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Bylaws of ISACA Norway Chapter

Effective: 06/12/2017

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Norway 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 governance, IS audit, security, control and assurance.

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, security, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, security, 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, security, control and assurance that can be of benefit to them and their employers;
- D. 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
- E. 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 — Individuals 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:

- 58 • Meet the requirements of membership as outlined in Article III, Section 1.
59 • Complete an Association membership application form.
60 • Pay required dues to the Chapter and the Association.
61 • Follow the Code of Professional Ethics of the Association.
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 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter
67 Board, plus Association dues. Dues and fees must be paid in full to ISACA International. A member shall
68 forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with
69 terms as set by the ISACA Board of Directors and to the Chapter as required.
70 B. Resignation — Any member who resigns shall not be entitled to a refund of his/her annual membership dues.
71

72 **Section 4. Termination and Suspension**

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

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80 **Section 1. Regular Meetings**

81 Regular meetings of the Chapter membership shall be held monthly, except for January and July unless otherwise
82 ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter.
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84 **Section 2. Educational sessions**

85 Educational sessions of the Chapter membership shall be held yearly for CISA, CISM and CRISC exam
86 preparation courses, unless otherwise ordered by the Chapter Board.
87

88 **Section 3. Annual General Meeting**

89 The annual general meeting shall be held in June and shall be for the purpose of electing officers, receiving
90 reports of officers and committees, and for any other business that may arise.
91

92 **Section 4. Special Meetings**

93 Special meetings may be called by the President, the Chapter Board or upon written request by 30 of the
94 members. The purpose of the meeting shall be stated in the call.
95

96 **Section 5. Mail or Electronic Voting**

97 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions
98 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of
99 these bylaws.
100

101 **Section 6. Quorum for Chapter Meetings**

102 The quorum for any regular, annual general or special meeting shall be at least 50 percent of the members present.
103 In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time will
104 be communicated to members.
105

106 **Section 7. Act of the Membership**

107 The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an
108 act of the membership.
109

110 **Section 8. Notification**

111 Members shall be notified 14 days in advance of the annual general meeting. Members shall be notified at least 14
112 days in advance of any regular meetings or special meetings. Notification may be by postal mail, by email or by
113 telephone.
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115 **Article V. Chapter Officers**

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Section 1. Chapter Officers

The Officers of the Chapter shall at all times be minimum 8 in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, three directors.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two 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.
- 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.

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:
 - Preside at meetings of the Chapter and the Chapter Board,
 - Appoint all committee chairpersons and members, with approval of the Chapter Board.
 - Be an ex-officio member of all committees except the Nominating Committee,
 - Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
 - Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association,
 - Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees,
 - Maintain communications with the Association and respond to Association enquiries,
 - Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
 - Supervise budgetary matters and proper internal control of finances, and
 - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The 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
 - 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 of the records,
 - Maintain accurate attendance records,
 - Be responsible for the legal affairs, 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 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,
 - Remit dues to the Association as required,
 - Submit a written report at each regular meeting,
 - 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

- 173 • Perform other duties as pertain to this office.
174
175 E. The **Immediate Past President** of the Chapter shall:
176 • Provide advice and guidance to the new President and Chapter Board, and
177 • Perform other duties as pertain to this office.
178
179 F. The **Communications & Membership Director** shall:
180 • Forward information on events and other pertinent information to e-mail lists,
181 • Identify and use other means of disseminating information about events and the chapter, where
182 appropriate, and
183 • Conduct general marketing and publicity of the Chapter, ISACA’s certifications, COBIT, the
184 Association, and any other new initiative,
185 • Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
186 • Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising
187 which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
188 • Maintain accurate lists of membership,
189 • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy
190 issues,
191 • Report on membership data from the Association,
192 • Coordinate plans for maintaining and Increasing Chapter membership, and
193 • Perform other duties as pertain to this office.
194
195 G. The **Education and Certification Director** shall:
196 • Maintain resource material related to ISACA’s certifications,
197 • Promote ISACA’s accreditations within the Chapter membership, including exam preparation sessions,
198 • Maintain exam participation rate to sustain the local area as an exam writing site,
199 • Report to Chapter Board on exam results,
200 • Coordinate initiatives involving partnership and alliances,
201 • Act as a liaison between exam participants and the Association, and
202 • Perform other duties as pertain to this office.
203
204 H. The **Academic Relations Director** shall:
205 • Provide liaison with academic institutions,
206 • Establish opportunities to brief appropriate classes of academic institutions on ISACA’s certifications,
207 • Coordinate scholarship initiatives approved by the Chapter Board,
208 • Coordinate ISACA Student Groups (ISG),
209 • Liaise with appropriate professors, and where appropriate take steps to establish an “Academic
210 Advocate” program in local academic institutions, and
211 • Perform other duties as pertain to this office.
212
213 I. The **Event Director** shall:
214 • Coordinate initiatives involving partnerships and alliances,
215 • Maintain electronic lists of members and guests,
216 • Keep a contact register of guest speakers, topics and competences,
217 • Be the overall responsible for arranging all general membership meetings, and
218 • Perform other duties as pertain to this office.
219
220 J. The **International Relations Director** shall:
221 • Actively participate in regular webcasts from ISACA HQ, and report back to the Chapter Board,
222 • Keep an updated network of contacts with Chapter Leaders in Europe and ISACA HQ,
223 • Ensure ISACA Norway Chapter sends delegates to partake in other Chapters Events upon request,
224 • Invite other Chapter Leaders to visit ISACA Norway Chapter and coordinate their travel,
225 • Coordinate joint-events with the Chapter Board and foreign Chapter Leaders,
226 • Partake in relevant international meetings or conferences involving ISACA HQ or other Chapters, and
227 • Perform other duties as pertain to this office.
228

