Bylaws of ISACA Vancouver Chapter

Effective: June 11, 2021

Article I. Name
ISACA Vancouver Chapter, hereinafter referred to as “Chapter,” is a 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 with all applicable laws and regulations.

Article II. Purpose

Chapter’s Purpose and Mission
The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities 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, privacy, control, and assurance. We achieve our purpose through our mission, “Learn. Connect. Grow”.

The objectives of the Chapter are:
A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance;
B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques, approaches, and problem solving by its members;
C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers;
D. 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; and
E. To support the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types and Qualifications
Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:
A. Professional Member—Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and to hold office at the Chapter level.

1 Based on December 2020 Chapter Bylaws Template provided by ISACA International
B. Retired Member—Any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members of the Chapter shall be entitled to vote and hold office at the Chapter level.

C. Student Member—Any member of the Association who is a 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 of the Chapter shall be entitled to vote and hold office at the Chapter level.

D. Recent Graduate—Any member of the Association 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
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 Chapter and Association dues to the Association.
B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and chapter dues, for that individual.

Section 3. Dues
A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors.
B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms set by the Association Board of Directors, as required.
C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination
Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings
Section 1. Educational sessions
Educational sessions of the Chapter membership shall be held once a month-unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting (AGM)
The annual general meeting shall be held in June 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 annual general meeting shall be determined by the Chapter Board. The AGM may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 3. Special Meetings
Special meetings may be called by the President, the Chapter Board or upon written request by
at least 10 of the members. The purpose of the meeting shall be stated in the meeting.

Section 4. Electronic Meetings
Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 5. In-person or Electronic Voting (Not elections)
A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
C. A ballot must:
   1. Set forth each proposed action; and
   2. Provide an opportunity to vote for or against each proposed action or abstain.
D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
E. All solicitations for votes by written ballot must:
   1. Be pre-approved by the Chapter Board or the membership at a Chapter meeting;
   2. Indicate the number of responses needed to meet the quorum requirements;
   3. State the percentage of approvals necessary to approve each matter;
   4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
   5. Be considered a special meeting for the purposes of these bylaws.

Section 6. Quorum for Chapter Meetings
The quorum for any annual general or special meeting, in-person or electronically, shall be at least 20 members. In absence of quorum, the meeting will be adjourned, and reconvened within a month unless otherwise determined by the Chapter board. The new date and time will be communicated to members.

Section 7. Act of the Membership
As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any Chapter meeting shall constitute an act of the membership.

Section 8. Notification
Members shall be notified at least 21 days in advance of the AGM. Members shall be notified at least 14 days in advance of any meetings. Notification may be by email, telephone or by other electronic means (i.e. published to the ISACA Vancouver website).

Article V. Chapter Officers

Section 1. Chapter Officers
The Officers of the Chapter shall be up to 13 in number, constituting: President; Vice President; Secretary; Treasurer; Immediate Past President; Programs Director; Communications, Marketing, and Social Media (CMS) Director; Membership Director; Certification Director; Academic Relations and High School Partnership Director; the SheLeadsTech Director; Governance, Risk, and Compliance (GRC) Director; and Mentorship Director. Additionally, the outgoing Chapter Board may elect to include up to two (2) additional Chapter Officers, each as a Director at Large, for new or special initiatives of the Board.
Section 2. Term of Chapter Officers

A. The Chapter Officers, except the Immediate Past President and President, shall be elected for a term of one year, 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 AGM at which they are elected.

B. No member shall hold more than two Chapter office(s) at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office(s), unless there are no other applicants for the given role. President, Vice President and immediate Past President are only allowed to serve one term, unless there are no other applicants for the given role.

C. The Vice President, as elected in accordance with Article VI, will assume the office of the President in the following year, unless they resign or are removed from office before assuming this position. The President, as assumed or elected according to Section 2 - Paragraph A and C, may accept the office of the immediate Past President in the following year, unless they resign or are removed from office before assuming this position.

Section 3. Duties of Chapter Officers

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

A. The Chapter President shall:
   • Preside at meetings of the Chapter and the Chapter Board,
   • Ensure all Chapter Officers have reviewed the Chapter Affiliation Agreement(s),
   • Appoint all committee chairpersons and members, except for the Nominating Committee, with approval of the Chapter Board;
   • Be an ex-officio member of all committees except the Nominating Committee,
   • Ensure the Chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be approved by the chapter board,
   • Present an annual report to members at the AGM - such report to consist of reports from various Chapter officers and committees,
   • Maintain communications with the Association and respond to Association enquiries,
   • Complete/submit the required annual compliance documentation to the Association within 30 days after the Chapter’s AGM;
   • Supervise budgetary matters and proper internal control of finances,
   • Execute agreements authorized by the Chapter Board of Directors;
   • Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
   • 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:
   • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
   • Perform the duties of the President in the event of his/her absence or disability, and
   • In the event of a vacancy in the office of President, assume the office of President; and
   • Perform other duties as pertain to this office.

