Bylaws of ISACA Central Florida Chapter  Effective: June 29, 2017

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Central Florida Chapter, hereinafter referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

Article II. Purpose

Chapter’s Purpose
The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.

The objectives of the Chapter are:
- 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. Classifications and Qualifications
Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

A. Member — Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
B. Retired Member — Any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
C. Student Member — Full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote.
D. Recent Graduates — Individuals who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate Members shall be entitled to vote and hold office at the Chapter level.
Section 2. Admission
A. Potential members shall:
   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; and
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 year, in an amount determined by the Chapter Board, plus Association dues.
B. Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
C. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 4. Termination and Suspension
A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
B. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Article IV. Chapter Meetings

Section 1. Regular Meetings/Educational Sessions
Regular meetings of the Chapter membership shall be held quarterly - unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter.

Section 2. Annual General Meeting
The Annual General Meeting (AGM) shall be held in the second quarter (April, May, or June) as determined by the chapter board, and shall be for the purpose of announcing elected Officers and Board Members, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings
Special meetings may be called by a single Board Member, but must notify Central Florida Officers and Board Members in writing. The purpose of the meeting shall be stated in the meeting notification.

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. Election for Officers and Board Members can occur via electronic voting

Section 5. Quorum for Chapter Meetings
The quorum for any regular, AGM, or special meeting shall be fifteen (15) members. In absence of quorum, the meeting will be adjourned, and reconvened as determined by the chapter board. The new date and time will be communicated to members.
Section 6. Act of the Membership
The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 7. Notification
Members shall be notified thirty (30) days in advance of the AGM. Members shall be notified at least seven (7) days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, e-mail telephone, via the web site, in person announcements at educational sessions or a combination thereof.

Article V. Chapter Officers and Board Members

Section 1. Chapter Officers
The Officers of the Chapter shall be between five (5) and twelve (12) in number and include the President, Vice President, Secretary, Treasurer, Immediate Past President and up to seven (7) Directors-at-Large. Members must have served at least one year on a local or international ISACA board to qualify to run for Chapter President.

Section 2. Term of Chapter Officers
A. The Chapter Officers, except the Immediate Past President and Directors-at-Large, shall be elected for a term of two (2) years, or until their successors are elected and assume office, or until they resign or are removed from office. The Directors-at-Large shall be elected for a term of one (1) year, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the AGM at which they are elected.
B. No member shall hold more than two (2) Chapter office(s) at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office. The same officer cannot assume both the President and Treasurer duties.

Section 3. Duties of Chapter Officers
The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

A. The Chapter President shall:
   - Preside at meetings of the Chapter and the Chapter Board;
   - Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board;
   - Be an ex-officio member of all committees except the Nominating Committee;
   - Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative;
   - Present an annual report to members at the AGM – such report is to consist of reports from various Chapter officers and committees or appoint another Chapter Board member as a representative;
   - Maintain communications with the Association and respond to Association inquiries;
   - Arrange for the financial records audit;
   - Be responsible for submission of the required annual chapter reports online to the Association within 30 days after the AGM;
   - Supervise budgetary matters and proper internal control of finances; and
   - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Vice President shall:
- Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
- Perform the duties of the President in the event of his/her absence or disability; and
- Perform other duties as pertain to this office.

C. The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board, membership meetings, and AGM, and maintain a copy of the records;
- Maintain accurate attendance records;
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter;
- Assist the President in the administration of Chapter membership meetings; and
- Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:
- Be custodian of Chapter funds;
- Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board;
- Remit dues to the Association as required;
- Submit a written report at each regular meeting;
- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
- Submit annual financial statements for presentation to the membership at the AGM;
- Submit books and records for audit when required;
- File any and all tax forms required;
- Update annually the signature cards for all bank accounts; and
- Perform other duties as pertain to this office.

E. The Immediate Past President of the Chapter shall:
- Provide advice to the Chapter Board; and
- Perform other duties as pertain to this office.

F. The Chapter Directors-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 Officer Position 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 other 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 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 Nominating Committee of two (2) members shall be elected by the membership at a regular April meeting or via electronic vote to the Membership.
B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled by electronic vote of the membership prior to the AGM. NOTE: These solicitations can be by postal mail, e-mail, telephone, via the web site, in person announcements at educational sessions, or a combination thereof.

C. The Nominating Committee shall report to the membership their slate of candidates prior to the distribution of electronic ballots to the membership.

D. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form. Candidates running for Chapter Officer positions must meet the qualifications specified in Article V, Section 1.

Section 2. Chapter Elections
A. Officers shall be elected by electronic ballot one (1) month prior to the AGM; if for some reason such an election has not been completed by then, then a manual ballot can be used at the AGM.

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 between business meetings;
B. Make recommendations to the membership;
C. Be subject to the orders of the membership;
D. Have at least 3 regular meetings annually at a time and place determined by the Chapter Board;
E. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written request of three members of the Board. Notice must be given at least 48 hours in advance of the call;
F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be arranged at least 48 hours in advance of the call. 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. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be circulated via email and approved at the next meeting; and
G. 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:
A. Establish the annual budget;
B. Approve the annual budget. Expend funds allotted in the approved budget; and
C. Authorize non-budgeted expenditures not to exceed $5,000 without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements
A. The fiscal year of the Chapter shall run from June 1 to May 31 unless otherwise established by the Chapter Board.
B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the AGM, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Insurance
The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Section 6. Quorum
A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

Section 7. Removal
A. Any member of the Board of Directors who fails to attend 4 board meetings within a year or 4 committee meetings within a year will be brought before the Board and may be removed from office by a majority vote of the Board of Directors.
B. Any board member may be removed with or without cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.
C. Any board member being considered for removal from the Board shall have the right to be heard by the Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Program Committee
There shall be a Program Committee with the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Special Committees
Other committees may be created as necessary by the Chapter Board.

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

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by two-thirds (2/3) vote of the chapter 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 International Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to welfare, education, or civic projects designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code with
the approval of the Association’s International President 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 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 of those members present and voting, 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 seven (7) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

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