Bylaws of ISACA Puget Sound Chapter

Effective: May 15, 2018

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Puget Sound Chapter, 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

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/IS governance, risk management, control and assurance.

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 IT/IS governance, risk management, control and assurance;
• To encourage an open exchange of IT/IS governance, risk management, control, and assurance techniques, approaches, and problem solving by its Members;
• To promote adequate communication to keep Members abreast of current events in IT/IS governance, risk management, control and assurance techniques, and the effective organization and utilization of IT resources; and
• To promote the Association’s professional certifications and IT/IS 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. Members may join the Chapter under the following designations:

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 at the Chapter level.
B. Retired Member — Any Member who indicates they are retired, 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 — Any 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 — Any individual that has graduated from a recognized college or university within the last two (2) years. 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.

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

Section 3. Dues

A. Chapter dues shall be payable each year in an amount determined by the Chapter Board, plus Association dues, and within the timeframes established by the Association. Dues and fees must be paid in full to ISACA International.
B. 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.
C. Resignation — any Member who resigns shall not be entitled to a refund or pro-rated discount 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.

Article IV. Chapter Meetings

Section 1. Educational Sessions

Educational sessions of the Chapter membership shall be held once a month from September through May, or as otherwise determined by the Chapter Board.

Section 2. Annual General Meeting

The Annual General Meeting shall be held in May, for electing Officers or announcing the results of officer elections if the election was held electronically, receiving reports of Officers and Directors or 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.

Section 3. Special Meetings

Special Meetings may be called by the President or the Chapter Board. The purpose of the meeting shall be stated in the call or electronic communication used when notifying Members of the Special Meeting.

Section 4. Mail or Electronic Voting

If required, paper, postal 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. Annual Chapter Officer elections shall occur either at the Annual General Meeting, or through electronic voting by the membership for Chapter Officers, at the discretion of the Chapter Board.

Section 5. Quorum for Chapter Meetings

The quorum for the Annual General Meeting or a Special Meeting shall be twenty-five (25) Members. In absence of a quorum, the meeting shall be adjourned and reconvene within forty-five (45) days. The new date and time will be communicated to Members as soon as reasonably possible.

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, unless a greater proportion is required by applicable Washington law, the Articles of
Section 7. Notification

Members shall be notified at least thirty (30) days in advance of the Annual General Meeting. Members shall be notified at least ten (10) days in advance of any Educational or Special meeting, except in case of an emergency. Notification may be by postal mail, email, website, or by telephone.

The Chapter may deliver to a Member notices, demands, consents or waivers by electronic transmission, unless Members indicate otherwise to the Chapter, all communication required in these Bylaws, including meeting notices, may be sent electronically.

Article V. Chapter Officers

Section 1. Chapter Officers

The Chapter shall have five (5) Officers, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, and up to twelve (12) Director/Coordinator Positions.

Section 2. Term of Chapter Officers

A. The Chapter Officers, except the Director/Coordinator Positions and the Immediate Past President, shall be elected for a term of one (1) year, or until their successor is elected and assumes office, or until they resign or are removed from office.

B. Chapter Directors/Coordinators shall be appointed by the Board for a term of one (1) year, or until their successor assumes office, or until they resign or are removed from office. The Board shall assign them Director/Coordinator duties.

C. Newly elected Chapter Officers shall be installed and take office at the beginning of the Fiscal Year. Official duties will commence after the Chapter Board Turnover Meeting.

D. No Member shall hold more than one (1) Chapter Office at a time, and no Member shall be eligible to serve more than two (2) consecutive terms in the same Chapter Office, unless otherwise approved by the Chapter Board.

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 in Article XII.

A. The Chapter President shall:

- Preside at all meetings of the Chapter and the Chapter Board;
- Appoint all committee chairpersons and Directors;
- Be an ex-officio member of all committees;
- Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate, or appoint another Chapter Board member as a representative;
- Present an annual report to Members at the Annual General Meeting;
- Maintain communications with the Association and respond to Association inquiries;
- Be responsible for submission of the required annual Chapter reports to the Association within thirty (30) days after the Annual General Meeting, or as required by the Association;
- Supervise budgetary matters and proper internal control of finances for the Chapter funds;
- Be responsible for legal affairs; 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;
- Perform, prepare and execute a Chapter Officer and Director Succession Plan to identify, recruit and prepare Members to become Chapter Officers and Directors. Ideally the Succession Plan would be strategic to identify future leaders for the next two (2) to three (3) years; 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 Annual General Meeting, and maintain a copy for the records;
• Maintain accurate attendance records;
• Be responsible for Chapter records and correspondence pertaining to 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 the Chapter funds;
• Receive and disburse such funds of the Chapter as required in the conduct of its affairs and activities or as directed by the Chapter Board;
• Remit dues to the Association as required;
• Acquire an appropriate gift of appreciation for each Chapter seminar/educational presenter as determined by the Chapter Board;
• Submit a written report at each Board meeting or upon request of the President;
• 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 summary for presentation to the membership at the Annual General Meeting;
• Submit books and records for annual financial verification when required;
• File all required tax forms; 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,
• Perform other duties as pertain to this office.

