

Bylaws of ISACA South Florida Chapter

Effective: 04/17/2023

Article I. Name

ISACA South Florida Chapter, Inc., hereinafter referred to as the “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 to help expand the knowledge and skills of its members in the interrelated fields of IT governance, risk, audit, cybersecurity, controls and assurance, and data privacy.
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, controls 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, controls, and assurance, that can be of benefit to them and their employees.
- 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.
- F. To allow members in the various abovementioned industries to connect with fellow peers, thereby expanding their professional networks and trusted contacts.

Article III. Membership and Dues

Section 1. Membership Types and Qualifications

Membership in the Association is a requirement for membership in the 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. Student members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- 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. 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 Chapter and Association dues to the Association.
4. Follow the Code of Professional Ethics of the Association.

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. The Chapter Board of Directors shall determine the amount of Chapter dues.
- B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms as set by the Association Board of Directors, as required.
- C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination

- A. Only the Association has the authority to terminate Association and Chapter membership of an individual.
- B. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held at least 4 times a year unless otherwise designated by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter.

Section 2. Educational sessions

Educational sessions of the Chapter membership shall be held 4 times a year unless otherwise designated by the Chapter Board.

Section 3. Annual General Meeting

The Annual General Meeting (AGM) shall be held in May and shall be for the purpose of receiving the year-end reports from officers and committees, receiving the results of the election of officers, and for any other business that may arise. Members shall be notified 30 days in advance of the Annual General Meeting. The Chapter Board shall determine the date and location of the AGM. The AGM may be held in-person or electronically, as long as all members have the ability to simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 4. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 10% of the members. The purpose of the meeting shall be stated in the meeting request.

Section 5. Electronic Meetings

Chapter meetings and educational sessions may be held in-person or electronically, as long as all members have the ability to simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 6. In-person or Electronic Voting (not elections)

Physical ballots 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.

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

Section 7. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting shall be 30 members. In absence of quorum, the meeting will be adjourned, and reconvened within 30 days, unless otherwise determined by the Chapter Board. The new date and time will be communicated to members.

Section 8. Act of the Membership

As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 9. Notification

Members shall be notified at least 30 days in advance of the AGM. Members shall be notified at least 10 days in advance of any regular meetings or special meetings (including elections). Primary notification may be by postal mail, email, or telephone. Secondary communication can commence via social media.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be 11 to 25 in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, and a minimum of six (6) and a maximum of twenty Directors.

Section 2. Terms of Chapter Officers

- A. The Chapter President, Vice President, Secretary, Treasurer, except for the Immediate Past President, shall be elected for a term of 2 year(s), or until their successors are elected and assume office, or until they resign or are removed from office. Term of office for Chapter Officers shall begin on June 1st and will extend for 24 months until May 31st.
- B. Chapter Directors 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. Terms of office for Directors shall start on June 1st and will extend for 12 months until May 31st of the following year.
- C. No member shall hold more than 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.

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. Each Chapter Director shall serve as chairperson of such standing or other committees as may be appointed by the responsible Chapter Officer and ratified by the President and Chapter Board.

A. The Chapter **President** shall:

1. Preside at meetings of the Chapter and the Chapter Board.
2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement.
3. Appoint all committee chairpersons and members, except for the Nominating Committee, with approval of the Chapter Board.
4. Be an ex-officio member of all committees, except the Nominating Committee.
5. Chair the Long-range planning committee.
6. Oversee the Certification, Communications, Marketing, and Corporate Relations Committee Chairpersons.
7. Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events or appoint a Chapter Board member as representative. Attendance of individual(s) should be approved by the chapter board.
8. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association.
9. Present an annual report to members at the Annual General Meeting; such report to consist of reports from various Chapter officers and committees.
10. Maintain communications with the Association and respond to Association inquiries.
11. Complete/Submit the required annual Compliance documentation to the Association within 30 days after the Chapter's Annual General Meeting.
12. Supervise budgetary matters and proper internal control of finances.
13. Execute agreements authorized by the Chapter Board of Directors.
14. Approve up to \$1000 of non-budgeted expenses.
15. Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
16. Perform other duties as pertinent to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter **Vice President** shall:

1. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President.
2. Perform the duties of the President in the event of his/her absence or disability.
3. Assume the office of President in the event of a vacancy in the office of President.
4. Oversee the Academic Relations, IT Governance/COBIT, Programming, and Volunteer Activities Committee Chairpersons, including Directors at Large and the Audit Committee.
5. Be responsible for Chapter board meeting and regular meeting logistics; and
6. Perform other duties as it pertains to this office.

