



Bylaws of ISACA ATLANTIC PROVINCES CHAPTER

Approved: 2021/10/07

Article 1. Name

The name of this non-union, non-profit organization shall be ISACA Atlantic Provinces Chapter, hereinafter referred to as "Chapter," 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 2. Purpose

Section 2.1. 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, cybersecurity, control and assurance.

The objectives of the Chapter are:

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, IT risk, privacy, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques, approaches, and problem solving by its members;
- C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, control and assurance that can be of benefit to them and their employers;
- D. To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- E. To support the Association's professional certifications and IT governance.

Article 3. Membership and Dues

Section 3.1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter.

- A. **Member** — Any member of the Association shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. 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 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.
- D. **Recent Graduate** — Individuals 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 3.2. Admission

- A. Potential members shall:
 - Meet the requirements of membership as outlined in Article III, Section 1.
 - Complete an Association membership application form.
 - Pay required Chapter and Association dues to the Association.
 - Follow the Code of Professional Ethics of the Association.
- B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and chapter dues, for that individual.
- C. Membership is not transferable.

Section 3.3. Dues

- A. Chapter dues shall be payable by 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to the Association.
- 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 set by the Association Board of Directors and to the Chapter as required.
- C. Any member who resigns shall not be entitled to a refund of their annual Association or Chapter dues.

Section 3.4. Termination and Suspension

- 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.
- C. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Article 4. Member Meetings

Section 4.1. Notification

Notice to members is required for the annual general meeting, special meetings, and resolutions. The notice must:

- A. Specify the date, time, and type of meeting (in person or virtual)
- B. Be provided **(20)** days in advance of the annual general meeting
- C. Be provided at least ten **(10)** days in advance of any special meeting, voting or resolution.
- D. Be given to the members by email or other electronic means
- E. Specify the nature of business, such as the intention to propose a special resolution, and
- F. the non-receipt of notice by any member shall not invalidate the proceedings.

Section 4.2. Meeting Chair

- A. In the absence of the President, Vice-President, or Past-President, any director may appoint from among the directors shall preside as Chair of the board.

Section 4.3. Preparation and custody of minutes of meetings

The Secretary will have responsibility for the preparation and custody of the minutes of members' meetings.

Section 4.4. Annual General Meeting

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

The annual General Meeting will be held electronically and requires that all members can attend and simultaneously hear each other and participate during the meeting. The decision to hold the meeting in person shall be approved by the Chapter Board and requires all members to also be able to attend electronically, with full voting rights.

Section 4.5. Special Meetings

- A. Special meetings may be called by the President, the Chapter Board or upon written request by ten **(10)** of the members. The purpose of the meeting shall be stated in the communication.

Special meetings will be held electronically are requires that all members can attend and simultaneously hear each other and participate during the meeting. The decision to hold a meeting in person shall be approved by the Chapter Board and requires all members to also be able to attend electronically with full voting rights.

Section 4.6. Electronic Voting (NOT elections)

- 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 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.
- 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.

Section 4.7. Quorum for Member Meetings

- A. The quorum for any annual general or special meeting shall be **ten (10)** members. In absence of quorum, the meeting will be adjourned and reconvened **one (1)** week later, unless otherwise determined by the Chapter Board. The new date and time will be communicated to members.
- B. The quorum for any member meeting shall be **ten (10)** voting members and include those members serving on the board.
- C. After two failed attempts of having a quorum, the 3rd meeting will be permitted to proceed with membership in attendance.

Section 4.8. Act of the Membership

- A. The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.
- B. Every member shall have one vote and no more and there shall not be proxy voting.
- C. Where there is an equality of votes the motion shall be lost.
- D. The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Section 4.9. Chapter Events

- A. Chapter events which can include and are not limited to educational or networking sessions of the Chapter's membership shall be held at minimum four **(4)** times per year.

- B. Events should align with the objectives of the Chapter or ISACA Global.
- C. Events may be in person or held virtually.

Article 5. Board Meetings

Section 5.1. Frequency

- A. Board meetings shall be held at least quarterly unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter as assigned to the Board in these bylaws.

Section 5.2. Quorum for Board Meetings

- A. The quorum for any board meeting shall be eight **(8)** members.
- B. In absence of quorum, the meeting will be adjourned and reconvened no later than **one (1)** month later.
- C. After two failed attempts of having a quorum, the next quarterly meeting will be permitted to proceed with board members in attendance.

Section 5.3. Mode and time of calling board meetings

- A. A directors' meeting may be called by the president or by any 2 other directors.
- B. For all board meetings, notice is required and must:
 - a. specify the date, place, and time of the meeting,
 - b. be given seven (7) days notice,
 - c. be given to the directors by newsletters, e-mail, telephone, fax and/or other electronic means
- C. The non-receipt of notice by any one director shall not invalidate the meeting.
- D. Notice can be waived for board meetings with the unanimous approval of the board.

Section 5.4. Meeting Chair

- E. In the absence of the President, Vice-President, or Past-President, any director appointed from among the directors shall preside as Chair of the board meeting.
- F. The Chair may, with the consent of the Board, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to board members.

