



ISACA Philadelphia Chapter - Bylaws

Article I. Name

The name of this non-union, non-profit organization shall be the ISACA Philadelphia Chapter, Inc. (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association® (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

As one of the first and largest ISACA Chapters, our mission is to provide our members access to quality, relevant and cost effective educational opportunities; valuable networking opportunities with other Risk, Control, Governance, and Security professionals; and, introduce our profession to students, the business community we serve and governmental entities within the footprint of the Chapter, as defined by ISACA International and others to attract new talent and promote the mission of ISACA to our community.

We look to accomplish this by:

- Sponsoring educational opportunities throughout the chapter year for continuing professional development. These opportunities are to be offered through meetings, webcasts, conferences, and seminars in various locations throughout the chapter footprint.
- Serving as a conduit for bringing ISACA International thought leadership to our chapter members.
- Making our members aware of career opportunities available locally and nationally.
- Introducing our profession to students and others to attract new talent by working closely with universities, corporations, etc. and through meetings, scholarship and outreach programs.
- Offering opportunities to network with others through our website, in-person meetings, seminars, seasonal conferences, social events, and the annual meeting.
- Keeping members informed of current chapter events and other relevant topics, both general and technical, that are of interest to our members and are provided through available means such as our website and social media.

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. Membership in the Chapter and the Association subject to rules established by the Association Board. Members shall be entitled to vote and hold office.



- B. Retired Member - Any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall not 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. Proof of enrollment shall be submitted annually. Student members shall not be entitled to vote and hold office at the Chapter level. A student member may serve as an Academic Advisor to the chapter.

Section 2. Admissions

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 Association dues for that individual.

Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January of each new 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.
- 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.

[back to top](#)

Article IV. Chapter Meetings

Section 1. Regular Meetings/Educational Sessions

The regular meetings/educational sessions (i.e., other than Chapter Board of Directors meetings) of the Chapter shall be held as ordered by the Chapter Board. At a minimum, quarterly meetings/sessions shall be held.



Section 2 Annual Meeting

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

Section 3 Special Meetings

Special meetings may be called by the President or by the Chapter Board and shall be called upon written request by 25 members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 10 business days' notice shall be given.

Section 4. Mail or Electronic Voting

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 5. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting shall be 50 members. In the 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. Act of Membership

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

Section 7. Notification

Members shall be notified at least 15 days in advance of the annual general meeting and at least 10 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email, or by telephone.

[back to top](#)

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be 8 in number, constituting: President, First Vice-President, Second Vice-President, Treasurer, Communications Chair, Secretary, Membership Chair and Immediate Past President.

Section 2. Term of Chapter Officers

- A. The Officers, except the Immediate Past President, shall be elected annually for a term of 1 year or until their successors are elected and assume office, or until they resign or are removed from office. The Second Vice-President may succeed to the position of First Vice-President and subsequently



to the position of President unless or until they resign or are removed from office. The term of office shall begin on July 1 and continue through June 30.

- B. No member shall hold more than (2) two Chapter office(s) at a time. No Officer may serve more than (4) four consecutive terms in the same Chapter Officer role. Any Officer serving more than (4) four years must be approved by the Nominating Committee and presented to the Board of Directors and then to the membership as a specific item to be voted on at the next Annual General Meeting.

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. President

The President shall be the chief executive of the organization and shall have general supervision over the business and affairs of the organization and its Officers, subject to the control of the Chapter Board of Directors. He/she shall also serve as Chairman and presiding Officer at Chapter meetings.

He/she shall have the authority to sign and execute in the name of the organization all contracts, bonds or other instruments authorized by the Chapter Board of Directors except where the signing and execution thereof shall be expressly delegated by the Chapter Board of Directors to some other Officer or agent of the organization. He/she shall preside at all meetings of the membership and the Chapter Board of Directors and perform all other duties incident to the office of the President.

- Preside at meetings of the Chapter and the Chapter Board,
- Appoint all committee chairpersons and members,
- 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,
- 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. Vice Presidents, 'First' and 'Second'

The First Vice-President shall perform such duties as may, from time to time, be assigned by the President. In the absence, disability, or in the event of the resignation of the President, the First Vice-President shall possess all the powers and discharge all the duties of the President.