229 **Section 4. Chapter Officer Vacancies**
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- 231 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
232 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be
233 filled by the Chapter Board.
234 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by
235 routine succession.
236 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position
237 as Chapter officer shall automatically become vacant.
238

239 **Article VI. Nominations and Elections**
240

241 **Section 1. Chapter Nominations**
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- 243 A. A Nominating Committee of three members shall be elected by the Chapter Board at the annual meeting.
244 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
245 nominate candidates for offices to be filled at the annual general meeting.
246 C. The Nominating Committee shall report to the membership at the regular meeting in June.
247 D. Nominations from the floor shall be permitted prior to the election.
248 E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and
249 Conflict of Interest form.
250

251 **Section 2. Chapter Elections**
252

- 253 A. Officers shall be elected by vote by voice at the annual meeting in June.
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255 **Article VII. Chapter Board**
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257 **Section 1. Composition of the Chapter Board**
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259 The Chapter Board shall consist of the officers listed in Article V, Section 1.
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261 **Section 2. Duties**
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263 The Chapter Board shall:

- 264 A. Supervise the affairs and conduct the business of the Chapter between business meetings
265 B. Make recommendations to the membership
266 C. Be subject to the orders of the membership
267 D. Have regular Chapter Board meetings minimum 4 times annually at a time and place determined by the
268 Chapter Board. Special meetings of the Chapter Board may be called by the President, and shall be called
269 upon the written request of 4 members of the Board. Notice must be given at least 48 hours before a Special
270 Meeting of the Chapter Board.
271 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
272 F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be
273 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before
274 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be
275 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.
276 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.
277 The minutes of the meeting shall be approved at the next in-person meeting.
278

279 **Section 3. Financial Authority**
280

281 The Chapter Board shall have the authority to:

- 282 A. Expend funds allotted in the approved budget
283 B. Authorize non-budgeted expenditures not to exceed NOK 100.000 without prior approval of the membership.
284

285 **Section 4. Fiscal Year & Annual Financial Statements**
286

- 287 A. The fiscal year of the Chapter shall run from January 1st to December 31st, unless otherwise established by the

- 288 Chapter Board.
289 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,
290 presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to
291 the Association.
292 C. The Chapter Board shall present the budget for the coming fiscal year at the membership meeting in
293 December.

294
295 **Section 5. Insurance**

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

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299 **Section 6. Quorum**

300 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.
301

302 **Section 7. Removal**

- 303 A. Any member of the Board of Directors who fails to attend 3 board meetings within a year will be brought
304 before the Board and may be removed from office by a majority vote of the Board of Directors.
305 B. Any board member may be removed with or without cause, at any meeting of the Board, by a majority vote
306 of the members of the Board of Directors then serving. In case of an even vote, the Chapter President's vote
307 will decide the outcome.
308 C. Any board member being considered for removal from the Board shall have the right to be heard by the
309 Board before an official vote is taken.

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311 **Article VIII. Chapter Committees**
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313 **Section 1. Program Committee**

314 There shall be a Program Committee with the objective of developing and implementing the memberships' events
315 for the year. The Committee shall be led by the Event Director, with support from at least one other Chapter
316 Officer for each event.

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318 **Section 2. Special Committees**

319 Other committees may be created as necessary by the Chapter Board.
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321 **Article IX. Indemnification**
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323 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person
324 who may have served at its request or by its election as a director or officer of another corporation, against
325 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit
326 or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been
327 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to
328 which any such director or officer or former director or officer or person shall be adjudged in such action, suit or
329 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by
330 agreement predicated on existence of such liability.

331
332 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking
333 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or
334 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such
335 office.
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337 **Article X. Dissolution**
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339 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the
340 chapter membership after fourteen (14) days notice has been mailed to each member. In the event of dissolution,
341 the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for
342 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International
343 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or
344 civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code
345 or the appropriate Norwegian governing code with the approval of the Association's International President and
346 Chief Executive Officer.

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Article XI. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, or the appropriate Norwegian parliamentary authority, 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 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 any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least fourteen (14) 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.

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.

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