Section 5.5. New Business

- A. Members may electronically contact the Chapter's secretary to request new business be added to the agenda and attend the next quarterly board meeting.
- B. Members may electronically contact the board with questions related to the operations of the chapter.

Section 5.6. Preparation and custody of minutes of directors' meetings

- A. The Secretary will have responsibility for the preparation and custody of the minutes of members' meetings.
- B. The secretary will make available the meeting minutes to the Board via electronic means within a reasonable time after the meeting for approval.
- C. The secretary will make available the meeting minutes to membership via electronic means within a reasonable time after being approved by the board.

Section 5.7. Act of the Board

- A. The affirmative vote of the majority of the board (50% + 1) shall constitute an act of the board.
- B. Every board member shall have one vote and no more and there shall not be proxy voting.
- C. Where there is an equality of votes the motion shall be lost.
- D. The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the next meeting.
- E. Acts of the board are to be in accordance to the powers outlined in these bylaws.

Article 6. Directors(Officers)

Section 6.1. Eligibility of Directors

Any member of the Chapter in good standing (dues paid) shall be eligible to be elected a director of the chapter.

Section 6.2. Nominations

- A. Board position(s) that are vacant, or occupied and at the end of term, will be communicated by the president electronically to membership.
- B. The Board will provide at least **ten (20)** days to allow members to submit applications or nominations for a vacant board position.
- C. Applications for the position(s) will be accepted from membership to the Board electronically.
- D. All applicants will be presented electronically to membership for consideration.
- E. The Board has the ability to reject an application for a vacant board position has exceeded their term limits on the board previously or determined by vote of the Board to have failed to perform their duties while serving on the board previously.
- F. Each elected board member shall have agreed to the boards privacy policy.

Section 6.3. Voting

Directors will be voted in as an act of membership and will adhere to terms outlined in these bylaws.

Section 6.4. Electronic Voting (Elections)

- 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 in the election.
- B. The method of delivering the ballot may be by email or via secured and validated electronic/internet-based tools.
- C. A ballot must:
 - a. Set forth each approved nomination/applicant; and
 - b. Provide an opportunity to vote for each nomination/applicant.
- D. Uncontested nomination/applicants are required to have votes which equal or exceed the required meeting quorum to be successfully elected to office.
- E. The total votes casted for all contested nomination/applicants are required to equal or exceed the required meeting quorum.
- F. The nominee/applicant in a contested election will be elected to office when they have more votes than any other nominees/applicants.
- G. In the event of a tie, a second round of voting will be held. If a candidate is not clearly elected, the vote shall be determined by lot where numbers are drawn and the candidate who draws #1 will be the next officer.

Section 6.5. Conflict of Interest

A Director of the Chapter:

- A. Is restricted from profiting resulting from their roles and responsibilities on the board.
- B. Shall have consented to serve and shall have completed/signed a Willingness to Serve Agreement and Conflict of Interest form.
- C. Is required to declare any conflict of interests while serving on the board and will:
 - a. Disclosed upon nomination, and
 - b. if serving as a director, when the possibility of a conflict is realized.
- D. A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Section 6.6. Terms of Service Directors

- A. Directors, except the Immediate Past President, shall be elected for a term of **two (2)** year(s), 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 **two (2)** Chapter office(s) at a time, and no member shall be eligible to serve more than **three (3)** consecutive terms in the same Chapter office.

Section 6.7. Chapter Director Vacancies

- A. If a Director'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 Vice President, will become President until the next election.
- C. If a vacancy occurs in any other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board, until the next election.
- D. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant, until filled by routine succession.
- E. The Board has the authority to choose not to fill a vacancy.

Section 6.8. Removal of Directors

- A. Members may, by calling a special meeting and passing a special resolution, remove any director and appoint another person to complete the term of office. Removal of a Director by membership requires 50% + 1 of all members votes.
- B. Any directors who fails to attend **two (2)** quarterly board meetings within a year without prior notice may be brought before the Chapter Board and may be removed from office by a majority vote of the Chapter Board of Directors.
- C. Any 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.
- D. Any director 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 7. Board of Directors

Section 7.1. Number of Directors & Composition

The Directors of the Chapter shall be **no less than 7 and no more than 13 in number, consisting of:**

- A. President,
- B. Vice President,
- C. Secretary,
- D. Treasurer,
- E. Membership,
- F. Marketing and Communications,
- G. Directors at Large, (4 to 6)
- H. Immediate Past President.

The Board serves the right and assign roles (Provincial, City, other) to directors at large at their discretion. Directors at large should be utilized by the Board to ensure representation of membership

299 across the region. The Board should strive to ensure there is at least one director at large assigned to
300 each Province.

301 **Section 7.2. Duties of the Board**

302 The Chapter Board shall:

- 303 A. Supervise the affairs and conduct the business of the Chapter between meetings;
- 304 B. Make recommendations to the membership;
- 305 C. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the
306 Chapter
- 307 D. Reasonably ensure the privacy of information collected and maintained by the chapter.

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309 **Section 7.3. Duties of Directors**

310 The management of the Chapter is the responsibility of the directors shall perform the duties prescribed
311 by these bylaws, and the parliamentary authority adopted by the Chapter.

