

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 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 proper IT governance 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.

- 59 3. Pay required dues to the Chapter and the Association.
60 4. Follow the Code of Professional Ethics of the Association.

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62 B. Membership in the Association shall be conferred upon an individual when the Association has accepted the
63 membership application and received the required Association dues, fees, and assessments for that individual.
64

65 **Section 3. Dues**

- 66
67 A. Chapter dues shall be payable each year in an amount determined by the Chapter Board, plus Association
68 dues, and within the timeframes established by the Association. Dues and fees must be paid in full to ISACA
69 International.
70 B. A Member shall forfeit membership if dues, fees, or assessments have not been paid to the Association in
71 compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
72 C. Resignation — any Member who resigns shall not be entitled to a refund or pro-rated discount of his/her
73 annual membership dues.
74

75 **Section 4. Termination and Suspension**

- 76 A. Termination of membership in the Association, for whatever reason, shall automatically terminate
77 membership in the Chapter.
78 B. A person whose membership in the Association has been suspended shall not be deemed a member of the
79 Chapter during the period of suspension.
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82 **Article IV. Chapter Meetings**

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84 **Section 1. Educational Sessions**

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86 Educational sessions of the Chapter membership shall be held once a month from September through May, or as
87 otherwise determined by the Chapter Board.
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89 **Section 2. Annual General Meeting**

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91 The Annual General Meeting shall be held in May, for electing Officers or announcing the results of officer
92 elections if the election was held electronically, receiving reports of Officers and Directors or Committees, and for
93 any other business that may arise. The date and location of the Annual General Meeting shall be determined by
94 the Chapter Board.
95

96 **Section 3. Special Meetings**

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98 Special Meetings may be called by the President or the Chapter Board. The purpose of the meeting shall be stated
99 in the call or electronic communication used when notifying Members of the Special Meeting.
100

101 **Section 4. Mail or Electronic Voting**

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103 If required, paper, postal mail, or electronic means may be used for the purposes of membership voting on
104 resolutions approved by the Chapter Board, and such correspondence will be considered a Special Meeting for the
105 purposes of these Bylaws. Annual Chapter Officer elections shall occur either at the Annual General Meeting, or
106 through electronic voting by the membership for Chapter Officers, at the discretion of the Chapter Board.
107

108 **Section 5. Quorum for Chapter Meetings**

109
110 The quorum for the Annual General Meeting or a Special Meeting shall be twenty-five (25) Members. In absence
111 of a quorum, the meeting shall be adjourned and reconvene within forty-five (45) days. The new date and time
112 will be communicated to Members as soon as reasonably possible.
113

114 **Section 6. Act of the Membership**

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116 The affirmative vote of the majority of the Members present and voting at any Chapter meeting shall constitute an
117 Act of the membership, unless a greater proportion is required by applicable Washington law, the Articles of

118 Incorporation, or these Bylaws.

119
120 **Section 7. Notification**

121
122 Members shall be notified at least thirty (30) days in advance of the Annual General Meeting. Members shall be
123 notified at least ten (10) days in advance of any Educational or Special meeting, except in case of an emergency.
124 Notification may be by postal mail, email, website, or by telephone.

125
126 The Chapter may deliver to a Member notices, demands, consents or waivers by electronic transmission, unless
127 Members indicate otherwise to the Chapter, all communication required in these Bylaws, including meeting
128 notices, may be sent electronically.

129
130 **Article V. Chapter Officers**

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132 **Section 1. Chapter Officers**

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

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137 **Section 2. Term of Chapter Officers**

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139 A. The Chapter Officers, except the Director/Coordinator Positions and the Immediate Past President, shall be
140 elected for a term of one (1) year, or until their successor is elected and assumes office, or until they resign or
141 are removed from office.
142 B. Chapter Directors/Coordinators shall be appointed by the Board for a term of one (1) year, or until their
143 successor assumes office, or until they resign or are removed from office. The Board shall assign them
144 Director/Coordinator duties.
145 C. Newly elected Chapter Officers shall be installed and take office at the beginning of the Fiscal Year. Official
146 duties will commence after the Chapter Board Turnover Meeting.
147 D. No Member shall hold more than one (1) Chapter Office at a time, and no Member shall be eligible to serve
148 more than two (2) consecutive terms in the same Chapter Office, unless otherwise approved by the Chapter
149 Board.

150
151 **Section 3. Duties of Chapter Officers**

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153 The Chapter Officers shall perform the duties prescribed by these Bylaws, and the Parliamentary Authority
154 adopted by the Chapter in Article XII.

