

Bylaws Summary -June 2026
For Membership review and vote
...Rationale in italics...

Intro. Updated to a 501c6, (*correction to bylaws*), and name changed to accommodate manual checks with bank.

Article I. No changes

Article II. No changes

Article III.

- Updated to clarify that ISACA certification is one of the preferred qualifications to hold board position. Student and Recent Grad (bachelor and grad level) (within two years of graduation) members cannot hold board position. *More stringent requirements for board candidates.*
- Updated to indicate that leadership role, (board or lead volunteer) may face removal for any volunteer who is noncompliant with the Association Code of Ethics. *Added to ensure ethics compliance.*

Article IV.

- Updated to allow AGM to be held at any time of the year, but with sufficient membership notice, (30 days minimum). Procedural document will be written to support this. *Removed specific months of the year to allow flexibility. Procedural document will provide "how to" guidance on the process.*
- Updated AGM agenda parameters, noting that elections can be held at the AGM or at other meetings. *Leverages the proposed update for electronic elections. This is anticipated to allow higher member participation in this multi-state chapter.*
- Updated so that 5 or more board members can call a special board meeting with 48 hours' notice. *Clarified to ensure that special board meetings can be called by board members.*
- Electronic voting allowed for elections as well as other votes. *Added to allow greater participation and flexibility in calling for elections. This draft follows the Association bylaws best practice. Electronic voting for matters outside of elections already exists in the current bylaws and is not changing.*
- AGM quorum changed from 150 to 50; quorum for board meetings to equal the majority of active board members. *Quorum reduced based on inability to reach quorum at last AGM and reality of travel limitations with a multi-state chapter membership base.*
- Addition of board authority to call a membership meeting. If the meeting is a voting meeting, a quorum of 50 will apply. *Clarifies board authority for holding additional meetings.*
- Clearer language regarding notification to membership requiring a minimum of 30 days for AGM, special membership meetings and elections. Special board meetings require 48 hours' notice. *Clarified based on confusion experience last year with notification requirements.*

Article V. Chapter Officers.

- Board structure is 13 members: President, EVP, AVP, Past President, Treasurer, Secretary, Compliance & Operations, Academic Director, Marketing Director, Program Director, Membership Director, and (new) two Advisory Directors. Removed position is Audit Director. *Corrected current bylaws showing only 12 roles, but 13 positions. Removed Audit Director because the role has always been vacant and falls under the Compliance Officer duties. Advisory Directors added to provide more detailed outreach and mentorship to members and to sit on standing committees.*
- Term of office changed from three years to two years. *Prior to 2021, the term was two years.*
- Consecutive term limitations restriction is removed. *Limitations removed to encourage continuity in board operations while allowing more frequent elections with the reduction in term as noted above.*
- Board members are assigned to chair standing committees. *Assignments made to ensure mentorship and to get previously unmanned committees off the ground.*
- Duties. *Details are outlined in the bylaws draft. The following pertains to common requirements across the board member roles:*
 - Duties are specified by role. Robert's Rule is followed and duplication of duties between positions is eliminated.
 - Duties are removed that present conflict of interest.
 - Oversight from more senior positions is provided to other board member roles.
 - Procedural documentation, including a RACI, will provide guidance for each board member role. The RACI and procedures will be created once the draft bylaws are approved by the membership.
- Succession planning added for board positions such that executive committee recommends acting officers and informs the nominating committee. The nominating committee reviews and plans communications to board members for a vote to finalize the recommendations and notification to the membership. *Added to better manage vacancies when they occur.*

Article VI. Nominations and Elections

- Formalize that nominating committee members must choose between running for election or serving on the committee. *This is instituted to ensure there is no unfair advantage between candidates running for office, and to avoid conflict of interest.*
- Criteria for candidates updated to identified preferred qualifications. *Strengthened criteria to provide better mentorship to members and ensure full board member participation in the work at hand.*
- Director at Large criteria added. *New role, rationale described above under board duties.*
- Clarified guidelines on the Nominating Committee duties to include notification to membership, vetting of candidates for meeting election criteria, presenting recommendations to the board, and notification to membership of the board recommended election slate. Vetted candidates shall provide a willingness to serve/conflict of interest attestation. Procedural documentation will support this process. *Updated for clarity in language.*

Article VI. No changes.