C. The Chapter **Secretary** shall:

1. Take minutes of the meetings of the Chapter Board, membership meetings, and Annual General Meeting, and maintain a copy of the records.
2. Maintain accurate lists of membership and attendance records.
3. Be responsible for bringing any legal affairs to the Officers, keeping Chapter records, and correspondence pertaining to the Chapter.
4. Assist the President in the administration of Chapter membership meetings.
5. Chair the Bylaws committee.
6. Oversee the Membership Committee Chairperson; and
7. Perform other duties as pertinent to this office.

D. The Chapter **Treasurer** shall:

1. Be the custodian of Chapter funds.
2. 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.
3. Remit locally received dues to the Association as required.
8. Authorize expenditures from, or transfers of funds from/to the Chapter's US Dollar account held at the

- Association, along with the President.
4. Submit a written report at each regular Chapter and Board meeting.
 5. Submit annual financial statements for presentation to the membership at the Annual General Meeting.
 6. Submit books and records for audit, when required.
 7. File any and all tax forms required; and
 8. Perform other duties as pertinent to this office.
- E. The **Communications Director** shall:
1. Maintain electronic lists of members and guests, in accordance with local applicable privacy laws.
 2. Forward information on events and other pertinent information to email lists.
 3. Identify and use other means of disseminating information about events and the chapter, where appropriate.
 4. Be responsible for the chapter website and communication channels.
 5. Chair the Communications Committee.
 6. Have a reporting relationship to the President; and
 7. Perform other duties as pertinent to this office.
- F. The **Membership Director** shall:
1. Maintain accurate lists of membership, in accordance with local applicable privacy laws.
 2. Disseminate membership lists as directed by the Chapter Board, with due regard to security and privacy.
 3. Report on Chapter membership data from the Association.
 4. Coordinate plans for maintaining and increasing Chapter membership.
 5. Chair the Membership Committee.
 6. Have a reporting relationship to the Secretary; and
 7. Perform other duties as pertinent to this office.
- G. The **Certification Director** shall:
1. Maintain resource material related to ISACA's certifications.
 2. Promote ISACA's certifications within the Chapter membership, including exam preparation sessions.
 3. Ensure all certification training is conducted or overseen by ISACA-accredited trainers.
 4. Function as liaison between Chapter member exam participants and the Association, as needed.
 5. Chair the Certification Committee.
 6. Have a reporting relationship to the President; and
 7. Perform other duties as pertinent to this office.
- H. The **Marketing Director** shall:
1. Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, CMMI, Cybersecurity Nexus (CSX) the Association, and any other new initiatives.
 2. Be responsible for the Chapter Newsletter.
 3. Coordinate initiatives involving partnerships and alliances.
 4. Acquire any required marketing materials from the Association as authorized by the Chapter Board.
 5. Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising the Chapter may issue, authorize, or sponsor under the direction of the Chapter Board.
 6. Chair the Marketing Committee.
 7. Have a reporting relationship to the President; and
 8. Perform other duties as pertinent to this office.
- I. The **Academic Relations Director** shall:
1. Provide liaisons with local academic institutions.
 2. Establish opportunities to brief appropriate classes of academic institutions on ISACA and its offerings.
 3. Coordinate scholarship initiatives approved by the Board.
 4. Consult with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local institutions.
 5. Chair the Academic Relations Committee.
 6. Have a reporting relationship to the Vice President, and
 7. Perform other duties as pertinent to this office.
- J. The **Programming Director** shall:
1. In conjunction with other Board members, recruit speakers for chapter activities.
 2. Coordinate logistics for all chapter events.