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156 A. The Chapter **President** shall:
157 • Preside at all meetings of the Chapter and the Chapter Board;
158 • Appoint all committee chairpersons and Directors;
159 • Be an ex-officio member of all committees;
160 • Represent the Chapter at Leadership Conferences, and other conferences and functions, where
161 appropriate, or appoint another Chapter Board member as a representative;
162 • Present an annual report to Members at the Annual General Meeting;
163 • Maintain communications with the Association and respond to Association inquiries;
164 • Be responsible for submission of the required annual Chapter reports to the Association within thirty (30)
165 days after the Annual General Meeting, or as required by the Association;
166 • Supervise budgetary matters and proper internal control of finances for the Chapter funds;
167 • Be responsible for legal affairs; and,
168 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
169 Board.
170
171 B. The Chapter **Vice President** shall:
172 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
173 • Perform the duties of the President in the event of his/her absence or disability;
174 • Perform, prepare and execute a Chapter Officer and Director Succession Plan to identify, recruit and
175 prepare Members to become Chapter Officers and Directors. Ideally the Succession Plan would be
176 strategic to identify future leaders for the next two (2) to three (3) years; and,

- 177 • Perform other duties as pertain to this office.
178
- 179 C. The Chapter **Secretary** shall:
180 • Take minutes of the meetings of the Chapter Board, membership meetings, and Annual General Meeting,
181 and maintain a copy for the records;
182 • Maintain accurate attendance records;
183 • Be responsible for Chapter records and correspondence pertaining to the Chapter;
184 • Assist the President in the administration of Chapter membership meetings; and,
185 • Perform other duties as pertain to this office.
186
- 187 D. The Chapter **Treasurer** shall:
188 • Be custodian of the Chapter funds;
189 • Receive and disburse such funds of the Chapter as required in the conduct of its affairs and activities or
190 as directed by the Chapter Board;
191 • Remit dues to the Association as required;
192 • Acquire an appropriate gift of appreciation for each Chapter seminar/educational presenter as determined
193 by the Chapter Board;
194 • Submit a written report at each Board meeting or upon request of the President;
195 • In concert with the President, authorize expenditures from, or transfers of funds from/to the Chapter US
196 dollar credit account held at the Association;
197 • Submit annual financial summary for presentation to the membership at the Annual General Meeting;
198 • Submit books and records for annual financial verification when required;
199 • File all required tax forms; and,
200 • Perform other duties as pertain to this office.
201
- 202 E. The **Immediate Past President** of the Chapter shall:
203 • Provide advice and guidance to the new President and Chapter Board; and,
204 • Perform other duties as pertain to this office.
205
- 206 F. The Chapter **Membership Director** shall:
207 • Recruit new members;
208 • Monitor attendance for CPE tracking;
209 • Respond to inquiries regarding how to become a member and membership status;
210 • Manage and maintain the Chapter membership list;
211 • Manage and maintain the Opt Out Request list;
212 • Manage the registration site for the Chapter educational meetings and special events; and,
213 • Manage and communicate to the membership about Chapter sponsored or endorsed events.
214
- 215 G. The Chapter **Program Coordinator** shall:
216 • Work with meeting room planners or facility liaison to ensure facilities, food, and audio visual services
217 are adequate for each Chapter educational meeting, seminar, or special event;
218 • Coordinate and secure contract for facility venue;
219 • Coordinate billing for facility with Treasurer; and,
220 • Coordinate all conference activities (e.g., speaker's resources, participant sign-in, CPE certificates,
221 scheduled breaks, etc.) during the event.
222
- 223 H. The Chapter **Education Director** shall:
224 • Review conference activities offered by other organizations, and solicit input from the Chapter Board
225 and Chapter membership to ensure the topic is appropriate for the Chapter;
226 • Ensure that the conference topic, speaker, facility, session dates, budget, and associated contracts are
227 presented, reviewed, and approved by the Chapter Board;
228 • Recruit speakers for each Chapter educational meeting, seminar/conference, or special event;
229 • Prepare event description and speaker background information for each Chapter educational meeting,
230 seminar/conference, or special event and provide to the Webmaster, Membership Director, and the
231 Marketing Director to post on the Chapter website, registration portal, and social media as applicable;
232 • Coordinate the publishing of event training material (e.g., speaker presentation slides), and delivery of
233 those documents to the seminar location;

