

BYLAWS OF ISACA NEW ENGLAND CHAPTER

Bylaws of ISACA New England Chapter (Filed with the Commonwealth of Massachusetts Secretary of State as “ISACA New England Chapter Inc., ID # 042592391, a 501(c)6 non for profit in the Commonwealth of Massachusetts.”)

Article I. Name

ISACA New England Chapter, hereinafter referred to as the “Chapter,” is a chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association.” Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the Association Board of Directors, the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

Article II. Purpose

Chapter Purpose

The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities 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, cybersecurity, privacy, control, and assurance.

The objectives of the Chapter are:

- A. To promote education and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, data privacy, control, and assurance.
- B. To encourage an open exchange of IT governance, IS audit, cyber/information security, data privacy, 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, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers.
- D. To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources.
- E. To support the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types, and Qualifications

Membership in the Association is a requirement for membership in the Chapter. Membership types in the Chapter will mirror membership types in the Association. As defined by the Association, members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association’s Board of Directors. Only the Association Board of Directors has the right to add or remove membership types in the Association.

Membership types are:

- A. Professional Member—Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and, if nominated, to hold office at the Chapter level.
- B. Retired Member—Any member of the Association who presents proof of retirement status, subject to rules established by the Association Board of Directors. Retired members of the Chapter shall be entitled to vote and, if nominated, hold office at the Chapter level.
- C. Student Member—Any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board of Directors. Student members of the Chapter shall be entitled to vote at the Chapter level.
- D. Recent Graduate—Any member of the Association who graduated within the last two years from a recognized

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college or university, subject to rules established by the Association Board of Directors. Recent Graduate of the Chapter members shall be entitled to vote at the Chapter level.

- E. Honorary Member - voted by majority of the Chapter Board of Directors to Honorary membership in perpetuity without further payment of Chapter dues. Honorary members are one of the four above types of membership and have rights based on that membership type.

Section 2. Admission

A. Potential members shall agree to:

1. Meet the requirements of membership as outlined in Article III, Section 1.
2. Complete an Association membership application form.
3. Pay required Chapter and Association dues to the Association.
4. Follow the Code of Professional Ethics of the Association.

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

Section 3. Dues

- A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors.
- B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms set by the Association Board of Directors, as required,
- C. Resignation — any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Membership Termination

Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings

Section 1. Educational sessions

Educational sessions of the Chapter membership shall be a minimum of five (5) sessions per year unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting, (AGM)

The annual general meeting shall be held once a year and shall include receiving reports from officers and committees. The agenda can include but is not limited to electing officers, and for any other Chapter business that may arise. The date and location of the AGM shall be determined by the Chapter Board and notification provided to the membership as described in Article IV Section 9.

Section 3. Quarterly Open Board Meetings

Each calendar quarter, the Chapter will hold an Open Chapter board meeting that all members are able to attend. A minimum of ten days' notice will be provided to the membership, as noted in Article IV, Section 9 Notifications.

Section 4. Special Meetings of the Chapter

Section 4.1 Special Board Meetings

Special board meetings may be called by the President, or by the Executive committee of the board, or at least five Chapter Board members. The purpose of the meeting shall be stated in the meeting notice. Notice for the special board meeting must be given at least 48 hours before the scheduled meeting as noted in Article IV, Section 9, Notifications

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Section 4.2. Special Membership meetings.

Special membership meetings may be called by at least five Chapter Board members or at least twenty (20) members. The purpose of the meeting shall be stated in the meeting notice. Notice for the special membership meeting must be given thirty days before the scheduled meeting, as noted in Article IV Section 9, Notification and presided by the Chapter President.

Section 5. Electronic Meetings

Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 6. Mail or Electronic Voting

- A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
- C. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals a majority unless otherwise stated in these Bylaws.
- E. All solicitations for votes by written ballot must:
 - 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting.
 - 2. Indicate the number of responses needed to meet the quorum requirements.
 - 3. State the percentage of approvals necessary to approve each matter.
 - 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted as instructed per Chapter procedure.

Section 7. Quorum for Meetings

Section 7.1. Membership meeting quorum.

The quorum for the membership meetings, including the AGM, shall be at least 50 members in attendance. Once held, the quorum of 50 members applies to any vote that may be made at that meeting for those in attendance. In the absence of a quorum, the meeting will be adjourned, and reconvened in a reasonable amount of time, to be determined by the Chapter Board. The new date and time will be communicated to members.

Section 7.2 Board meeting quorum.