C. The Chapter Secretary shall:
   • Take minutes of the meetings of the Chapter Board, membership meetings, and AGM, and maintain a copy of the records,
• Maintain accurate attendance records,
• Be responsible for the legal affairs, Chapter records and correspondence pertaining to
  the Chapter,
• Maintain and secure internal information assets of the Chapter,
• Assist the President in the administration of Chapter membership meetings, and
• Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:
• Be custodian of Chapter funds,
• 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,
• If received locally, remit dues to the Association as required,
• Submit a written report at each meeting,
• Chair the Strategy and Financial Planning Committee for the Chapter,
• In concert with the President, authorize expenditures from, or transfers of funds from/to,
  the Chapter US dollar credit account held at the Association,
• Submit annual financial statements for presentation to the membership at the annual
  general meeting,
• Submit books and records for audit when required,
• File any and all tax forms required, and
• Perform other duties as pertain to this office.

E. The Immediate Past President of the Chapter shall:
• Provide advice and guidance to the new President and Chapter Board, and
• Chair the Nominating Committee, unless otherwise determined by the Chapter Board, and
• Perform other duties as pertain to this office.

F. The Programs Director shall:
• Develop a listing of recommended education topics / activities for board submission /
  approval,
• Poll the membership,
• Identify and contact speakers / presenters for chapter meetings / events and providing
  biographical material to Chapter Board,
• Develop an education budget in conjunction with the Treasurer,
• Coordinate the logistical arrangements for chapter meetings / events, such as session
  location, materials, registration, and session evaluation forms,
• Coordinate speaker / presenter logistics such as travel, accommodation, and fees / gift /
  honorarium, and
• Maintain committee minutes and summarizing session results for board review.

G. The Communications, Marketing and Social Media (CMS) Director shall:
• Maintain electronic lists of members and guests,
• Forward information on events and other pertinent information to e-mail lists,
• Identify and use other means of disseminating information about events and the chapter,
  where appropriate
• Conduct general marketing and publicity of the Chapter, all ISACA certifications, COBIT
  (including all other ISACA/ITGI frameworks/models), the Association, and any other new
  initiative,
• Coordinate initiatives involving partnerships and alliances,
• Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
• 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, and
• Perform other duties as pertain to this office.

H. The **Membership Director** shall:
• Maintain accurate lists of membership,
• Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
• Report on membership data from the Association,
• Coordinate plans for maintaining and increasing Chapter membership, and
• Perform other duties as pertain to this office.

I. The **Certification Director** shall:
• Maintain resource material related to all ISACA certifications,
• Promote all ISACA certifications accreditation within the Chapter membership, including exam preparation sessions,
• Act as a liaison between exam participants and the Association, and
• Encourage Chapter membership to participate in review of Association standards and guidelines,
• Provide liaison with Association re: IT governance issues and approaches to dissemination,
• Assist in the inclusion of IT governance presentations in the chapter education sessions,
• Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
• Stay current with the offerings of the Association as related to COBIT and other IT-governance, cybersecurity, and privacy resources
• Work with Programs Director to arrange training sessions on COBIT (including all other ISACA/ITGI frameworks/models),
• Assist in expanding awareness and use of COBIT (including all other ISACA/ITGI frameworks), and
• Perform other duties as pertain to this office.

J. The **Academic Relations and High School Partnerships Director** shall:
• Provide liaison with academic institutions (including Post-Secondary Institutions and High Schools),
• Enhance the image of ISACA as a leader in IT governance, control and assurance space.
• Increase awareness and interaction between academia and practitioners.
• Introduce educators/students to all that ISACA has to offer including certification programs. COBIT, and career tools and resources.
• Increase awareness and opportunities available within the professions ISACA serves.
• Increase/attract students to the professions ISACA serves.
• Increase awareness and interest about IS audit, security, cybersecurity, control and IT governance research.
• Coordinate scholarship initiatives approved by the Chapter Board,
• Perform other duties as pertain to this office.