- 234 • Ensure that guest presenters (speakers) are informed of the time and location of their speaking
235 engagement, assist the speaker with hotel reservations, and process the speakers expense claim for
236 payment by the Treasurer, if applicable;
237
- 238 I. The Chapter **CISA/CISM Coordinator** shall:
239 • Maintain communications with the Association regarding CISA and/or CISM certification preparatory
240 course materials and examinations; and,
241 • Plan and conduct Chapter CISA and/or CISM exam review courses.
242
- 243 J. The Chapter **CSX Liaison** shall:
244 • Promote the CSX Nexus program within ISACA Puget Sound Chapter membership and non-member
245 community (academic institutions, etc.) in concert with efforts of the Academic Relations Liaison;
246 • Assist in recruitment of new members and academic outreach by partnering with the relevant fellow
247 members of the board;
248 • Provide insight and assistance to CSX fundamentals exam enrollees along with promoting the nexus
249 pathway to CSX Practitioner and CISM; and,
250 • Assist in any/all additional activities deemed pertinent by the board in the interests of ISACA Puget
251 Sound Chapter.
252
- 253 K. The Chapter **Academic Relations Liaison** shall:
254 • Raise awareness of the Chapter and the Association with local colleges and universities; and,
255 • Plan and coordinate meetings of Chapter members with Student groups in concert with efforts of the
256 CSX Liaison.
257
- 258 L. The Chapter **Communications Director** shall:
259 • Prepare and distribute communications to the Membership as determined by the Chapter Board; and,
260 • Other assignments as assigned by the Chapter Board.
261
- 262 M. The Chapter **Webmaster** shall:
263 • Update and maintain the Chapter website upon transition of Chapter Board members;
264 • Update the website to ensure that each Chapter educational meeting, seminar/conference, or special event
265 is available with a link for registration;
266 • Upload presentation materials from speakers post Chapter educational meetings, advise the
267 Communication Director to inform the membership that the materials are available; and,
268 • Manage the Chapter e-mail accounts.
269
- 270
- 271 N. The Chapter **Marketing/Social Media Director** shall:
272 • Conduct general marketing and publicity of the Chapter, Certifications, COBIT, the Association, and any
273 other new initiative using social media;
274 • Identify and use other means of disseminating information about events and the chapter, where
275 appropriate; and
276 • Maintain social media accounts, such as LinkedIn.
277
- 278 O. The Chapter **Research Director** shall:
279 • Act as the Chapter's primary contact with ISACA's research department to become the Chapter's subject
280 matter expert (SME) in ISACA's knowledge deliverables;
281 • Help identify potential SMEs to participate in development or review of ISACA research products;
282 • Attends quarterly calls scheduled by ISACA HQ to learn about newly released, ongoing & future
283 research developments;
284 • Coordinate with the Chapter Marketing Director, Webmaster, and Education Director to ensure
285 dissemination of information about ISACA Research to Chapter Members; and,
286 • Maintain ongoing communication with ISACA HQ research department to provide feedback on
287 deliverables.
288
- 288 **Section 4. Chapter Officer Vacancies**
289
- 290 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
291 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be

- 292 filled by the Chapter Board. If a vacancy occurs in the office of Immediate Past President, the vacancy shall
293 remain vacant until filled by routine succession.
294 C. If a Chapter Board Member’s membership in the Association terminates for any reason, that individual’s
295 position as Chapter Board Member shall automatically become vacant.
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298 **Article VI. Nominations and Elections**
299

300 ***Section 1. Chapter Nominations***
301

- 302 A. Nominations shall be open and will be declared open by the President at the Educational meeting in the
303 month of January or February. Nominations shall then be accepted from the floor from any Member of the
304 Chapter. Nominations may also be solicited through electronic communications.
305 B. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and
306 Conflict of Interest form.
307

308 ***Section 2. Chapter Elections***
309

- 310 A. Officers shall be elected by ballot.
311 B. Ballots may be distributed and collected in person at the Annual General Meeting, or through electronic
312 communications at the discretion of the Chapter Board.
313 C. In the event, there is only one candidate for any office, voting on that office may be by voice.
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315

316 **Article VII. Chapter Board**
317

318 ***Section 1. Composition of the Chapter Board***
319

320 The Chapter Board shall consist of the officers listed in Article V, Section 1.
321

322 ***Section 2. Meetings***
323

- 324 A. Regular Board Meetings may be held in person or via conference call at the discretion of the Chapter
325 President. Board meetings should be held once a month from September through May) and at least once
326 during the summer at a time and place determined by the Chapter Board, unless otherwise approved by the
327 Chapter Board.
328 B. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written
329 request of all members of the Board. Notice must be given at least 48 hours before a Special Meeting of the
330 Chapter Board and must include the purpose of the meeting.
331 C. A “Chapter Board Turnover Meeting” shall be held in June, July, or August of each year, following Chapter
332 elections, to transition Chapter leadership roles. All outgoing and incoming officers and directors will be
333 expected to be in attendance.
334 D. Board Meetings may be held via conference call or in person. Meeting notifications must be communicated
335 at least forty-eight (48) hours in advance. Each Board Member should seek recognition from the President
336 before beginning to speak, and each Board Member should identify himself or herself prior to speaking.
337 Motions will be voted on by voice vote. If the President or meeting chair has a problem determining the vote,
338 he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and
339 shall not be recorded in the minutes. Voting can also be done through electronic communications as
340 determined by the President. The minutes of the meeting shall be approved at the next meeting, or through
341 electronic communication as determined by the Chapter Board.
342
343
344

345 ***Section 3. Duties***
346

347 The Chapter Board shall:

- 348 A. Supervise the affairs and conduct the business of the Chapter between Educational meetings.
349 B. Make recommendations to the Membership.
350 C. Be subject to the orders of the Membership.