3. Ensure that Chapter activities are effectively communicated to the Chapter Communications Director to post on the Chapter web site and other communication venues.
 4. Work with Marketing, Corporate Relations, Academic Relations, and Certifications Directors as well as with the Treasurer to plan chapter activities and align these to budget.
 5. Chair the Programming Committee.
 6. Have a reporting relationship to the Vice President, and
 7. Perform other duties as pertinent to this office.
- K. The **Corporate Relations Director** shall:
1. Establish, nurture, and maintain a healthy relationship with partners and sponsors to increase the awareness of ISACA and its Mission.
 2. Work with the Directors of Programming and Marketing as well as with the Treasurer to align partners and sponsors with planned Chapter activities and budget.
 3. Chair the Corporate Relations Committee.
 4. Be the primary point of contact for all vendor solicitations.
 5. Be responsible for identifying and recruiting, on an ongoing basis, corporate sponsors.
 6. Where appropriate, identify and introduce potential corporate speakers to the Director of Programming.
 7. Be responsible for ensuring that the vendor requirements and needs are incorporated into event planning.
 8. Have a reporting relationship to the President, and
 9. Perform other duties as pertinent to this office.
- L. The **Volunteer Activities Director** shall:
1. Establish and maintain a Chapter volunteer program.
 2. Coordinate the need for new volunteers to meet the needs of chapter programming and activities.
 3. Work with Programming, Membership and Certifications Directors during the planning process to align volunteers to planned Chapter activities and budget.
 4. Serve as the primary point of contact for all volunteer recruitment.
 5. Be responsible for communicating expectations for volunteers as directed by the Board.
 6. Be responsible for providing oversight and coordination of volunteers at events and functions.
 7. Chair the Volunteer Committee.
 8. Have a reporting relationship to the Vice President, and
 9. Perform other duties as pertinent to this office.
- M. The **Director(s) at Large** shall:
1. Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.
 2. One of the Directors, appointed by the President, shall serve as Chair of the Audit Committee.
 3. Have a reporting relationship to the Vice President; and
 4. Perform other duties as pertinent to this office.

Section 4. Chapter Officer Vacancies

- A. 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.
- B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
- C. If a vacancy occurs in any office except that of the Immediate Past President or President, the vacancy shall be filled by the Chapter Board; and
- D. If a vacancy occurs in the office of Immediate Past President, the position shall remain vacant until filled by routine succession. A previous past president would not fill this role.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of a minimum of two and a maximum of 5 members shall be elected by the Chapter Board during the first quarter of the calendar year.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership. Candidates can be nominated or self-nominated for offices to be filled at the Annual General Meeting.
- C. A slate of candidates, screened to determine their ability to serve, containing at least one name for each office,

shall be prepared by the Nominating Committee. The Nominating Committee shall report the candidates to the membership at least one month before the elections.

- E. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter board.
- F. Nominating Committee members shall be non-Board members or Board members who are not planning to run for Chapter elections.

Section 2. Chapter Elections

- A. Chapter Officers shall be elected by ballot.
- B. Elections shall be held electronically using a secure online voting tool (e.g., www.eballot.com, www.electionrunner.com, www.votenet.com) and following the election rules, as determined by local law and the Chapter Board of Directors. Results will be announced at the Annual General Meeting.
- C. The ballot shall be communicated to membership by April 1 for voting.
- D. The tabulation of the returned ballots will be independent of the Nominating Committee and will be completed and verified by at least two non-Board members.
- E. A simple majority for each position will determine the winner. In case of a tie, a run-off election will be held within two weeks of the election and before the AGM.

Section 3. Installation

Newly elected Officers and Directors shall be installed at the Annual General Meeting in May of each year and shall take office at the beginning of the administrative year.

Section 4. Administrative Year

The administrative year will run from June 1st to May 31st of the following year.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article 5, Section 1. The Chapter Board shall have full power and authority over the affairs of the Chapter between membership meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the Chapter and none of its acts shall conflict with action taken by the Chapter.

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter.
- B. Make recommendations to the membership.
- C. Hold regular Chapter Board meetings at least 4 times per year at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President and shall be called upon the written request of the minimum number of members of the Board to meet quorum. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- D. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can simultaneously communicate with each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. 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.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with applicable laws.

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.
- C. Pay budgeted expenses incurred on behalf of the Chapter.
- D. Approve non-budgeted expenses on behalf of the Chapter.
- E. Chapter Officers cannot approve their own expenses or expense reimbursement requests. The Treasurer shall have primary responsibility for approving Chapter reimbursement requests but may delegate this role to another Chapter Officer, via written notification to the other officers. The Board may, at its discretion, add additional Officers as signatories to the account.
- F. Approve contracts established on behalf of the Chapter.
- G. Individual Chapter Officers can be authorized to oversee a contract after it has been approved by the Chapter Board.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from June 1st to May 31st; and
- B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited—as required by applicable law and/or these chapter bylaws— by an individual(s) who is not a member of this Chapter. The verification or audit will be approved by the Chapter Board, presented to members at the Annual General Meeting, and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. At a minimum, the Chapter will maintain commercial a) General Liability and b) Directors & Officers insurance. The Chapter shall hold ISACA International harmless from any lawsuits, damages, other expenses, or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

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

Section 7. Action

The affirmative vote of the majority of Chapter Officers present and voting at a Chapter Board meeting at which a quorum is present shall constitute an act of the Chapter Board.