The Second Vice-President shall aid the First Vice-President in the performance of his/her duties. Should, for any reason, the First Vice-President succeeds to the office of President, the Second Vice-President shall succeed to the position of First Vice-President. The office of Second Vice-President shall be filled according to Article V, Section 4.B. of these by-laws.

- 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. Treasurer

The Treasurer shall have general supervision of the financial operations of the Chapter. He/she shall supervise the receipt and the deposit of all monies due in the bank accounts in the name of the organization as are approved by the Board of Directors.

He/she shall keep such books of accounts as will enable him/her to report to the membership or the Chapter Board of Directors, whenever called upon, concerning the finances of the Chapter and to perform such other duties as the President may assign to him/her.

The accounts of the Treasurer shall be reviewed or audited as prescribed in Article VIII, Section 2.C of these bylaws. These reviews or audits shall be performed at least annually and upon a change in the office of Treasurer.

- 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 books and records for audit when required,
- File any and all tax forms required, and
- Perform other duties as pertain to this office.

D. Communications Chair

The Communications Chair shall have general responsibility for managing the communication and marketing of the Chapter's events and promoting the Chapter's brand to our members and the larger professional community. This officer will supervise the design of the Chapter's communication strategy, the media to be used, and oversee and supervise the messaging to be communicated. This officer shall also perform other duties as pertain to this office.

E. Immediate Past President

The Immediate Past President shall serve in an advisory capacity, and perform other duties as pertain to this office, such as advising the President, evaluation of Board Member performance and formulation of the future Board of Directors nomination slate, and performance of other general officer responsibilities, as required. The Immediate Past President shall not have any vote on matters brought before the Officers but will possess a vote for matters brought before the full Board of Directors.

- Provide advice and guidance to the new President and Chapter Board, and
- Perform other duties as pertain to this office.

F. Secretary

The Secretary shall keep records of meetings of the Chapter Board of Directors and general membership meetings. The Secretary will maintain accurate lists of the membership and attendance records as well as be responsible for the legal affairs of the Chapter.

- 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.

G. Membership Chair

The Membership Chair shall have general responsibility for managing the member roster, member communication and member updates of the Chapter's membership as defined in Article III, Section 1 and promoting the Chapter's brand to our members and the larger professional community. This officer will supervise the design of the Chapter's membership strategy, the methods to be used, and oversee and supervise the messaging to be communicated.

Section 4. Chapter Vacancies and Removal

- A. If a vacancy should occur in the office of the President, the vacancy shall be filled by the First Vice-President. If a vacancy should occur in any office, except that of President and Immediate Past President, the vacancy shall be appointed by the President to serve the unexpired portion of the term, subject to the approval of the Board of Directors.
- B. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled by routine succession.
- C. 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.
- D. Any Officer or Director may be removed for cause by a two-third vote of the Officers and Chapter Board of Directors at a regular meeting or any other meeting called for that purpose.

[back to top](#)

Article VI. Chapter Board of Directors

Section 1. Composition

Chapter Board of Directors shall consist of seven (8) Officers as defined in Article V, and a maximum of sixteen (16) Directors and a minimum of seven (7) Directors. Fourteen of the Director positions shall be full voting Directors and two (2) shall be alternate directors. In addition, two (2) Collegiate Advisors will be invited to participate at Philadelphia Chapter Board meetings. These individuals will not be required to maintain membership status in the Information Systems Audit & Control Association. Collegiate Advisors will serve in an advisory capacity and will not be granted voting privileges on matters concerning the operation of the Chapter.

Section 2. Duties

The Board of Directors shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings.
- B. Make recommendations to the membership.
- C. Be subject to the orders of the membership.



- D. Meet at least quarterly at a time and place determined by the Chapter Board.
- E. Special meetings may be called at any time and place by the President or by a majority of the Board of Directors. Notice and time and place of the meeting shall be given no less than two days in advance of the meeting.
- F. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Financial 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 July 1 to June 30 unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Quorum - Board Meetings

A minimum of one-third of the current Chapter Board members shall constitute a quorum.