Quorum for any board meetings shall be the majority of the active board members. In the absence of a quorum, the meeting will be adjourned, and reconvened in a reasonable amount of time, to be determined by the Chapter Board. The new date and time for open board meetings will be communicated to members.

Section 8. Act of the Membership

As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any Chapter meeting as described in this Article shall constitute an act of the membership, unless otherwise specified in these Bylaws.

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Section 9. Notification

Members shall be notified a minimum of 30 days in advance of the AGM or special membership meetings, including election of officers or other matters approved by the board. Notification to members regarding the quarterly open board meetings shall be a minimum of ten days. Board members shall be notified at least 48 hours in advance of any special board meetings. Notification may be by postal mail, by telephone, by email or other electronic means.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter are thirteen (13) in number, constituting: President, Executive Vice President, Assistant Vice President, Secretary, Treasurer, Governance Officer, Immediate Past President, Membership Director, Marketing Director, Academic Director, Program Director, and two Directors at Large.

Section 2. Term of Chapter Officers and Directors

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 the first calendar month of the fiscal year after which the officers are elected. Candidates voted into office will serve as officers-elect, assisting the current officer until their term of office commences.

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:

1. Preside at meetings of the Chapter and the Chapter Board or designate a board member to represent the board at meetings of the Chapter when the EVP is unavailable.
2. Be an ex-officio member of all committees, except the Nominating Committee.
3. Ensure the Chapter is represented by a Chapter leader at all ISACA Chapter leadership events. Attendance of individual(s) should be approved by the Chapter board.
4. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association.
5. Present an annual report to members at the AGM, such report to include reports from various Chapter officers and committees.
6. Maintain communications with the Association and respond to Association inquiries.
7. Supervise budgetary matters and proper internal control of the Chapter operations.
8. Oversee a quarterly budget review prepared by the Treasurer and presented to the Chapter Board for approval.
9. Execute agreements authorized by the Chapter Board of Directors.
10. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Executive Vice President shall:

1. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President or as assigned,
2. Perform the duties of the President in the event of his/her absence or disability.
3. Oversee the multi-state meetings.
4. Oversee marketing initiatives with the Marketing Director.
5. Oversee sponsorship initiatives with the Sponsorship Lead.
6. Perform other duties as designated to this office.

C. The Chapter Assistant Vice President shall:

1. Review the volunteer list for projects and committee assignments.
2. Oversee the coordination, planning and execution of volunteer involvement at the Annual General Meeting (AGM).

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3. Coordinate volunteer committees and track deliverables in support of a successful AGM.
4. perform other duties as designated to this office.

D. The Chapter Secretary shall:

1. Act as custodian of the records, except those specifically assigned to others, such as the Treasurer's books.
2. Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meetings,
3. Maintain accurate attendance records for all membership and board meetings. Attendance at education sessions will be kept by the presenter.
4. Be responsible for Chapter records and correspondence pertaining to the Chapter.
5. Keep all committee reports on file. Ensure all open Chapter meetings minutes are available to the Chapter membership.
6. Ensure all policies and procedures are posted on the website in order to be generally available to the Chapter membership.
7. Maintain records of the official list of Chapter members.
8. Assist the President in the administration of Chapter membership meetings.
9. Perform other duties as designated to this office.

E. The Chapter Treasurer shall:

1. Be custodian of Chapter funds.
2. 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.
3. If received locally, remit dues to the Association as required.
4. Submit a written financial report at each AGM and quarterly open board meeting.
5. Provide an end of fiscal year financial report to the membership as soon as the information has been reviewed externally and approved by the board.
6. In concert with the board, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association.
7. Submit appropriate financial records for independent financial review for completion of the Compliance Report by the Governance Officer and other financial reports requested by the board.
8. File any and all tax forms required, by either the Association or the Commonwealth of Massachusetts after review and approval by the board.
9. Perform other duties as designated to this office.

F. The Governance Officer shall:

1. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement.
2. Complete and document attendance by board members of an annual review of the Association's professional ethics, the Bylaws, and other orientation documentation as suggested by the executive committee. Attendance will be noted either by documented confirmation of completion by board members or board member attendance at the annual ethics review.
3. Complete the Chapter annual report filing for the Commonwealth of Massachusetts.
4. Complete and obtain evidence of board review and approval of the required annual compliance documentation. Submit the board approved documentation to the Association in accordance with Association requirements and completion of the Chapter fiscal year.
5. Manage/Prepare and update policies and procedures required by the Chapter.
6. Chair the Bylaws Committee.
7. Chair the Audit and Governance Committee.
8. Prepare quarterly update reports for the Chapter Board of Directors regarding status of the annual Association compliance documents and any other compliance activity formally requested by the executive committee or full board of directors.
9. Review requirements of third-party engagements related to conflict of interest.

