



ISACA Norway Chapter Bylaws

Bylaws of ISACA Norway Chapter
Effective 26 June 2013

Article 1 Name

The name of this non-union, non-profit organization shall be the ISACA Norway Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with 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:

- 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;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- 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;
- 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 governance.

Article III Membership and Dues

Section 1 Classification and Qualifications

A. Active 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. Membership in the Chapter and the Association is coextensive. Therefore, upon joining the Chapter, a person shall also join



the Association, with accompanying rights and responsibilities. Active members in good standing shall be entitled to vote and hold office.

- B. Retired Member – any member in good standing, 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 students currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrollment shall be submitted annually. Student members in good standing shall be entitled to vote and hold office at the Chapter level.

Section 2 Admission

- A. Potential members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete an Association membership application form.
 - 3. Pay required dues to the Chapter and the Association.
 - 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required dues for that individual.

Section 3 Dues

- A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.
- B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a Chapter member in good standing.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV Chapter meetings

Section 1 The regular meetings of the Chapter shall be held as ordered by the Chapter Board in the annual plan.

Section 2 The regular meeting in June shall be known as the annual meeting and shall be for the purpose of installing officers, receiving report of officers and committees, and for any other business that may arise. Members shall be

notified 14 days in advance of the annual general meeting. Notification may be by postal mail, by email or by telephone.

Section 3 Educational sessions of the Chapter membership shall be held approximately every other month unless otherwise ordered by the Chapter Board.

Section 4 Special meetings may be called by the President or by the Chapter Board and shall be called upon written request by 30 members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 14 days notice shall be given.

Section 5 The quorum for any regular, annual general or special meeting shall be 10 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time will be communicated to members.

Section 6 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 7 *Act of the Membership*

The affirmative vote of the majority of the members in attendance at any chapter meeting shall constitute an act of the membership.

Article V Chapter Officers

Section 1 Chapter Officers

The Officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, immediate Past President and directors.

Section 2 Term of Chapter Office

- A. The Officers, except the immediate Past President, shall be elected annually for a term of 2 years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin on 1 August and continue through 31 July.
- B. No member shall hold more than 2 Chapter offices at a time, and no member shall be eligible to serve more than 3 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 all meetings of the Chapter and the Board



- Appoint all standing committee chairpersons and other committees as authorised by the Chapter Board
 - Be an ex-officio member of all committees except the Nominating Committee
 - Perform such other duties as pertain to the office of President, or which may be delegated by the Chapter Board
 - Represent the Chapter at Leadership Conferences, Presidents Council Meetings 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 - 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
- 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 other duties pertaining to this office
- C. The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board
 - Be responsible for the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter
 - Perform other duties pertaining to this office
 - Maintain accurate attendance records,
- 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
 - Perform other duties pertaining to this office

- E. The immediate Past President of the Chapter shall:
- Serve in an advisory capacity
 - Perform other duties pertaining to this office
- F. The Communications 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, and
 - Perform other duties as pertain to this office.
- G. 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.
- H. The Educations/Certification Director shall:
- Maintain resource material related to certification,
 - Promote accreditation within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to Chapter Board on exam results,
 - Act as a liaison between exam participants and the Association, and
 - Perform other duties as pertain to this office.
- I. The Marketing Director shall:
- Conduct general marketing and publicity of the Chapter, CISA, CISM, CGEIT, COBIT, Val IT 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.
- J. The Academic Relations Director shall:
- Provide liaison with academic institutions,
 - Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT and IT governance,
 - Coordinate scholarship initiatives approved by the Chapter Board,
 - Liaise with appropriate professors, and where appropriate take steps to establish an



- "Academic Advocate" program in local academic institutions, and
- Perform other duties as pertain to this office.

K. 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.

Section 4 Chapter 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 office, except that of immediate Past President, the vacancy shall be filled by the Chapter Board.
- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article IV Nominations and Elections

Section 1 Chapter Nominations

- A. Three members shall constitute the Nominating Committee
- B. The Chapter Board of Directors shall nominate candidates to the Nominating Committee to the Annual General Meeting
- C. The Nominating Committee shall nominate candidates for offices to be filled at the annual meeting.
- D. The Nomination committee shall report to the membership at the regular meeting in May.
- E. Nominations from the floor shall be permitted prior to the election.

Section 2 Chapter Elections

- A. Officers shall be elected by voice.

Article VII Chapter Board of Directors

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 Board of Directors shall:



- A. Supervise the affairs and conduct the business of the Chapter between business meeting
- B. Make recommendations to the membership
- C. Be subject to the orders of the membership
- D. Meet at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

Section 3 Authority

The Chapter Board shall have the authority to approve the annual budget and expend funds allotted in the approved budget.

Section 4 Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from 01.01-31.12 unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, audited, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Quorum – A majority of the Chapter Board shall constitute a quorum.

Section 6. Insurance – The Chapter shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Article VIII Chapter Committees

Section 1. There shall be the following standing committees; membership, education, program, public relations, standards

Section 2 Duties of standing committees

- A. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign and maintain accurate lists of membership. When requested by the Association the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- B. The education committee shall recommend and oversee seminars and programs of professional education including certification exam review courses, maintain attendance records, and manage the librarian function
- C. The research committee shall recommend and oversee research projects.
- D. The program committee shall recommend and oversee an annual plan for chapter meetings, and maintain attendance records.



- E. The public relations committee shall promote interest in the chapter and Association goals and projects through ongoing marketing.
- F. The standard committee shall contribute to the knowledge and promotion of frameworks, guidelines, standards and other publications developed and promoted by ISACA among the ISACA Norway Chapter's members. The standard committee may also recommend and develop new Norwegian good IT-practice guides.

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 another corporation, 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 directors or a director or officer of the corporation or of such other corporation, 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 any bylaw, agreement, vote of 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

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Executive Director 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 the International office. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code, or the appropriate country governing code with the approval of the Association's EVP of Membership, and the Association's International President.

Article XI Parliamentary Authority

The rules contained in the latest edition of Robert's Rules on Order. Newly Revised, or the appropriate country 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.

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of the Chapter membership, provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed to the entire Chapter membership 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.

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.