Section 6. Insurance

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter. At a minimum, Directors and Officer's Liability insurance will be secured by the Chapter on an annual basis.

[back to top](#)

Article VII. Nominations and Elections

Section 1. Chapter Nominations

- A. The Nominating Committee shall be appointed by the Chapter Board, within 90 days of the start of the new chapter year consisting of three (3) of the most Immediate Past Presidents of the Chapter, provided they are in good standing with the Chapter by not having found to be in violation of any of the Articles or Sections contained in these By-Laws. The most recent Immediate Past President shall act as Committee Chairman. In the event three Immediate Past Presidents are not available to serve, the President shall appoint, from the current Board of Directors, as many members to the Committee as necessary to total three.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate a slate of candidates for the Board of Directors to be elected in accordance with Article VI of these Bylaws and a recommended slate of officers in accordance with Article V. C. The Nominating Committee shall report the slate of nominations to the membership at least 15 days in advance of the annual general meeting in May.



- D. Members have the right to make additional nominations in writing to the Nominating Committee Chairman up to and including the last business day two months prior to the annual general meeting. The member making the nomination must obtain approval of the nominee before submission. The Nominating Committee Chairman must include all additional nominations on the ballot.
- E. Nominations from the floor shall not be permitted prior to the election. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest and Disclosure Statement.

Section 2. Chapter Elections

- A. The Chapter Board shall be elected by voice vote.

[back to top](#)

Article VIII. Chapter Committees

Section 1. There shall be the following standing committees: program, audit, communications, membership, academic relations and continuing education which shall serve for a one year term beginning July 1.

Section 2. Duties of standing committees

A. Program

The President shall appoint a Program Committee. It shall be the duty of this Committee to plan and arrange meetings, secure speakers and perform such other activities as may be necessary to insure a series of informative meetings and activities of the Chapter. They shall also keep the Chapter informed in advance of all activities and programs being planned.

B. Communications

The President shall appoint the Communications Committee which will be supervised and overseen by the Communications Chair Officer. It shall be the duty of this Committee to contact and work with the general press and trade press, to secure beneficial publicity for the Chapter, and to give widespread dissemination of news concerning the accomplishments and activities of the Chapter and its members.

C. Audit

The president shall appoint an Audit Committee whose duty it shall be to ensure that the books of the Treasurer are audited at least once a year after the close of the fiscal year and to submit the report of the audit to the Chapter Board of Directors at the next meeting subsequent to the completion of the audit. An audit committee shall examine the books of account and other financial records of the Chapter whenever there is a change in the office of Treasurer.

D. Membership

The President shall annually appoint a Membership Committee. It shall be the duty of this Committee to develop, promote and endeavor to secure new members. The Committee shall also keep a current roll of membership and welcome new members to the Chapter.



E. Academic Relations

The President shall appoint an Academic Relations Committee whose duty it shall be to communicate and interact with students and professors at colleges and universities of higher learning located within the Chapter's footprint. The Committee may also conduct education events, scholarship contests, case study reviews and other activities deemed acceptable to promote the Chapter and Association to college students and professors.

F. Continuing Education

The President shall annually appoint a Continuing Education Committee. It shall be the duty of the committee to promote the Association's certifications, providing and / or apprising certification candidates of preparatory training material and for administering the continuing education training policies of the Association and for other sponsoring organizations whose continuing education credits the Chapter may offer and to whose rules for administering and record-keeping the Chapter must adhere.

F. Other

The Chapter Board of Directors or President may establish other Committees as the business of the Chapter may require. Members of each Committee need not be members of the Chapter Board of Directors, shall perform the duties specified in the resolution of appointment, and shall serve until the next annual general meeting unless sooner discharged.

[back to top](#)

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 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 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 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, with the approval of the Association's International President and Chief Executive Officer.

[back to top](#)



Article XI. Parliamentary Authority

The rules contained in the latest edition of *Robert's 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.

[back to top](#)

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 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 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.