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10. Review Chapter contracts for compliance and completeness.
11. Perform other duties pertaining to this office.

G. The Immediate Past President of the Chapter shall:

1. Provide advice and guidance to the new President and Chapter Board
2. Chair strategic planning committee
3. Participate in AGM Planning and budgeting and related oversight activities.
4. Establish collaborative relationships with other organizations from the public and private sectors.
5. Perform other duties as designated to this office.

H. The Membership Director shall:

1. Maintain current lists of membership,
2. Chair the membership committee responsible for CPE reporting, member surveys and member support services
3. Report on membership data from the Association,
4. Coordinate plans for maintaining and Increasing Chapter membership,
5. Maintain electronic lists of members and guests, with due regard to security and privacy issues,
6. Provide information on events and other pertinent information to e-mail list of members
7. Identify and use other means of disseminating information about events and the Chapter, coordinating with the Marketing Director
8. Perform other duties as designated to this office.

I. The Marketing Director shall:

1. Oversee and perform marketing initiatives and use of social media, e-blasts, networking platforms, and any preapproved communications going out on behalf of the Chapter, with oversight from the Executive Vice President.
2. Chair the marketing committee.
4. Obtain Association-designated marketing funds from the Chapter Treasurer, in line with the Chapter budget and as authorized by the Chapter Board. Acquire any required marketing materials from the Association as authorized by the Chapter Board. Exercise 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.
6. Perform other duties as pertain to this office.

J. The Academic Director shall

1. Provide liaison with academic institutions.
2. Establish opportunities to brief appropriate classes of academic institutions on ISACA, all ISACA certifications and IT governance.
3. Chair the academic committee.
4. Chair the education/ certification committee.
5. Oversee the coordination of training and educational sessions including seminars and breakfast meetings.
6. Coordinate scholarship programs approved by the Chapter Board.
7. Ensure Chapter trainers for ISACA certifications are accredited by ISACA.
8. Liaise with appropriate professors, and department chairs.
9. Perform other duties as designated to this office.

L. The Program Director shall:

1. Coordinate training events with guidance from the Academic Director
2. Assist the marketing committee in publicizing events
3. Assist in coordination of the AGM.
4. Chair the program committee
5. Perform other duties pertaining to this office.

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J. Directors at Large (two positions) shall:

1. Liaise with standing committee chairs and attend meetings of standing committees to provide guidance, if so requested by the committees.
2. Sit as members of the strategic planning committee
3. Liaise with the Chapter membership to understand concerns and suggestions.
4. Provide input to the board as “voice of the membership” at all regularly scheduled board meetings
5. Work with the AVP on the AGM content and approach to enhance Chapter membership experience
6. Obtain board feedback to deliver to Chapter members, keeping the membership apprised and informed, including working with the marketing director to ensure communications address member priorities, and that the communications procedure is followed.
7. One Director at Large shall oversee technology management, appropriate technology access, consideration of technology and applications to be used by the Chapter and consider other recommendations and suggestions by the board for the safe and appropriate use of technology to conduct Chapter business.
8. Perform other duties pertaining to this office.

Section 4. Chapter Officer Vacancies

Members voted to fill vacancies hold the position until the next election is held and the fiscal year after the election is completed.

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Executive Vice President.
- B. If a vacancy should occur in any other office, except that of Immediate Past President the vacancy shall be filled given recommendations from the Chapter Board and finalized with a Chapter Board majority vote. The member filling the vacancy will serve as “acting” until the next election is held and the elected candidate takes office.
- C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant 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 VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A The Nominations Committee, which reports to the Board, shall be composed of a minimum of five members: The chairperson who is a board member not currently up for election shall be appointed by a Board majority vote. Other committee members shall be solicited from the membership and approved by the board. The committee will include at least one board member and one non-board member. Once the Chapter election notification is made to membership regarding open board positions, members of the Nominations Committee shall either remain on the committee or will step down in order to run for office.
- B. Candidates for election to the board must be Association and Chapter members in good standing as defined in Article III, Section 2 for at least a year. Candidates meeting this requirement shall sign a Willingness to Serve/Conflict of Interest form. The following qualifications are preferred in order for a person to be nominated and elected to an Officer position:
 - attended at least one prior annual general meeting (AGM).
 - attended at least two of the quarterly open ISACA New England board meetings.
 - joined and participated in an ISACA New England committee-
 - holds an ISACA certification.
 - volunteered for ISACA New England events, educational sessions, or other Board initiatives.

