

Bylaws of ISACA Sri Lanka Chapter
Effective: 28/02/2021

Article I. Name

ISACA SL Chapter, hereinafter referred to as “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 ISACA 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’s 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 the education of and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance.
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, 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; and
- 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 a Chapter. Membership types in the chapter will mirror membership types in the Association. 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 Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

- A. Professional Member—Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and 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. Retired members of the Chapter shall be entitled to vote and 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.
- D. Recent Graduate—Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board.

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 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

- 62 shall be determined by the Chapter Board of Directors.
63 B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the
64 Association or Chapter in compliance with terms set by the Association Board of Directors, as required.
65 C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association or
66 Chapter dues.
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68 **Section 4. Member Termination**

69 Only the Association has the authority to terminate Association and Chapter membership of an individual.
70 Termination of membership in the Association, for whatever reason, shall automatically terminate membership in
71 the Chapter.
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73 **Article IV. Chapter Meetings**

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75 **Section 1. Regular Meetings**

76 Regular meetings of the Chapter membership shall be held minimum 6 meetings per year unless otherwise
77 ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter.
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79 **Section 2. Educational sessions**

80 Educational sessions of the Chapter membership shall be held minimum 6 meetings per year unless otherwise
81 ordered by the Chapter Board.
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83 **Section __. Annual General Meeting (AGM)**

84 The annual general meeting shall be held in first quoter of the year and shall be for the purpose of electing
85 officers, receiving reports of officers and committees, and for any other business that may arise. The date and
86 location of the AGM shall be determined by the Chapter Board.

87 The AGM may be held in-person or electronically, as long as all members can simultaneously hear each other and
88 participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter
89 Board.
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91 **Section __. Special Meetings**

92 Special meetings may be called by the President, the Chapter Board or upon written request by 6 of the members.
93 The purpose of the meeting shall be stated in the call.
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95 **Section __. Electronic Meetings**

96 Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can
97 simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically
98 shall be approved by the Chapter Board.
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100 **Section __. In-person or Electronic Voting (NOT elections)**

- 101 A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter
102 delivers a ballot to every member entitled to vote on the matter.
103 B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated
104 electronic/internet-based tools.
105 C. A ballot must:
106 1. Set forth each proposed action; and
107 2. Provide an opportunity to vote for or against each proposed action.
108 D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals
109 or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be
110 required to approve the matter.
111 E. All solicitations for votes by written ballot must:
112 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting.
113 2. Indicate the number of responses needed to meet the quorum requirements.
114 3. State the percentage of approvals necessary to approve each matter.
115 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
116 5. Be considered a special meeting for the purposes of these bylaws.
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118 **Section __. Quorum for Chapter Meetings**

119 The quorum for any regular, annual general or special meeting, in-person or electronically, shall be 30 members.
120 In absence of quorum, the meeting will be adjourned, and reconvened within 2 weeks, otherwise determined by
121 the chapter board. The new date and time will be communicated to members.
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123 **Section __. Act of the Membership**
124 As long as a quorum is present, the affirmative vote of the majority of the members presents and voting at any
125 Chapter meeting shall constitute an act of the membership.
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127 **Section __. Notification**
128 Members shall be notified 30 days in advance of the AGM. Members shall be notified at least 10 days in advance
129 of any regular meetings or special meetings. Notification may be by postal mail, email, or telephone.
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131 **Article V. Chapter Officers**

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133 **Section 1. Chapter Officers**

134 The Officers of the Chapter shall be less than 15 in number, constituting:
135 President, Vice President, Secretary, Treasurer, Immediate Past President, and less than 10 directors:
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137 **Section 2. Term of Chapter Officers**

- 138 A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of 2 years, or until their
139 successors are elected and assume office, or until they resign or are removed from office. The term of office
140 shall begin at the close of the AGM at which they are elected.
141 B. No member shall hold more than 2 Chapter office(s) at a time, and no member shall be eligible to serve more
142 than two consecutive terms in the same Chapter office.
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144 **Section 3. Duties of Chapter Officers**

145 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted
146 by the Chapter.
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148 A. The Chapter **President** shall:

- 149 1. Preside at meetings of the Chapter and the Chapter Board.
150 2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement.
151 3. Appoint all committee chairpersons and members, except for the Nominating Committee, with approval
152 of the Chapter Board.
153 4. Be an ex-officio member of all committees, except the Nominating Committee.
154 5. Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance
155 of individual(s) should be approved by the chapter board.
156 6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the
157 Association.
158 7. Present an annual report to members at the AGM; such report to consist of reports from various Chapter
159 officers and committees.
160 8. Maintain communications with the Association and respond to Association inquiries.
161 9. Complete/submit the required annual Compliance documentation to the Association within 30 days after
162 the Chapter's AGM.
163 10. Supervise budgetary matters and proper internal control of finances.
164 11. Execute agreements authorized by the Chapter Board of Directors.
165 12. Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
166 13. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
167 Board.
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169 B. The Chapter **Vice President** shall:

- 170 1. In the absence of the Chapter president, preside at meetings of the Chapter and the Chapter Board.
171 2. In the event the president is absent or unable, perform the duties of the President.
172 3. In the event of a vacancy in the office of President, assume the office of President; and
173 4. Perform other duties as pertain to this office.
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175 C. The Chapter **Secretary** shall:

- 176 1. Take minutes of the meetings of the Chapter Board, membership meetings, and AGM, and maintain a
177 copy of the records,
178 2. Maintain accurate attendance records,
179 3. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
180 4. Assist the President in the administration of Chapter meetings, and
181 5. Perform other duties as pertain to this office.
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183 D. The Chapter **Treasurer** shall:

- 184 1. Be custodian of Chapter funds.
185 2. Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
186 carrying on of its activities or as directed by the Chapter Board.
187 3. If received locally, remit dues to the Association as required.
188 4. Submit a written report at each regular Chapter and Board meeting.
189 5. Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter's US
190 Dollar account held at the Association.
191 6. Submit annual financial statements for presentation to the membership at the AGM.
192 7. Submit books and records for audit, if/when required.
193 8. File any and all required tax forms; and
194 9. Perform other duties as pertain to this office.
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196 E. The **Immediate Past President** of the Chapter shall:
197 1. Provide advice and guidance to the President and Chapter Board, and
198 2. Perform other duties as pertain to this office.
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201 ***Section 4. Chapter Officer Vacancies***

- 202 A. If the membership of a Chapter officer terminates for any reason, that individual's position as Chapter officer
203 shall automatically become vacant.
204 B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
205 C. If a vacancy occurs in any office, except that of Immediate Past President or President, the vacancy shall be
206 filled by Chapter Board vote.
207 D. If a vacancy occurs in the office of Immediate Past President, the position shall remain vacant until filled by
208 routine succession. A previous past president would not fill this role.
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210 **Article VI. Nominations and Elections**

211 ***Section 1. Chapter Nominations***

- 212 A. Nominating Committee of 3 members shall be:
213 B. Elected by the Chapter Board at their October meeting.
214 C. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
215 nominate candidates for offices to be filled at the AGM.
216 D. Each candidate must have contributed to the chapter via a committee or chapter board in the last two years
217 before nominating themselves for President, Vice President, Treasurer or Secretary offices.
218 E. The Nominating Committee shall present the approved candidates to the membership at least two weeks prior
219 to the Annual General Meeting via a special meeting or electronic communications.
220 F. Nominations from the floor shall not be permitted prior to the election.
221 G. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve
222 agreement and Conflict of Interest form. These documents should be retained electronically in a location that
223 is determined and accessible by all members of the Chapter board.
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227 ***Section 2. Chapter Elections***

- 228 A. Chapter officers shall be elected by ballot.
229 In the event there is only one candidate for any office, voting on that office may be by voice.
230 B. In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of
231 emergency, the Chapter Board of Directors may determine that elections will be held electronically using a
232 secure online voting tool and following the election rules as determined by local law and the Chapter Board
233 of Directors.
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236 **Article VII. Chapter Board**

237 ***Section 1. Composition of the Chapter Board***

238 The Chapter Board shall consist of the officers listed in Article V, Section 1.
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241 ***Section 2. Duties***

- 242 The Chapter Board shall:
243 A. Supervise the affairs and conduct the business of the Chapter.
244 B. Make recommendations to the membership.

- 245 C. Hold Chapter Board meetings 6 at a time and place determined by the Chapter Board. Special meetings of the
246 Chapter Board may be called by the President and shall be called upon the written request of 6 members of
247 the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the
248 Chapter Board and must include the purpose of the meeting.
- 249 D. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can
250 simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter
251 Board Meetings shall be approved by the Chapter President or the Chapter Board. A conference meeting
252 must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the
253 chair before beginning to speak, and each member should identify himself or herself prior to speaking.
254 Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call
255 for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded
256 in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.
- 257 E. The board can appoint an Advisory Board based on chapter deems necessary. Advisory board should be
258 chaired by the Past President and can consist of 2 ISACA Sri Lanka Chapter platinum members, who will not
259 hold any board positions. Main duties of the Advisor Board are to overlook the operation, advice and resolve
260 any conflicts.
- 261 F. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in
262 compliance with local law.

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264 **Section 3. Financial Authority**

265 The Chapter Board shall have the authority to:

- 266 A. Approve the annual budget.
267 B. Expend funds allotted in the approved budget.

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269 **Section 4. Fiscal Year & Annual Financial Statements**

- 270 A. The fiscal year of the Chapter shall run from 1st of January to 31st December.
271 B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited as
272 required by local law and/or these chapter bylaws by an individual(s), who is NOT a member of this chapter.
273 The verification or audit will be approved by the Chapter Board, presented to members at the AGM, and
274 submitted annually to the Association as part of compliance reporting.

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276 **Section 5. Insurance**

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

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281 **Section 6. Quorum**

282 The quorum for any regular or special meeting of the Chapter Board shall be a majority of the voting members of
283 the Chapter Board.

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285 **Section 7. Removal**

- 286 A. Any Officer who fails to attend 3 consecutive Chapter Board meetings within a year and/or 2 committee
287 meetings (as applicable) within a 12-month period may be brought before the Chapter Board of Directors and
288 may be removed from office by a majority vote of the Chapter Board.
- 289 B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a
290 majority vote of the members of the Chapter Board. Any Officer being considered for removal from the
291 Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is
292 taken.

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294 **Article VIII. Chapter Committees**

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296 **Section 1. Program Committee**

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

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300 **Section 2. Special Committees**

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

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303 **Section 3. Meetings**

304 Chapter committee meetings may be held in-person or electronically, as long as all participants can
305 simultaneously hear each other and participate during the meeting.

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Article IX. Indemnification

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns (“ISACA Indemnified Parties”) against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party (“Claim”).

Article X. Dissolution

If dissolution of the Chapter becomes inevitable, these chapter bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership present and voting at a Chapter Meeting after ten (10) days’ notice has been provided via postal mail 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 documents to ISACA Global/the Association. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Section 501(c) of the US Internal Revenue 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 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 two-thirds (2/3) 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. 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 must ensure the chapter bylaws comply with the Association’s bylaws and applicable local laws and requirements.

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