F. The Chapter Membership Director shall:
• Recruit new members;
• Monitor attendance for CPE tracking;
• Respond to inquiries regarding how to become a member and membership status;
• Manage and maintain the Chapter membership list;
• Manage and maintain the Opt Out Request list;
• Manage the registration site for the Chapter educational meetings and special events; and,
• Manage and communicate to the membership about Chapter sponsored or endorsed events.

G. The Chapter Program Coordinator shall:
• Work with meeting room planners or facility liaison to ensure facilities, food, and audio visual services are adequate for each Chapter educational meeting, seminar, or special event;
• Coordinate and secure contract for facility venue;
• Coordinate billing for facility with Treasurer; and,
• Coordinate all conference activities (e.g., speaker’s resources, participant sign-in, CPE certificates, scheduled breaks, etc.) during the event.

H. The Chapter Education Director shall:
• Review conference activities offered by other organizations, and solicit input from the Chapter Board and Chapter membership to ensure the topic is appropriate for the Chapter;
• Ensure that the conference topic, speaker, facility, session dates, budget, and associated contracts are presented, reviewed, and approved by the Chapter Board;
• Recruit speakers for each Chapter educational meeting, seminar/conference, or special event;
• Prepare event description and speaker background information for each Chapter educational meeting, seminar/conference, or special event and provide to the Webmaster, Membership Director, and the Marketing Director to post on the Chapter website, registration portal, and social media as applicable;
• Coordinate the publishing of event training material (e.g., speaker presentation slides), and delivery of those documents to the seminar location;
• Ensure that guest presenters (speakers) are informed of the time and location of their speaking engagement, assist the speaker with hotel reservations, and process the speakers expense claim for payment by the Treasurer, if applicable;

I. The Chapter CISA/CISM Coordinator shall:
• Maintain communications with the Association regarding CISA and/or CISM certification preparatory course materials and examinations; and,
• Plan and conduct Chapter CISA and/or CISM exam review courses.

J. The Chapter CSX Liaison shall:
• Promote the CSX Nexus program within ISACA Puget Sound Chapter membership and non-member community (academic institutions, etc.) in concert with efforts of the Academic Relations Liaison;
• Assist in recruitment of new members and academic outreach by partnering with the relevant fellow members of the board;
• Provide insight and assistance to CSX fundamentals exam enrollees along with promoting the nexus pathway to CSX Practitioner and CISM; and,
• Assist in any/all additional activities deemed pertinent by the board in the interests of ISACA Puget Sound Chapter.

K. The Chapter Academic Relations Liaison shall:
• Raise awareness of the Chapter and the Association with local colleges and universities; and,
• Plan and coordinate meetings of Chapter members with Student groups in concert with efforts of the CSX Liaison.

L. The Chapter Communications Director shall:
• Prepare and distribute communications to the Membership as determined by the Chapter Board; and,
• Other assignments as assigned by the Chapter Board.

M. The Chapter Webmaster shall:
• Update and maintain the Chapter website upon transition of Chapter Board members;
• Update the website to ensure that each Chapter educational meeting, seminar/conference, or special event is available with a link for registration;
• Upload presentation materials from speakers post Chapter educational meetings, advise the Communication Director to inform the membership that the materials are available; and,
• Manage the Chapter e-mail accounts.

N. The Chapter Marketing/Social Media Director shall:
• Conduct general marketing and publicity of the Chapter, Certifications, COBIT, the Association, and any other new initiative using social media;
• Identify and use other means of disseminating information about events and the chapter, where appropriate; and
• Maintain social media accounts, such as LinkedIn.

O. The Chapter Research Director shall:
• Act as the Chapter’s primary contact with ISACA’s research department to become the Chapter’s subject matter expert (SME) in ISACA’s knowledge deliverables;
• Help identify potential SMEs to participate in development or review of ISACA research products;
• Attends quarterly calls scheduled by ISACA HQ to learn about newly released, ongoing & future research developments;
• Coordinate with the Chapter Marketing Director, Webmaster, and Education Director to ensure dissemination of information about ISACA Research to Chapter Members; and,
• Maintain ongoing communication with ISACA HQ research department to provide feedback on deliverables.