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- C. In order to be nominated for the position of President, the candidate must have served one prior board term. In order to be nominated for the position of Director at Large, the candidate must have held a previous active board position for a minimum of one term (two years active participation)
- D. The Nominating Committee shall solicit board candidates from the membership in accordance with the nominations procedure. More than one candidate per open position may appear on the election slate. After receiving nominations, the Committee will vet candidates against the qualifications criteria described in Section A and submit candidate names with criteria details to the board for final review. Once the review is completed, the slate is considered finalized and the nominations process shall be closed.
- E. The Nominating Committee shall communicate to the membership at least 30 days before the election meeting with the election slate. Thirty days before the election, each candidate, as noted in Article IV, Section 1.B, shall have completed a Willingness to Serve/Conflict of Interest forms noting their consent to carry on the duties of the office for which they are candidates as outlined in Article V, section 3, and if applicable, Article VII, section 7, along with consent to follow any supporting procedures regarding the position for which they are running. These documents shall be submitted to the Secretary and retained electronically in a location that is determined and accessible to all members.

Section 2. Chapter Elections

- A. Once approved by the Chapter Board as per Article V, Section 4, officers shall be elected by written ballot using the system of preferential voting established by the Board, which may include any of the methods described in Article IV, section 6.
- B. For in-person meetings and in the event there is only one candidate for any office, voting regarding that office may be by voice.
- C. In the case where there isn't a candidate for an office at the end of the term, the officer serving in the role will continue until such time as a qualified candidate is available and approved by the Chapter Board to take over the post.
- D. When the Chapter Board of Directors determines that elections will be held electronically, the elections must be conducted using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

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. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter.
- B. Make recommendations to the membership.
- C. Hold Chapter Board meetings at least 4 times a year, at a time and place determined by the Chapter Board. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. Meeting notification must be arranged as specified in Article IV, Section 9, Notifications. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.
- D. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

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1. Approve the annual budget.
2. Review and approve expenditures allocated from the approved budget.
3. Review and approve any changes to the previously approved budget.
4. Expend funds allotted in the approved budget.

Section 4. Fiscal Year & Annual Financial Statements

A. The fiscal year of the Chapter shall run from January 1st through December 31 unless otherwise established by the Chapter Board.

B. The Chapter Board shall ensure that annual financial statements are prepared by the Treasurer and approved by the Board prior to submitting for external review. The statements will be reviewed, as required by local law and/or these Chapter Bylaws, by an individual(s), who is not a member of the Chapter. The completed review or audit will be approved by the Chapter Board, presented to members at the AGM or as part of a Chapter report provided to the membership via the Chapter website and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

Section 6. Removal of an Officer

Any Officer may be removed, after appropriate due diligence at any closed meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. An officer who is removed cannot serve on the Chapter board. Notification of consideration for removal will be thirty days before a formal removal vote, unless there is legal, fiduciary or security risk to the Chapter for the officer continuing in the position. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Section 7. Executive Committee

The Executive Committee consists of the following officers: President, Immediate Past President, Executive Vice President, Treasurer, Secretary and Governance Officer.

Duties of the Executive Committee

A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent necessary to:

1. Take action on unanticipated business that requires action between Board meetings; and
2. Action taken is not contrary to the instructions of the Board of Directors.

B. Other Duties. The Executive Committee shall also determine:

1. Location, date and registration fees for the AGM
2. Chapter dues
3. Product and service vendors
4. Frequency and duration of Executive Board meetings (but no less than quarterly)
5. Frequency and duration of full Board meetings (but no less than quarterly)
6. Attendance at Association events including travel expense reimbursement
7. Change of address for the Chapter
8. Propose changes of composition and responsibilities of the board for Bylaws Amendments per Article XII, Amendment of Bylaws.

C. Hold Chapter Executive Committee meetings at least 4 meetings per year at a time and place determined by the Chapter Executive Committee.

D. Meetings of the Chapter Executive Committee may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting.

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Article VIII. Chapter Committees

Section 1. Standing Committees

The following standing committees are to be performed, as necessary: program, membership, education/certification, audit and governance, strategic planning, marketing, academic programs, and Bylaws. Unless specified, standing committee volunteers shall be solicited and filled by the committee chairperson and the Board shall be informed within thirty (30) days.

