

Bylaws of ISACA Kentuckiana Chapter

Effective: 12.18.2015

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Kentuckiana 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 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.
 - 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 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 member.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation or Membership Transfer — any member who resigns or transfers membership to another chapter shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. Regular Meetings/Educational sessions

Regular meetings/educational sessions of the Chapter membership shall be held monthly unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter. All regular meetings also offer educational and networking opportunities.

Section 2. Annual General Meeting

The annual general meeting shall be held in December and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The Chapter Board shall determine the date and location of the annual general meeting.

Section 3. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 15 of the members. The purpose of the meeting shall be stated in the request.

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 10 members. In absence of quorum, the meeting will be adjourned, and reconvened 30 days later. 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 at any chapter meeting shall constitute an act of the membership.

Section 7. Notification

Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 30 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.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be 19 in number, constituting:
President, Secretary, Treasurer, Assistant Treasurer, and 12 Vice Presidents (two VPs for each functional area), two Lexington Coordinators, and one Board Advisor shall be the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers shall be elected 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 close of the annual meeting at which they are elected.
- B. No member shall hold more than one Chapter office(s) at a time with the exception of secretary. Secretary may be a shared role with any other role on the board. No member shall be eligible to serve more than two consecutive terms in the same Chapter office unless specified below.
- C. In the event that no member has volunteered to fill a board position, and an existing board member is willing to serve an additional term in their existing position beyond the standard two years, said board member can serve an additional two one-year terms, for a maximum of four years total.

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 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 that pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter **Secretary** shall:
 - 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 that pertain to this office.
- C. 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 annual general meeting,
 - Submit books and records for audit when required,
 - File any and all tax forms required, and
 - Perform other duties that pertain to this office.
- D. The Chapter **Assistant Treasurer** shall:
 - Submit a written report at each regular meeting,
 - Perform monthly backup of Chapter financials, receipts and other documents,
 - Review all expenditures and receipts monthly to determine reasonableness,
 - Reconcile and balance all chapter bank statements monthly,

- Assist with annual financial statements for presentation to the membership at the annual general meeting,
 - Assist with the annual audit as needed,
 - Assist with filing any and all tax forms required, and
 - Perform other duties that pertain to this office.
- E. The **Communications VP** shall:
- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
 - Maintain electronic lists of members and guests,
 - Maintain chapter website,
 - Forward information/invitations on chapter meetings, events, and other pertinent communications to chapter members,
 - Identify and use other means of disseminating information about events and the chapter, where appropriate, and
 - Perform other duties that pertain to this office.
- F. The **Membership and Marketing VP** shall:
- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
 - Maintain accurate lists of membership,
 - Issue CPE certificates,
 - Distribute and collect evaluation forms at appropriate meetings; provides report of results to Board,
 - Maintain a record of monthly meetings and attendees. This record is crucial for when a CISA/CISM/CGEIT/CRISC in the chapter is audited and needs to verify attendance.
 - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
 - Coordinate participation in conferences (such as ISSA InfoSec), including registration of Chapter, booth space, setup and staffing representatives,
 - Purchase and produce marketing materials and giveaways to promote Chapter,
 - Report on membership data from the Association,
 - Coordinate plans for maintaining and Increasing Chapter membership, and
 - Conduct general marketing and publicity of the Chapter, Certifications, COBIT, Val IT the Association, and any other new initiative,
 - Coordinate initiatives involving partnerships and alliances,
 - Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 - Exercise general 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, and
 - Perform other duties that pertain to this office.
- G. The **Education and Certification VP** shall:
- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
 - Maintain resource material related to ISACA certifications,
 - Promote accreditation within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to Chapter Board on exam results,
 - Act as a liaison between exam participants and the Association,
 - Coordinate Annual Educational Session with Programs VP and
 - Perform other duties that pertain to this office.
- H. The **Professional and Academic Relations VP** shall:
- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
 - Encourage Chapter membership to participate in review of Association standards and guidelines,
 - Promote CGEIT accreditation within the Chapter membership,

- Act as liaison with Association re: IT governance issues and approaches to dissemination,
- Assist in the inclusion of IT governance presentations in the chapter education sessions,
- Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
- Stay current with the offerings of the Association as related to COBIT and other IT-governance resources
- Work with Education Director to arrange training sessions on COBIT
- Assist in expanding awareness and use of COBIT, and
- Act as liaison with academic institutions,
- Establish opportunities to brief appropriate classes of academic institutions on ISACA, Certifications and IT governance,
- Coordinate scholarship initiatives approved by the Chapter Board,
- Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions, and
- Perform other duties that pertain to this office.