Section 4. Chapter Officer Vacancies

A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be...
filled by the Chapter Board. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.

C. If a Chapter Board Member’s membership in the Association terminates for any reason, that individual’s position as Chapter Board Member shall automatically become vacant.

**Article VI. Nominations and Elections**

**Section 1. Chapter Nominations**

A. Nominations shall be open and will be declared open by the President at the Educational meeting in the month of January or February. Nominations shall then be accepted from the floor from any Member of the Chapter. Nominations may also be solicited through electronic communications.

B. 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. Officers shall be elected by ballot.

B. Ballots may be distributed and collected in person at the Annual General Meeting, or through electronic communications at the discretion of the Chapter Board.

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

**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. Meetings**

A. Regular Board Meetings may be held in person or via conference call at the discretion of the Chapter President. Board meetings should be held once a month from September through May) and at least once during the summer at a time and place determined by the Chapter Board, unless otherwise approved by the Chapter Board.

B. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written request of all 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.

C. A “Chapter Board Turnover Meeting” shall be held in June, July, or August of each year, following Chapter elections, to transition Chapter leadership roles. All outgoing and incoming officers and directors will be expected to be in attendance.

D. Board Meetings may be held via conference call or in person. Meeting notifications must be communicated at least forty-eight (48) hours in advance. Each Board Member should seek recognition from the President before beginning to speak, and each Board Member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the President or meeting 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. Voting can also be done through electronic communications as determined by the President. The minutes of the meeting shall be approved at the next meeting, or through electronic communication as determined by the Chapter Board.

**Section 3. Duties**

The Chapter Board shall:

A. Supervise the affairs and conduct the business of the Chapter between Educational 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, as described in Article XI.

Section 4. Financial Authority

The Chapter Board shall have the authority to:

A. Approve the annual budget.
B. Expend funds allotted in the approved budget.
C. Non-budgeted expenditures over $2,000 must be pre-approved by the Chapter Board.

Section 5. Fiscal Year & Annual Financial Statements

A. The Fiscal Year of the Chapter shall run from June 1̶th to May 31̶th unless otherwise established by the Chapter Board.
B. The Chapter Board shall ensure that an annual financial summary is prepared, 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 6. Insurance

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

Section 7. Quorum

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

Section 8. Removal

A. Any member of the Board of Directors who fails to attend 3 consecutive board meetings within a fiscal year or 3 consecutive committee meetings within a fiscal year will be discussed within the Board and may be removed from office by a majority vote of the Board of Directors.
B. Any Board Member may be removed with cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.
C. Any Board Member being considered for removal from the Board shall have the right to be heard by the Board before an official vote is taken.

Article VIII. Chapter Committees

An Audit Committee or designee shall be established to engage and provide oversight to the annual external party review of the Chapter’s financial statement results. Annually, the Audit Committee, or designee, will provide a report to the Board on results of the review and any identified corrective action to be taken.

Additional committees may be created, as necessary, by the Chapter Board.

Article IX. 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 the Chapter, 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 a Director or Officer of the Chapter, except in relation to matters as to which any such Director or Officer or former Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.
The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under these Bylaws, agreement, vote of the Members, or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**Article X. Dissolution**

If dissolution of the Chapter becomes inevitable, these Bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership after ten (10) days’ notice has been mailed or emailed to each Member. This vote may be conducted electronically as stated in Article IV, Section 4. 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 Section 501 (c) of the US Internal Revenue Code with the approval of the Association’s International President and Chief Executive Officer.

**Article XI. Parliamentary Authority**

The rules contained in the 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 changes to these Bylaws 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.

Chapter Bylaw Amendments will be approved at the Annual General Meeting, or a Special Meeting by a two-thirds (2/3) vote, provided the Amendment has been submitted in writing at the previous meeting, or has been mailed, or emailed to the entire Chapter Membership, or posted to the Chapter website at least ten (10) days prior to the meeting at which it will be considered. Material changes will be reviewed and updated by the Board as appropriate and sent to the membership for final approval prior to Amendment adoption.

If there is a need to change the Bylaws due to a change in Washington State Law, or requirements provided by the Association, then Chapter Bylaw Amendments will be approved at a Chapter meeting, provided the Amendment has been submitted in writing at a previous meeting, or has been mailed or emailed to the Chapter membership, or posted to the Chapter website at least ten (10) days prior to the meeting at which it will be considered. 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 to the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Bylaws. The Chapter must ensure compliance of these Bylaws with the Association's Bylaws and any applicable Federal or State requirements.

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