Section 2. Duties of Standing Committees

- A. The program committee shall develop and implement training and development events for the Chapter. The program committee shall also recommend and oversee seminars of professional education, except exam review courses and resources.
- B. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- C. The education/certification committee shall assist the Chapter certification exam coordinator(s) in promoting the Association's certification examinations and professional designations locally and shall provide assistance in planning and conducting Chapter's exam review courses.
- D. The audit and governance committee shall track assignment and completion of an independent review of the Chapter accounts at the close of the fiscal year and reporting to the Chapter Board and subsequently to the members in the end of fiscal year report. The audit and governance committee shall also conduct ad hoc examinations at the request of the Board and/or executive committee. Members of the audit and governance committee shall be appointed by the Chapter Board and shall be selected in a manner so as not to have conflicts of interest (example: the Treasurer shall not be part of the audit committee).
- E. The strategic planning committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the Chapter members concerning ways and means by which the Chapter's purpose given in Article II can be met. The committee shall consist of the Immediate Past President as chair, plus at least four additional members approved by the Chapter Board. The duties of this committee shall be to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
- F. The marketing committee shall conduct general marketing and publicity of the Chapter and any new initiatives.
- G. The academic committee shall maintain liaison relationships with academic institutions and establish opportunities to brief appropriate classes of academic institutions about the Association, all ISACA certifications and IT Governance. The committee shall assist with coordination of scholarship programs approved by the Board.
- H. The Bylaws committee, The Chapter Bylaws committee shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Bylaws. The Chapter must ensure compliance with the Bylaws with the Association's Bylaws and any applicable country or state requirements. The Bylaws committee shall report to the Chapter Board. The Bylaws Committee shall expedite the process of changing the Chapter Bylaws in accordance with Article XII of the Chapter Bylaws, examine the consistency of the proposed change with other provisions of the Chapter Bylaws and with those of the Association, and suggest wording for proposed changes. The Bylaws Committee shall, before submitting a proposed Chapter Bylaws amendment to the Association and Chapter membership, ensure all proposed changes conform with local law and generally accepted parliamentary procedures.

Section 3 Special Committees.

Other committees may be created as necessary by the Chapter Board.

Article IX. Indemnification

The Chapter shall indemnify and hold harmless each present or former director or officer of the ISACA New England Chapter, Inc. and ISACA Global, (the Association), to the fullest extent permitted by law, subject to such determination

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as the law may require that indemnification is permissible, for any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative. The Chapter shall indemnify and hold harmless whether the Proceeding is formal or informal against ISACA Global, against Chapter directors or officers in their capacity as a Chapter director/officer if the person/Association has:

- adhered to the duties of care and loyalty, as defined in the Chapter board member responsibilities procedure.
- conducted himself or herself in good faith.
- reasonably believed that his or her conduct was in, or at least not opposed to, the best interests of the Chapter.
- has no reasonable cause, in a criminal proceeding, to believe his or her conduct was unlawful.

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 present and voting at an Annual or Special Chapter Meeting after ten (10) days' notice has been mailed via post or email to each member. 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 documentation to the ISACA Global/the Association.

Upon the dissolution of the corporation, all net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic projects as designated by the Chapter membership, pursuant to section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future Federal tax code with the approval of the ISACA Board Chair 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 bylaw changes and forward them to the the Association, in English, with changes indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter bylaw amendments can be approved at any Chapter meeting by a 2/3 majority vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association after the Bylaw amendments have been approved by the membership and send a copy of the final, approved version of the Bylaws. The Chapter Board should also provide the final, approved electronic version of the Bylaws on the Chapter website. If the Bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter Bylaws translated. Such request is subject to review and final approval by the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Bylaws. The Chapter shall ensure the Chapter Bylaws comply with the Association's Bylaws and applicable local laws and requirements.

Approved Date:

Approved by: ISACA New England Chapter members

Effective Date:

Addendum A. Adherence to the Commonwealth of Massachusetts requirements for nonprofit organizations. (This addendum will update automatically upon updates by the Commonwealth without vote by the Chapter membership)

The ISACA New England Chapter, which is organized in the Commonwealth of Massachusetts as a not-for-profit corporation shall adhere to the following requirements as amended, which are updated from time to time by the Secretary of State for the Commonwealth of Massachusetts:

Commonwealth of Massachusetts requirements for Non-Profits as per

<https://www.sec.state.ma.us/divisions/corporations/filing-by-subject/corporations/corporations-domestic-non-profit.htm#1>

All corporations organized in the Commonwealth of Massachusetts as a not-for-profit corporation shall be subject to the following information.