Article VII. Chapter Board General Duties.

- Clarified language that the president OR five members of the board may request a special board meeting. *Updated to formalize authority of the board to call meetings. Previously was verbally understood.*
- Additional fiduciary duties for the board include review and approval of expenditures and review of changes to the approved budget. *Added to strengthen controls, avoid conflicts of interest, and follow Robert's Rules of Parliamentary Procedure.*
- Clarification that the Chapter annual financial report is prepared by the Treasurer for Board review and approval. Change of wording from "audit" of finances to financial verification. *Improves alignment with ISACA Global expectations.*
- Officer removal updated to note "after due diligence" before removal and document that an officer, once removed cannot be elected to the board in the future. Procedural documentation will support due diligence tasks. *Clarification to add "due diligence" for board member removal that was previously a verbal understanding; due diligence will be detailed at the procedure level.*

Article VIII. Committees.

- Standing committees all assigned a board chair. *Assignments made to ensure mentorship and to get previously unmanned committees off the ground.*
- Audit committee task added to perform ad hoc examinations when requested by the board, or executive committee. *Added to ensure timely compliance of the bylaws and professional code of ethics.*
- Marketing committee requires executive committee approval before issuing general marketing and publicity notifications. *Oversight for consistent Chapter branding.*

Articles IX through XII. No changes.

Addendum. *Requirements of the Chapter from the Commonwealth of Massachusetts are updated to current, and the Secretary of State link provided to make the Addendum evergreen.*

General.

- Notification to membership of reports and for providing archived documentation is via the Chapter website. Procedural documentation will specify what information goes on the website. *Updated to provide members to comply with ISACA Global's expectations of posting on the chapter website.*
- The bylaws committee will undertake procedure documentation at the request of the board, based on audit committee findings, and based on the bylaws committee's own recommendations. *Added to ensure procedures are created and updated in a timely fashion.*

ISACA Global Parliamentarian comments for June 2026 Phase I update.

1. Throughout the document, various formatting and organizing suggestions. This will be considered for Phase II.
2. Article IV, section regarding quorums. Question regarding quorum reduction and recommendation to change the number to a percentage. Association staff agreed the best way forward was as planned by the Chapter, which is to improve accessibility with electronic elections and keep the quorum at the requested number of 50 until at least two elections have occurred.
3. Article IV, section regarding notification. Recommendation made to move details regarding meeting notification to procedural documentation. ISACA Global staff and bylaws committee agreed to review removing details into a procedure as part of the Phase II bylaws update.
4. Article V, Board Officers. Recommendation to retain term limits for officers. Agreed to review after next two elections are held after data is collected regarding board candidate willingness to serve, which has been an issue in the past.
5. Section regarding Standing Committees. Request to include sufficient information to understand committee duties and chairman ownership by the board. Changes made to reflect this recommendation.
6. Section regarding the Nominations Committee. Recommendation to clarify that committee members need to choose between running for office or remaining on the committee. Recommendation to specify the timeframe in which a nominating committee member must decide to either run for office or be part of the committee. Bylaws language clarified accordingly.
7. Section regarding fiduciary responsibilities. Recommendation to clarify language to “financial review” instead of “audit”, as approved by the ISACA Global. Bylaws language clarified accordingly.
8. Under removal of officer. Recommendation to remove “with or without cause” because the verbiage “with due diligence” has been added. Bylaws language updated accordingly.
9. Under Executive Committee, reduce the number of nine out of thirteen to half that amount. Bylaws updated accordingly.
10. Under Bylaws Amendments. Recommend that language be added that specifically obliges the Chapter to provide a copy of the final approved bylaws to ISACA Global.