make recommendations to the membership
- C. Meet monthly at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written request of three members of the Board. Notice must be given at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- E. Regular or special meetings of the chapter board may be held electronically. 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.
- F. The minutes of Chapter Board meetings shall be approved at the next in-person meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

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

Section 4. Fiscal Year & Annual Financial Statements

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

Section 5. Insurance

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

Section 6. Quorum

A 2/3 attendance of the Chapter board shall constitute a quorum for any Chapter Board meeting.

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282 **Section 7. Removal**

- 283 A. Any member of the Board of Directors who fails to attend six board meetings within a year or six committee meetings
284 within a year will be brought before the Chapter Board and may be removed from office by a majority vote of the
285 Board of Directors then serving.
286 B. Any board member may be removed with cause, at any meeting of the Board, by a majority vote of the members of the
287 Board of Directors then serving.
288 C. Any board member being considered for removal from the Board shall have the right to be heard by the Board
289 before an official vote is taken.
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291 **Article VIII. Chapter Committees**

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293 **Section 1. Standing Committees**

294 There shall be the following standing committees: Education, Communication, and Audit.
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296 **Section 2. Duties of Standing Committees**

- 297 A. Education Committee shall develop and implement chapter trainings and events for the year.
298 B. Communication Committee shall have the duty of production of chapter newsletter, marketing chapter events, chapter
299 profiling, and update on social media.
300 C. Audit Committee shall have the duty of auditing Chapter accounts at the close of fiscal year and reporting to the Chapter
301 Board and subsequently to members during the Annual General Meeting.
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303 **Section 3. Special Committees**

304 Other committees may be created as necessary by the Chapter Board.
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306 **Section 4. Term of Office for Committees**

- 307 A. Committee Members shall serve for one (1) term of a maximum of two (2) years after which they will retire and seek
308 reappointment or reelection as appropriate.
309 B. At least two (2) committee members shall retire by rotation at every Annual General Meeting.
310 C. The committee members to retire shall be those who have served longest in office since their last appointment, but, as
311 between persons who became committee members on the same day, those to retire must be determined by lot, unless
312 they otherwise come to an agreement among themselves.
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314 **Section 5. Diversity**

315 Diversity shall be considered in appointment to serve in chapter committees.
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317 **Article IX. Indemnification**

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319 A. The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may
320 have served at its request or by its election as a director or officer of another corporation, against expenses actually and
321 necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they,
322 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
323 corporation or of such other corporation, except in relation to matters as to which any such director or officer or former
324 director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in
325 performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.
326
327 B. The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking
328 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise,
329 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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331 **Article X. Dissolution**

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333 A. If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter
334 membership after twenty one (21) days' notice has been mailed to each member.
335 B. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating
336 the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to
337 International Headquarters.
338 C. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated
339 by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code or the appropriate governing

code in Kenya with the approval of the Association's International President and Chief Executive Officer.

Article XI. Parliamentary Authority

- A. 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

- A. 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.
- B. Chapter bylaw amendments will be approved, at any regular or special meeting of the chapter by a two-thirds (2/3) vote of members present and voting, provided that written notice of the proposed change and of the meeting has been mailed or e-mailed to the entire Chapter membership at least twenty one (21) days prior to the meeting at which it will be considered. The registrar of societies will be informed of the proposed review of the bylaws. 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.
- C. 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.

Article XIII. Auditor

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- a) An auditor shall be appointed for the following year by the annual general meeting. All the society's accounts, records and documents shall be opened to the inspection of the auditor at any time. The Treasurer shall produce an account of receipts and payments and a statement of assets and liabilities made up to a date. The Auditor shall examine such annual accounts and statements and either clarify that they are correct, duly vouched and in accordance with the law or report to the society in what respect they are found to be incorrect, unvouched or not in accordance with the law.
- b) A copy of the auditor's report on the accounts and statements together with such accounts and statements shall be furnished to all members at the same time as the notice convening the annual general meeting is sent out. An auditor may be paid such honorarium for his duties as may be resolved by the annual general meeting appointing him.
- c) No auditor shall be an office bearer or a member of the committee of the society.

Article XIV. TRUSTEES

- a) All land, buildings and other immovable property and all investments and securities which shall be acquired by the society shall be vested in the names of President, Vice President, Secretary and Treasurer.
- b) The trustees shall pay all income received from property vested in the trustees to the Treasurer. Any expenditure in respect of such property which in opinion of trustees is necessary or desirable shall be reported by the trustees to the committee which shall authorize expenditure of such moneys as it thinks is fit.

PROVISO: TRANSITION OF CHAPTER BOARD

- A. To provide for transition through retirement by rotation, those elected during 2018 Annual General Meeting in the positions of Vice President, Secretary, Certification Director and one Director-at-Large will retire in 2020 and shall be eligible for re-election in other positions in the 2020 AGM. The other board members, namely, President, Treasurer, Membership Director, and one Director-at-Large, who get elected during the 2018 AGM shall retire in the 2021 AGM and shall not be eligible for re-election at their current positions.