I. The **Programs VP** shall:

- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
- Develop monthly topics lists and annual education budget for submission to the Chapter Board
- Coordinate education committee activities as needed with other officers and chairs (e.g., programs and/or arrangements chair, newsletter editor, publicity chair)
- Arrange and recommend interesting, informative topics that will contribute to the personal and professional growth of the membership
- Draw on chapter members, when possible, to present the session in a presentation, panel discussion or workshop format
- Identify programs that are professionally demanding and aimed at the needs of beginning and advanced information systems audit, control, security and governance professionals
- Identify speakers or leaders for each meeting
- Locate speakers from other chapters and other organizations (e.g., federal law enforcement, police departments, professional organizations, local companies, employers)
- Collect biographical information about the speaker for use as introduction,
- Manage all speaker arrangements (i.e., travel, hotel, materials),
- Coordinate registration for meetings (including receipt of payment if required), meeting locations, and lunches
- Build a library of program topics, course materials and speakers; polls membership (with the programs committee and membership director) to determine topics of interest,
- Coordinate with the treasurer to obtain a gift, honorarium or fee for the speaker, if desired
- Send letter of thanks to the speaker
- Provide biographical material of all speakers to the newsletter editor for publication in the chapter newsletter
- Provide speaker and topic recommendations to the conferences department at ISACA International Headquarters to be considered for the Computer Audit, Control and Security (CACS) conferences, the IT Audit Management Forum, the Network Security/Information Security Management Conference, the IT Governance Risk and Compliance Conference and the International Conference
- Promote the participation of volunteers to assist in the development of CISA and CISM study materials and communicates the same to the education department at ISACA International
- Headquarters Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.
- Perform other duties that pertain to this office.

J. The **Technology VP** shall:

- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
- Obtain and maintain all technical equipment and software utilized by the chapter
- Setup equipment and establish connectivity of presenters and remote users for chapter meetings
- Setup equipment and establish connectivity as needed at conferences or other chapter events

- Perform other duties that pertain to this office.
- K. The **Board Advisor** shall:
- Be an active board member in 3 of the previous 5 years before serving as Board Advisor,
 - Assist in transitioning the new board,
 - Consult the President and Board with any questions and provide guidance,
 - Transfer contacts and make introductions to help the new board,
 - Share past knowledge to ensure board continuity
 - Perform other duties that pertain to this office.
- L. The **Lexington Coordinator** shall:
- Create an annual plan and present that plan during the second Board of Directors meeting of the year for approval by the Board of Directors
 - Coordinate registration for meetings (including receipt of payment if required), meeting locations, and lunches, for Lexington and surrounding area members
 - Perform other duties that pertain to this office.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Chapter Board at the Board meeting immediately following the vacancy by a current Board member.
- B. If a vacancy should occur in any other office, the vacancy shall be filled by the Chapter Board, and can be filled by a member not previously elected as a Chapter Officer.
- 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.

Section 5. Chapter Board Member Removal

- A. A Chapter Board member shall be considered to have resigned his or her Chapter Board position who is known to have:
 - i. Violated either the Bylaws of the Chapter or the Bylaws of the Association as determined by the Association.
 - ii. Violated the Code of Professional Ethics of the Association as determined by the Association.
 - iii. Failed to attend, excluding any excused absences, a minimum of 50% of regularly scheduled Chapter Board meetings.
 - iv. Consistently not fulfilled a majority of their responsibilities as outlined in Section 3. Duties of Chapter Officers.
 - v. Been removed previously from the Chapter Board, other than due to resignation.
 - vi. Been convicted of a felony crime. In the case of an indictment for a felony crime, the Chapter Board shall suspend all Chapter Officer/Director responsibilities and privileges currently held by that Chapter Board member, including the right to stand for upcoming election, until the matter is resolved or that Chapter Board member's term expires, whichever occurs first.
 - vii. Been declared of unsound mind by a final order of a court of law.
- B. Removal of any Chapter Board member shall also constitute removal of that individual from any chapter officer, committee, or other chapter board-related position.

- C. Removal of a Chapter Board member is final and shall cancel all rights, interest, or privileges of such Director in the services or resources of the Chapter, but does not expel the Director in question from membership in the Association.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. Nominations shall be open, and will be declared open by the President at the regular meeting in the month of November. Nominations will then be accepted from the floor from any member of the Chapter.
- B. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. Officers shall be elected by ballot, which shall be submitted electronically.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.

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. Meet monthly at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- F. Attend as many chapter and board meetings as possible, to demonstrate support of the chapter
- G. 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 approved at the next in-person meeting.
- H. As outlined in these bylaws, each functional area consists of two Board members. During each board meeting, at least one representative from each area will be required to attend or, in the case where both representatives are unavailable, a report is required to be sent to the President (or whole Board) prior to the meeting. Where there is only one position (Secretary, Treasurer, or if only one VP position is filled) and that Board member is unable to attend a board meeting, a report is required to be sent to the President (or whole Board) prior to the meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget
- B. 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 1 to December 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 annual general meeting, 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. Continuing Professional Education (CPEs)

CPE credits will be granted to chapter board members based on their active participation within the chapter as outlined by ISACA's Qualifying Professional Educational Activities.

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. The committee shall consist of the Programs VP, Education and Certification VP, President and additional members as determined necessary by the Board.

Section 2. Audit Committee

- A. The Audit Committee shall consist of three members. They shall be chosen from among the members of the Chapter and must not be current board members. Two of the audit committee positions must be comprised of past board members. The Treasurer will also serve in a non-voting role on the audit committee.
- B. The committee will meet annually within 30 days of the general meeting to review the financial disclosures of the chapter.

The audit committee has the discretion to audit all financial and operational practices of the chapter

Section 3. 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 a 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 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 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, 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, 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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