



Bylaws of Anchorage ISACA Chapter

Effective: 07/28/2022

I. Name

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

II. 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 and/or management consulting in the fields of IS audit and control, and risk management. 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 auditing, quality assurance, security, risk management and IS audit and control;
- B. To encourage a free exchange of IS audit and control, quality assurance, risk management and security techniques, approaches, and problem solving by its members;
- C. To promote adequate communication to keep members abreast of current events in IS audit and control, quality assurance, risk management and security fields that can be of benefit to them and their employers, and;
- D. To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources.

III. Membership and Dues

Section 1. Classifications and Qualifications

- A. Active 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 is co-extensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Active members in good standing shall be entitled to vote and hold office.

- B. Retired Member - any member in good standing, 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. Proof of enrollment shall be submitted annually. Student members in good standing shall be entitled to vote and hold office at the Chapter level.

Section 2. Admissions

- A. Potential members shall:
 - a. Meet the requirements of membership as outlined in Article III, Section 1.
 - b. Complete an Association membership application form.
 - c. Pay required dues to the Chapter and 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 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 in good standing.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.
- D. Dues for the local chapter will be \$20 for a full year and \$10 for the last half of the year. The timing for full and half year will align with National ISACA's timing.
- E. Dues shall be the same for Active, Retired and Student members.

IV. Chapter Meetings

Section 1. The regular meetings of the Chapter shall be held monthly as deemed appropriate by the officers.

Section 2. One of the regular meetings in January, February or March shall be known as the annual meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special meetings may be called by the President or by the Chapter Board and shall be called upon written request by five members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven days notice shall be given.

Section 4. Two Board members and one non-Board member shall constitute a quorum at any meeting.

V. Chapter Officers

Section 1. Chapter Officers (equivalent to the Board of Directors)

- A. The Officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, and immediate Past President.

Section 2. Term of Chapter Office

- A. The Officers, except the immediate Past President, shall be elected annually for a term of one 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 time of election and shall terminate at the time of election of replacement officers.
- B. No member shall hold more than three Chapter offices at a time. Officers are encouraged to solicit replacements for their offices and be open to change when a member expresses interest in filling the office

Section 3. Duties of Chapter Officers (Board of Directors)

The Chapter Officers (who constitute the Board of Directors) shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter. When an incumbent Chapter Officer is replaced by a newly elected Chapter Officer, all materials and records held by the incumbent will be turned over to the new Chapter Officer.

A. The Chapter President shall:

1. Preside at all meetings of the Chapter and the Board
2. Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board
3. Be an ex-officio member of all committees except the Nominating Committee
4. Represent the Chapter at Leadership Conference/Presidents Council Meetings
5. 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:

1. Perform the duties of the President in the event of his/her absence or disability
2. Perform other duties as pertain to this office
3. Be ready and willing to assume the office of President if needed.

C. The Chapter Secretary shall:

1. Record minutes of the meetings of the Chapter Board
2. Maintain accurate lists of the membership, and attendance records
3. Be responsible for the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter
4. Perform other duties as pertain to this office

D. The Chapter Treasurer shall:

1. Be custodian of Chapter funds
2. Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter membership
3. Remit dues to the Association as required
4. Submit a written or verbal report at each regular meeting
5. Submit books and records for audit when required
6. File any required tax forms
7. Perform other duties as pertain to this office

- E. The immediate Past President of the Chapter shall:
 - 1. Serve in an advisory capacity
 - 2. Perform other duties as pertain to this office

Section 4. Chapter Vacancies

- A. If a vacancy should occur in any office, except that of immediate Past President, the vacancy shall be filled by the Chapter Board.
- 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.

VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of three members shall be selected in the following manner:
 - 1. Option 1 - At a regular meeting in one of the months from September to January, a Nominating Committee shall be elected by the membership.
 - 2. Option 2 - A Nominating Committee shall be appointed by the Chapter Board at one of the meetings from September to January.
- B. The Nominating Committee shall nominate candidates for offices to be filled at the annual meeting.
- C. The Nominating Committee shall report progress to the membership at one of the regular meetings from November to March. Each candidate shall have consented to serve.
- D. Nominations from the floor shall be permitted prior to the election at the annual meeting. The candidate shall have consented to serve.

Section 2. Chapter Elections

- A. Officers shall be elected by voice. If requested by a member in attendance, a written ballot will be taken.

VII. Chapter Board of Directors

Section 1. Board of Directors

- A. The Chapter Board of Directors shall consist of the Chapter Officers and standing committee chairpersons.

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 monthly at a time and place determined by the Chapter Board – these meetings will generally be in conjunction with the regular general monthly meetings. Meetings in the summer months are not required (May, June, July, and August); however, are encouraged.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in an approved budget – checks requires two Board member signatures.
- B. Authorize non-budgeted expenditures not to exceed the amount in the Chapter's savings/checking – this will require the documented concurrence of at least 3 board members and requires two Board member signatures on the check.

Section 4. Quorum

- A. A majority of the Chapter Board shall constitute a quorum (50% will constitute a majority). Telephone participation counts toward a majority.

Section 5. Insurance

- A. The Chapter Board shall secure insurance coverage deemed necessary to meet the needs of the Chapter.

VIII. Chapter Committees

Section 1. Standing Committees

- A. There shall be the following standing committees: membership, education, certification, audit, long range planning, bylaws, primarily driven by member interest and availability. Committees not populated with specific people will be considered dormant.

Section 2. Duties of standing committees (where applicable)

- A. 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.
- B. The education committee shall recommend and oversee seminars and programs of professional education.
- C. The Certification committee shall assist the chapter CISA, CISM and CRISC coordinators in promoting the CISA, CISM and CRISC examinations and professional certifications locally, and shall provide assistance in planning and conducting chapter's certification review courses.
- D. The audit committee shall complete an annual audit of the records of the Chapter, and report those findings to the Chapter Board.

- E. The long range planning committee shall recommend goals to the Chapter Board to further the purpose and objectives of the Chapter and the Association.
- F. The bylaws committee shall review any recommended Chapter bylaws changes and ensure their compliance with the Association's bylaws and applicable country requirements. The committee shall then forward all Chapter bylaws changes to the Association, with changes indicated.

IX. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by a 50% vote of the chapter membership present after ten (10) days notice has been provided to each member. In the event of dissolution, the Chapter shall notify the Executive Director 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 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, or the appropriate country governing code with the approval of the Association's International President and Executive Director.

X. Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall be the authority for all matters of procedure for the Chapter not specifically covered by its bylaws.

XI. Amendment of Chapter Bylaws

These bylaws may be amended at any regular meeting by a 50% vote of the Chapter membership present, provided that the amendment has been submitted previously to the members or the members have been given sufficient time at the meeting to review the changes. In lieu of a regular meeting, these bylaws may be amended by a 50% vote of those Chapter members who respond to an amendment which has been electronically distributed to all Chapter members, when the members have been given sufficient time to review the changes.