Section 8. Attendance of Chapter Board Members at Chapter Events

- A. All Chapter Board members shall be required to attend a minimum of 50% of all Board meetings and chapter events.
- B. Chapter Board members shall be defined as any position listed in Article V, Section 1 of these bylaws.
- C. Chapter events shall include any event sponsored, co-sponsored or designated as such by a majority of the Chapter Board, including Chapter Board Meetings.
- D. Failure to maintain the required attendance of this section shall result in action against the Board Member, as outlined in Section 9 of this Article.

Section 9. Removal

- A. Any Officer who fails to meet the attendance requirement in Section 8 may be brought before the Chapter Board and may be removed from office by a majority vote of the Chapter Board of Directors.
- B. Any Officer or Director may be removed, with or without cause, at any meeting of the Chapter Board, by a majority vote of the members of the Chapter Board of Directors; and any Officer being considered for removal from the Chapter Board shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following standing Committees: Programming, Academic Relations, Membership, Certification, Audit, Long-range planning, and Bylaws.

Section 2. Duties of Standing Committees

- 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 Programming committee shall recommend and oversee seminars of professional education, except exam review courses. It shall develop and implement the Chapter training and development events for the year.
- C. The Certification Committee shall assist the chapter certification exam coordinator(s) in promoting ISACA's certification examinations and professional designations locally and shall provide assistance in planning and conducting chapter's exam review courses.
- D. The Audit Committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and reporting to the Chapter Board and subsequently to the members at the Annual General Meeting. If the completion date of the audit will be after the Annual General Meeting, members are to be advised that they may request a copy of the audit letter, to be communicated to them upon completion. Members of the Audit committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have a conflict of interest (example: The Treasurer shall not be part of the Audit committee.).
- E. The Long-range planning Committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the chapter members concerning ways and means by which the Chapter's purpose given in Article 2 can be met. The committee shall consist of a chairperson appointed by the president, plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
- F. The Bylaws Committee 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. The Bylaws Committee shall report to the Chapter Board. The Bylaws Committee shall expedite the process of changing the bylaws in accordance with Article 12 of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes. The Bylaws Committee shall, before submitting a proposed Chapter bylaws amendment to ISACA, ensure all proposed changes conform with local law.
- G. The Board of Governors (BOG)
 - a. ***Membership in the Board of Governors:*** The Board of Governors (BoG) is composed of no more than ten (10) non-voting members, comprised of ISACA South Florida Chapter past-presidents and/or past-officers. The BoG shall be chaired by the Immediate Past President, or the President in the event of a vacancy in that office. In order to qualify for a BoG role, the candidate must not hold any other Chapter officer position.
 - b. ***Appointment to Board of Governors:*** Governors must be (self) nominated, whereafter the Governorships are created via formal appointment by a majority vote of the incoming Board. The BoG shall take office at the beginning of the administrative year.
 - c. ***Duties of Board of Governors:*** The primary responsibilities of the Board of Governors are to directly support chapter officers via strategic planning to the Board of Directors, ensuring fiduciary oversight, chapter governance, program continuity, and succession planning. Governors may be required to provide oversight of a committee, program, or initiative, as directed by the President, and which may help the Chapter to achieve its strategic objectives. The Board of Governors will have duties and powers delegated by the Chapter's President through the normal course of business.

Section 3. Special Committees

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

Section 4. Meetings

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

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 bylaws must be rescinded by a two-thirds ($\frac{2}{3}$) vote of the chapter membership present and voting at a chapter meeting, after a ten (10) days' notice has been mailed or emailed 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 Chair of ISACA's Board of Directors 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

In conjunction with the Chapter Bylaws Committee, the Chapter Board shall approve all suggested bylaw changes and forward them to the Association, 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 will be approved, at any chapter meeting, by a two-thirds ($\frac{2}{3}$) 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 sent a copy of the final 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 chapter bylaws comply with the Association's bylaws and any applicable local, country or state requirements.

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