- **Articles of Organization**
A non-profit corporation shall organize for a non-profit purpose consistent by filing articles of organization with the Corporations Division. M.G.L.A. c180 § 4; 950 CMR 106.03.
- **Annual Report**
Every non-profit corporation organized under the laws of the commonwealth must file a non-profit annual report with the Corporations Division on or before November 1st of each year. M.G.L.A. c180 § 26A; 950 CMR § 106.13.
- **Articles of Amendment**
A non-profit corporation may amend its articles of organization by a vote of two thirds of its members legally qualified to vote at a meeting called for the purpose of amending its articles. M.G.L.A. c180 § 7; 950 CMR § 106.09.
- **Certificate of Change of Directors or Officers**
Non-profit corporations may specify any changes in officers or directors by filing a certificate of change of directors or officers. M.G.L.A. c180 § 6D.
- **Certificate of Change of Principal Office**
Non-profit corporations may specify any changes to the principal office address by filing a certificate of change of principal office. Post office boxes are not acceptable as a principal office address. M.G.L.A. c180 § 10C; M.G.L.A. c156B § 14; 950 CMR 104.08.
- **Certificate of Change of Fiscal Year**
Non-profit corporations may specify any changes to the date of the fiscal year end by filing a certificate of change of fiscal year. M.G.L.A. c180 § 10C; 950 CMR 104.08.
- **Certificate of Appointment of Resident Agent**
A non-profit corporation may appoint a resident agent upon whom all lawful process may be served. The individual or corporation must have a residence or business address in the commonwealth. M.G.L. c180 § 10C; M.G.L.A. c156B § 49; 950 CMR 104.07.
- **Certificate of Revocation of Appointment of Resident Agent**
Non-profit corporations may revoke the appointment of a resident agent by filing a certificate of revocation of appointment of such agent. M.G.L. c180 § 10C; M.G.L.A. c156B § 49; 950 CMR 104.07.
- **Certificate of Change of Address of Resident Agent**
The resident agent of a non-profit corporation may change his address by filing a certificate of change of address of resident agent. The individual or corporation must have a residence or business address in the commonwealth. M.G.L. c180 § 10C; M.G.L.A. c156B § 49; 950 CMR 104.07.

Approved Date:

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Effective Date:

BYLAWS OF ISACA NEW ENGLAND CHAPTER

- **Certificate of Resignation of Resident Agent**
A resident agent of a non-profit corporation may resign by filing a certificate of resignation of resident agent. This certificate must also be mailed to the corporation at its last known address. M.G.L. c180 § 10C; M.G.L.A. c156B § 49; 950 CMR 104.07.
- **Restated Articles of Organization**
A non-profit corporation may restate its articles of organization by a vote of two thirds of its members legally qualified to vote at a meeting called for the purpose of restating its articles. M.G.L.A. c180 § 7; 950 CMR § 106.09.
- **Certificate of Correction**
A non-profit corporation may correct a filed document if the document stated an inaccuracy, or was defectively or erroneously executed. M.G.L.A. c180 § 10C; M.G.L.A. c156B § 6A.
- **Application for Revival**
A non-profit corporation may be revived at any time following its dissolution for all or limited purposes by any interested person by filing an application for revival. In order to effect a general revival, all annual reports owed for the last ten (10) fiscal years must be filed. M.G.L.A. Chapter 180, § 10C; M.G.L.A. c156B § 108; 950 CMR 104.18.
- **Articles of Consolidation/Merger (Domestic Corporations)**
Non-profit corporations may consolidate or merge with other domestic corporations in the manner provided in M.G.L. Chapter 180 § 10. If one or more of the corporations involved constitutes a public charity, then the surviving corporation must also constitute a public charity. M.G.L.A. c180 § 10; 950 CMR § 106.10.
- **Application of Reservation of Name**
If a corporation or other business entity wants to reserve a corporate name prior to incorporating or filing a certificate with the Corporations Division, a name reservation may be filed in accordance with M.G.L. Chapter 156D, s. 4.02; 950 CMR 113.18. If the Secretary of the Commonwealth's Corporations Division finds that the corporate name applied for is available, the name will be reserved for the exclusive use of the applicant for a sixty-day (60) period. During the sixty days, the applicant may extend the reservation for an additional sixty days.

Approved Date:

Approved by: ISACA New England Chapter members

Effective Date: