

Bylaws of ISACA New Jersey Chapter

Effective: 6/24/2008

[Most recent revision date]

Article I. Name

The name of this non-union, non-profit organization shall be ISACA New Jersey 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.

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 shall be entitled to 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 shall not be entitled to vote and shall not be entitled to hold office at the Chapter level.
- D. Academic Advocate Member — full time faculty member approved by the Association as an Academic Advocate for a university or college. Academic Advocate members shall be entitled to vote and shall be entitled to 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 — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held at least quarterly unless otherwise ordered by the Chapter Board.

Section 2. Annual General Meeting

The regular meeting in June shall be known as the annual general meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request to the Secretary by 25 of the Chapter members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 10 days notice shall be given.

Section 4. 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

Thirty 30 members shall constitute a quorum where a vote of membership is required, whether the meeting is held at a physical location and/or through the use of any technology as approved by the Chapter Board.

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 10 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, email or telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be four in number, constituting: the President, Vice President, Secretary, and Treasurer.

Section 2. Term of Chapter Officers

- A. The Chapter Officers 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 on July 1 and continue through June 30.
- B. No member shall hold more than one Chapter office at a time or serve as an International Officer of the Association concurrently, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.
- C. The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

Section 3. Duties of Chapter Officers

- A. The Chapter **President** shall:
 - Preside at meetings of the Chapter and the Board,
 - Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board,
 - Be an ex-officio member of all committees except the Nominating Committee,
 - Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate,
 - 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 chapter annual report to the Association within 30 days after the annual general meeting,
 - Supervise budgetary matters and proper internal control of finances, and
 - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter **Vice President** shall:
 - Preside at meetings of the Chapter and the Board, in the absence of the President,
 - Perform the duties of the President in the event of his/her absence or disability,
 - Supervise the Program Committee and be responsible for the oversight of the development and implementation of Program activities, and
 - Perform other duties as pertain to this office.
- C. The Chapter **Secretary** shall:
 - Take minutes of the meetings of the Chapter Board, membership meetings, and 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 as pertain to this office.
- D. The Chapter **Treasurer** shall:
 - Be custodian of Chapter funds,
 - Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
 - Remit dues to the Association as required,
 - Submit a written report at each regular meeting,
 - In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
 - Submit annual financial statements for presentation to the membership at the annual general meeting, and for inclusion in the Chapter Annual Report,
 - Submit books and records for audit when required,
 - File any and all tax forms required, and
 - Perform other duties as pertain to this office.

Section 4. Chapter Officer and Director Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- B. If a vacancy should occur in any other office, except that of the three Immediate Past Presidents, the vacancy shall be filled by the Chapter Board.
- C. If a vacancy occurs in the office of the three Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee, consisting of two Past Presidents and one member in good standing shall be appointed by the President, subject to the approval of the Chapter Board on or before the March Board meeting.
- B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership at the annual meeting in June.
- D. Nominations from the floor shall not be permitted prior to the election.
- E. 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 and Directors shall be elected by ballot.
- B. The Nominating Committee shall present the Committee's nominations for all Officers and Directors to the membership and record their votes by ballot.
- C. In the event there is only one candidate for any office, voting on that office may be by voice.
- D. The Officers and Directors shall be elected for one year terms by a plurality of the votes of the members of record responding to a ballot mailed or emailed with the notice of the Annual Meeting. The results of the election will be certified by the Nominating Committee to the Board of Directors and announced at the Annual Meeting.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

- A. The Chapter shall consist of the officers listed in Article V, Section 1.
- B. The last three presidents of this Chapter subject to their written acceptance prior to the Chapter election.
- C. Directors, a minimum of three and a maximum of fifteen, shall consist of elected members from the general membership.

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 at least quarterly 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. 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.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget.
- B. Authorize non-budgeted expenditures not to exceed \$15,000 without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall begin on July 1 and end on June 30 unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the 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.

Article VIII. Chapter Committees

Section 1. Standing Committees

The Chairperson of each of these committees shall be appointed by the President and ratified by the Chapter Board. Each Committee Chairperson shall appoint the respective committee members, subject to the approval of the President.

- A. Academic Relations Committee
- B. Advertising Committee
- C. Arrangements Committee
- D. Audit Committee
- E. Awards Committee
- F. Bylaws Committee
- G. Certification Committee
- H. Communications Committee
- I. Education Committee
- J. Employment Assistance Committee
- K. Executive Committee
- L. Finance Committee
- M. Membership Committee
- N. Marketing Committee
- O. Nominating Committee
- P. Program Committee
- Q. Publications Committee

- R. Research Committee
- S. Social Committee
- T. Standards Committee

Section 2. Other Committees

Other committees will be formed at the direction of the Chapter membership or the Chapter Board, as necessary.

Section 3. Duties of Standing Committees

A. Academic Relations Committee

- Provides liaison with academic institutions within the Chapter area.
- Expands awareness of career opportunities within the audit and control professions.
- Establishes opportunities to promote education to students through Chapter and campus programs and to brief appropriate classes of academic institutions on ISACA, CISA, CISM and IT Governance.
- Coordinates scholarship initiatives approved by the Board.
- Liaises with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions.

B. Advertising Committee

- Proposes advertising policy and procedures for advertising on the Chapter's web site and publications.
- Accepts or rejects advertisements from vendors based on advertising policy and procedures.
- Coordinates with the Treasurer to ensure appropriate advertising fees are collected.

C. Arrangements Committee

- Arranges for the facilities and services for the Chapter year.

D. Audit Committee

- Audits the Chapter accounts at the close of the fiscal year.
- Reports to the 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 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. Awards Committee

- Reviews the qualifications and contributions made by the Chapter members, and makes recommendations to the Chapter board for appropriate awards.
- Makes arrangements for appropriate tokens of appreciation for the outgoing President, officers, directors and members who have made significant contributions to the success of the Chapter.
- Makes a record of all annual and special awards presented by the Chapter.
- Orders all awards with appropriate wording or designations as needed by the Chapter.
- Recognizes new CISA, CISM and other ISACA certifications.

F. Bylaws Committee

- Reports to the Chapter Board and maintains the bylaws.
- Expedites the process of changing the bylaws in accordance with Article XI of the bylaws.
- Assures that all proposed changes conform to any local laws.
- Examines the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes.

G. Certification Committee

- Includes the CISA, CISM and CISA Writing coordinators.
 - Assists the chapter in promoting the CISA and CISM examinations and professional designations locally.
 - Maintains resource material related to CISA, CISM and other Association certifications.
 - Promotes CISA, CISM and other Association accreditations within the Chapter membership, including exam preparation sessions.
 - Maintains exam participation rate to sustain the local area as an exam site.
 - Reports exam results to the Chapter Board.
 - Acts as a liaison between exam participants and the Association.
- H. Communications Committee
- Plans builds, operates and coordinates contracts with vendors for automated systems to support the Chapter and Association's activities, including but not limited to the Chapter's website.
 - Maintains electronic email lists of members and guests.
 - Forwards information on events and other pertinent information to email lists.
 - Identifies disseminates Chapter and other information events by other means, such as web postings.
- I. Education Committee
- Recommend and oversees seminars and programs of professional education, except exam review courses.
 - Encourages Chapter membership to participate in the review of the Association's standards and guidelines.
 - Provides liaison with the Association regarding IT governance issues and approaches to dissemination.
 - Assists in the inclusion of IT governance presentations in the Chapter education sessions.
 - Coordinates with outside organizations and vendors on awareness, presentations and conferences related to IT governance.
 - Stays current and arranges training sessions and awareness on the offerings of the Association, such as COBIT.
- J. Employment Assistance Committee
- Provides free confidential assistance to members seeking employment.
- K. Executive Committee
- Provides consultation or advice to the President on Chapter matters.
 - Performs special projects for the President (i.e., information gathering on issues the President intends to present to the Chapter Board.)
 - Reviews the Chapter's bylaws and procedures. Recommends changes to the Chapter's members for their approval
 - Forwards changed bylaws to the Association Membership Board.
 - Reviews Chapter's insurance needs and makes recommendations for any changes to the Chapter Board.
 - Considers the overall the overall Long-range Plan of the Chapter as it applies to Chapter members' needs.
 - Recommends policies, programs and activities for meeting members' needs to the Chapter Board.
 - Reviews all proposed committee budget requests for the upcoming Chapter year.
 - Reviews the Chapter budget prior to submission to the Chapter Board for approval.
- L. Finance Committee
- Prepares and revises the Chapter's budget.
 - Develops financial reporting package to the Board and Chapter members.
- M. Membership Committee
- Maintains accurate lists of membership and contact information.
 - Disseminates membership lists as directed by the Chapter Board with due regard to security and privacy

issues.

- Reports on membership data from the Association.
- Promotes and coordinates plans for maintaining and increasing Chapter membership.
- When requested by the Association receives and forwards applications for membership to the Association.
- Welcomes new members through emails, newsletter and other means.
- Responds to questions about membership and redirects other questions to appropriate officers or directors.

N. Marketing Committee

- Conducts local general marketing and publicity of the Chapter, CISA, CISM, COBIT and the Association.
- Coordinates initiatives involving partnerships and alliances.
- Acquires any required marketing materials from ISACA International as authorized by the Board.
- Exercises 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.

O. Nominating Committee

- Ensures the continued advancement of the Chapter by nominating experienced members for all elected Officers and Directors as provided in the Chapter bylaws.
- Establishes and performs procedures for nominations and ballot elections of Officers and Directors in accordance with the Chapter bylaws.

P. Program & Arrangements Committee

- Prepares, recommends and coordinates with the Education Committee to develop an interesting and informative Chapter year program which will contribute to the growth of member' participation and meet their educational needs.
- Arranges for a subject or topic for discussion before each regular meeting of the Chapter.
- Prepares, recommends and arranges for technical informative sessions for the Chapter.
- Obtains speakers for each session either from Chapter members or from other sources.

Q. Publications Committee

- Keeps members informed about the interests, activities, and special programs of the Association and Chapter.
- Assists members interested in publishing professional articles in the Chapter's or Association's publications.
- Publishes the Chapter's newsletter.
- Develops documents and maintains publishing and advertising standards as approved by the Chapter Board.

R. Research Committee

- Coordinates Chapter research activities.
- Coordinates Chapter research activities with the Association.
- Reports Chapter and Association research activities to the Board and members.

S. Social Committee

- Plans and coordinates the Chapter's social networking activities.

T. Standards Committee

- Maintains the Chapter's standard operating procedures.

Article IX. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by two-thirds (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to 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 X. Parliamentary Authority

The rules contained in the current edition of Roberts Rules of Order Newly Revised, [or the appropriate country parliamentary authority] 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 XI. 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 Membership Board must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

The revised Chapter bylaws will be approved, at any regular meeting or annual general meeting, by a majority vote, provided that the amendment has been submitted in writing at the previous regular 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 Membership Division of the Association will be advised that the Bylaws 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 requirements.

* * * * *