K. The **SheLeadsTech** Director shall:

- Serve as the liaison between the SheLeadsTech program lead at One In Tech and the local chapter.
- Utilize the SheLeadsTech Chapter Toolkit found in the Chapter Leader Portal.
- Create strategy and plans for SheLeadsTech programming at the chapter level.
- Promote SheLeadsTech events created by One In Tech and other chapters.
- Serve as the “face” of the SheLeadsTech program at the chapter level, including presentations to the chapter board, at chapter events, and to outside organizations.
- Help fill volunteer roles for SheLeadsTech events.
- Serve as an inviting and welcoming, personal touch (i.e., invites people to events, makes sure they feel welcome and included)
- Create an atmosphere of inclusion and acceptance.
- Embrace the SheLeadsTech mission.
- Perform other duties as pertain to this office.

L. The **Governance, Risk and Compliance (GRC)** Director shall:

- Assist the Chapter Secretary with the legal affairs, Chapter records and correspondence pertaining to the Chapter, and maintaining and securing internal information assets of the Chapter.
- Lead initiatives for the purposes of mitigating risks relevant to the Chapter’s operations
- Monitor compliance of Chapter operations with these bylaws and any other relevant jurisdictional requirements.
- Lead initiatives for the general long-term sustainability of the Chapter.
- Participate in Chapter Committees in an advisory / observer role.
- Perform other duties as pertain to this office.

M. The **Mentorship** Director shall:

- Coordinate the annual ISACA Vancouver Mentorship Program.
- Establish guidelines and policies related to the Mentorship Program to manage the relationships between participants.
- In collaboration with the Programs Director, coordinate the logistical arrangements for Mentorship Events, such as session location, materials, registration, and session evaluation forms.
- Perform other duties as pertain to this office.

N. The **Director at Large** shall:

- Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.
- Create strategy and plans for the assigned topic(s) and/or project(s)
- Establish and oversee the work of any Special Committee(s) that are established to support the execution of the strategy for the assigned topic(s) and/or project(s)

**Section 4. Chapter Officer Vacancies**

A. If the membership of a Chapter officer terminates for any reason, that individual’s position as Chapter officer shall automatically become vacant.

B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
C. If a vacancy occurs in any office, except that of Immediate Past President or President, the vacancy shall be filled by Chapter Board vote.

D. If a vacancy occurs in the office of Immediate Past President, the position shall remain vacant until filled by routine succession. A previous past president would not fill this role.

**Article VI. Nominations and Elections**

**Section 1. Chapter Nominations**

A. At least 60 days prior to the Annual General Meeting, a Nominating Committee shall be selected by the Immediate Past President. The Nominating Committee shall be chaired by the Immediate Past President, if available or unless otherwise determined by the Chapter Board. Additionally, the outgoing President, if he/she is not otherwise being considered for election to the Board at that Annual General Meeting and is available, will be included in an advisory role. The Nominating Committee shall contain a minimum of three and maximum of seven Chapter past Presidents from the membership of the Past President Council, as described in Article VIII Section 3.

B. The Nominating Committee shall solicit candidates for office from the Chapter membership. These solicitations can be by e-mail, mail, via the web site, in person announcements at educational sessions or a combination thereof. The Nominating Committee shall nominate candidates for the Officers to be elected at the Annual General Meeting.

C. The Nominating Committee shall report to the membership, in a form deemed appropriate by the Nominating Committee and Chapter Board, at least 10 days prior to the Annual General Meeting.

D. The Nominating Committee shall nominate candidates for the Vice President office only from those members who have served on the Chapter Board for at least one year within the past three years.

E. In the event that no nominees step forward who satisfy the experience criteria as outlined in Paragraphs C and D above, the Nominating Committee will be allowed to nominate candidates for the Vice President and President office which do not meet the experience criteria as outlined in Paragraphs D and E above.

F. Nominations from the floor shall not be permitted prior to the election. Each candidate shall have consented to serve and completed a Willingness to Serve agreement and Conflict of Interest form. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter board.

**Section 2. Elections of the Chapter Board**

A. Chapter Officers shall be elected by ballot.

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

C. In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may determine that elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

**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:
A. Supervise the affairs and conduct the business of the Chapter:
B. Make recommendations to the membership
C. Hold Chapter Board meetings at least 8 times per year 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 requires of 50% of the members of the Board. Notice must be given to Chapter Board members at least 72 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
D. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. A conference meeting must be arranged at least 72 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.
E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

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. All financial expenditures shall be approved and made in accordance with the Chapter expense policy

Section 4. Fiscal Year & Annual Financial Statements
A. The fiscal year of the Chapter shall run from July 1 to June 30 unless otherwise established by the Chapter Board.
B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited – as required by local law and/or these chapter bylaws-by an individual(s) who is not a member of this chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance
The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter’s activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum
The quorum for any regular or special meeting of the Chapter Board shall be a majority of the voting members of the Chapter Board.

Section 7. Removal of Board Member
A. Notwithstanding Article V, a Board member may be removed and replaced if any of the following occurs:
   a. The particular Board member does not participate in any two consecutive Board meetings held during the particular Board member’s current term.
b. The particular Board member does not participate in any three Board meetings held during the particular Board Member’s current term, regardless that such meetings are consecutive.

c. By a majority vote of the Chapter Board only at a duly called meeting at which a quorum is present.

B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees
Section 1. Strategy and Financial Planning Committee
To identify and fund priority projects via VIPSS endowment. To make sure chapter is in a strong financial position for the years to come.

Section 2. Special Committees
Other committees may be created as necessary by the Chapter Board to support any initiatives being led by a Director at Large or any other Chapter Officer.

Section 3. Past Presidents’ Council
A chapter governance framework is led by a council of past presidents of ISACA Vancouver, and comprises the following objectives and responsibilities. Members of the Past Presidents’ Council must be members of ISACA as defined by Article III.

Objective: A council of Past Presidents of ISACA Vancouver Chapter ("the Council") is to provide advisory services for the chapter's Officers to ensure the efficient and effective operations of the chapter, and smooth continual transition of chapter executives from term to term.

Purposes:
- **Chapter Advisory and Strategic Planning:**
  - to lend the current Chapter Officers and Directors, upon request, the benefit of experience and historical context on how to effectively provide value to members, and run the ISACA chapter.
  - to be a source of input into periodic strategic planning processes, whether initiated locally or by ISACA International.

- **Chapter Operations:**
  - to be a referential body of former Chapter Officers and Directors experienced in chapter operations and leadership.
  - to facilitate the Chapter's Board of Directors nomination process and to recommend candidates for chapter Officers - President, Vice President, Secretary, and Treasurer.
  - to recommend a vote by the member body of the Chapter where more than one strong candidate has indicated interest in a position.
  - to serve as a monitor of chapter operations at the request of a Chapter Officer in the event of multiple resignations from the Board or some such other crisis of confidence, until such vacancies are filled appropriately.

- **Chapter Integrity:**
  - to operate a Whistleblowers’ process which is accessible to any Chapter members, for anonymous reporting of breaches of the chapter's by-laws or conflict of interest policy by a Chapter Officer or Volunteer.
• **Industry & Government Affairs:**
  o to offer a pool of volunteers from which advocacy on behalf of ISACA Vancouver and the professions it represents can be provided in interactions with industry and government bodies throughout BC and Canada.

• **Council Participation and Composition:**
  o The Past Presidents' Council is composed of:
    ▪ all past presidents of ISACA Vancouver, except in those cases where an elected term was not completed in good standing with the Chapter, as determined by the Council and advice of other Chapter Officers.
    ▪ a past president may choose to remove oneself from the Past Presidents' Council in writing to any other member of the past presidents' council
    ▪ past presidents who are currently a member of ISACA in accordance with Article III.

• **Council Activities:**
  o The Council shall meet at least once a year to conduct the work of the nominations process for the Chapter Officers of the upcoming year.
  o The Council shall meet at the request of key Chapter Officers to assist in chapter operations continuity, or other acute operational issues if, and as necessary.
  o Any convening of the Council for the fulfillment of these by-laws shall be chaired by the immediate Past President, or another Past President on the Council who has been delegated to do so.
  o Any convening of the Council for the fulfillment of these by-laws shall be documented through meeting minutes and shared with the Chapter President.
  o The Council shall designate a Past President member to monitor any Special General Meeting (SGM) called.

• **Council Indemnity:**
  o Any advice or recommendations supplied by The Past Presidents' Council, whether solicited by the Chapter Officers or not, are non-binding, except when they are necessary to abide by applicable law, or required by applicable law enforcement authorities, or by any by-laws of the Chapter.
  o The Chapter's liability insurance for its Officers shall expressly include coverage for the members of the Council with respect to the matters of the Chapter.

• **Council Budget:**
  o The Council may request a nominal budget for discretionary expenses related to the undertaking of required meetings of the Council during the Board’s annual planning process.

**Article IX. Indemnification**

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns (“ISACA Indemnified Parties”) against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys’ fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party (“Claim”).

**Article X. Dissolution**
If dissolution of the Chapter becomes inevitable, these Chapter bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership present and voting at a Chapter Meeting after ten (10) days’ notice has been mailed or e-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 be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Canada Customs and Revenue Service regulations 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 Association, in English, 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 can be approved at any Chapter meeting by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the bylaws. If the bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter bylaws translated. Such request is subject to review and final approval by the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the chapter bylaws comply with the Association’s bylaws and applicable local laws and requirements.

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