351 D. Perform the duties prescribed in these Bylaws and the Parliamentary Authority adopted by the Chapter, as
352 described in Article XI.

353
354 **Section 4. Financial Authority**
355

356 The Chapter Board shall have the authority to:

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

360
361 **Section 5. Fiscal Year & Annual Financial Statements**
362

- 363 A. The Fiscal Year of the Chapter shall run from June 1st to May 31st unless otherwise established by the Chapter
364 Board.
365 B. The Chapter Board shall ensure that an annual financial summary is prepared, approved by the Chapter
366 Board, presented to Members at the Annual General Meeting, and submitted as part of the Chapter Annual
367 Report to the Association.
368

369
370 **Section 6. Insurance**
371

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

374
375 **Section 7. Quorum**
376

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

378
379 **Section 8. Removal**

- 380 A. Any member of the Board of Directors who fails to attend 3 consecutive board meetings within a fiscal year
381 or 3 consecutive committee meetings within a fiscal year will be discussed within the Board and may be
382 removed from office by a majority vote of the Board of Directors.
383 B. Any Board Member may be removed with cause, at any meeting of the Board, by a majority vote of the
384 members of the Board of Directors then serving.
385 C. Any Board Member being considered for removal from the Board shall have the right to be heard by the
386 Board before an official vote is taken.
387

388
389 **Article VIII. Chapter Committees**
390

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

394
395 Additional committees may be created, as necessary, by the Chapter Board.
396

397 **Article IX. Indemnification**
398

399 The Chapter shall indemnify any and all of its Directors or Officers or former Directors or Officers or any person
400 who may have served at its request or by its election as a Director or Officer of the Chapter, against expenses
401 actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or
402 proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been a
403 Director or Officer of the Chapter, except in relation to matters as to which any such Director or Officer or former
404 Director or Officer or person shall be adjudged in such action, suit or proceeding to be liable for willful
405 misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of
406 such liability.
407

408 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking
409 indemnification may be entitled under these Bylaws, agreement, vote of the Members, or disinterested Directors
410 or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding
411 such office.
412

413 **Article X. Dissolution**
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415 If dissolution of the Chapter becomes inevitable, these Bylaws must be rescinded by a two-thirds (2/3) vote of the
416 Chapter membership after ten (10) days' notice has been mailed or emailed to each Member. This vote may be
417 conducted electronically as stated in Article IV, Section 4. In the event of dissolution, the Chapter shall notify the
418 Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the
419 Chapter Charter and any other Chapter or Association documents to International Headquarters. All net assets
420 shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the
421 Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the
422 Association's International President and Chief Executive Officer.
423

424 **Article XI. Parliamentary Authority**
425

426 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, shall govern the Chapter in all
427 cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules
428 the Chapter may adopt.
429

430 **Article XII. Amendment of Chapter Bylaws**
431

432 The Chapter Board shall approve all suggested changes to these Bylaws and forward them to the Membership
433 Division of the Association, with changes indicated. The Association must give approval to all Bylaw changes
434 prior to them being submitted for a vote by Chapter membership.
435

436 Chapter Bylaw Amendments will be approved at the Annual General Meeting, or a Special Meeting by a two-
437 thirds (2/3) vote, provided the Amendment has been submitted in writing at the previous meeting, or has been
438 mailed, or emailed to the entire Chapter Membership, or posted to the Chapter website at least ten (10) days prior
439 to the meeting at which it will be considered. Material changes will be reviewed and updated by the Board as
440 appropriate and sent to the membership for final approval prior to Amendment adoption.
441

442 If there is a need to change the Bylaws due to a change in Washington State Law, or requirements provided by the
443 Association, then Chapter Bylaw Amendments will be approved at a Chapter meeting, provided the Amendment
444 has been submitted in writing at a previous meeting, or has been mailed or emailed to the Chapter membership, or
445 posted to the Chapter website at least ten (10) days prior to the meeting at which it will be considered. The
446 Membership Division of the Association will be advised that the Bylaw Amendments have been approved, and
447 will be sent a copy of the approved version of the Bylaws to the Association.
448

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