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313 A. The Chapter **President** shall:

- 314 • Preside at meetings of the Chapter and the Chapter Board;
- 315 • Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- 316 • Appoint all committee chairpersons, with approval of the Chapter Board;
- 317 • Be an ex-officio member of all committees
- 318 • Represent the Chapter at ISACA Leadership Conferences, and other conferences and
319 functions, where appropriate, or appoint another Chapter Board member as a representative;
- 320 • Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the
321 Association.
- 322 • Present an annual report to members at the annual general meeting such report to consist of
323 reports from various Chapter officers and committees.
- 324 • Maintain communications with the Association and respond to Association enquiries.
- 325 • Be responsible for submission of the required annual Chapter reports to the Association within
326 20 days after the annual general meeting.
- 327 • Supervise budgetary matters and proper internal control of finances.
- 328 • Ensure chapter trainers for ISACA certifications are accredited by ISACA; and
- 329 • Perform other duties as pertain to the office of President, or which may be delegated by the
330 Chapter Board.

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

- 333 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President.
- 334 • Perform the duties of the President in the event of their absence or disability.
- 335 • Assume the office of President in the event of a vacancy in the office of President; and
- 336 • Perform other duties as pertain to this office.

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338 C. The Chapter **Secretary** shall:

- 339 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general
- 340 meeting, and maintain a copy of the records,
- 341 • Maintain accurate attendance records,
- 342 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the
- 343 Chapter,
- 344 • Assist the President in the administration of Chapter membership meetings, and
- 345 • Perform other duties as pertain to this office.

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347 D. The Chapter **Treasurer** shall:

- 348 • Be custodian of Chapter funds and financial records.
- 349 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs
- 350 and the carrying on of its activities or as directed by the Chapter Board.
- 351 • If received locally, remit dues to the Association as required.
- 352 • Submit a written report at each regular Chapter and Board meeting.
- 353 • Along with the President, authorize expenditures from, or transfers of funds from/to, the
- 354 Chapter US dollar credit account held at the Association.
- 355 • Submit annual financial statements for presentation to the membership at the annual general
- 356 meeting.
- 357 • Submit books and records for audit, when required; and
- 358 • Perform other duties as pertain to this office.

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360 E. The **Immediate Past President** of the Chapter shall:

- 361 • Provide advice and guidance to the new President and Chapter Board, and
- 362 • Perform other duties as pertain to this office.

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364 G. The **Membership Director** shall:

- 365 • Maintain accurate lists of membership, in accordance with local applicable privacy laws.
- 366 • Disseminate membership lists as directed by Chapter Board, with due regard to security and
- 367 privacy.
- 368 • Report on chapter membership data from the Association.
- 369 • Coordinate plans for maintaining and increasing Chapter membership, and
- 370 • Perform other duties as pertain to this office.

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372 I. The **Marketing and Communications Director** shall:

- 373 • Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, CMMI,
- 374 Cybersecurity Nexus (CSX) the Association, and any other new initiatives.
- 375 • Coordinate initiatives involving partnerships and alliances.
- 376 • Acquire any required marketing materials from the Association as authorized by the Chapter

Board.

- 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.
- Maintain electronic lists of members and guests, in accordance with local applicable privacy laws.
- Forward information on events and other pertinent information to email lists.
- Identify and use other means of disseminating information about events and the chapter, where appropriate; and
- Perform other duties as pertain to this office.

J. The **Director at Large** shall:

- A. Chair or Vice-Chair any committees needed to support membership and the goals of the Chapter,
- B. Act as an Event Coordinator responsible for planning and executing chapter events. Examples of these events include conferences, training events, social events, and networking events.
- C. Obtain the resources needed to support activities and initiatives in their region,
- D. Manage the regions finances under the support and direction of the Chapter's Treasurer,
- E. Report to membership at the annual general meeting on regional activities and initiatives,
- F. Attend quarterly board meetings,
- G. Communicate prior year achievements and plans for the additional year to membership at the Annual General Meeting, and
- H. Perform other duties that may pertain to the position, or which may be delegated by the Chapter Board.

Section 7.4. Other Job Functions

Other job functions that maybe performed by board members or volunteers include:

A. The **Webmaster** shall:

- Oversee the maintenance and operation of the Chapter web site, ensuring all content is up-to-date. Coordinates with third party Internet service providers, as appropriate.

B. The **Academic Relations Director** shall:

- Establish opportunities to brief appropriate classes of academic institutions on ISACA's 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 as pertain to this office.

C. The **Certified Trainer** shall:

- The Certified Trainer is an ISACA approved member permitted to conduct certification training to membership.

D. The **CSX Liaison** shall:

- Act as ISACA International's primary point of contact in the ISACA Atlantic Province's Chapter for cybersecurity-related topics and deliverables.
- Act as the conduit for cybersecurity-related information from ISACA International to the relevant parties in our chapter.
- Help identify potential subject matter experts (SMEs) to participate in the development and/or review of cybersecurity-related research products.
- Maintain ongoing communication with ISACA International and provide feedback on cybersecurity deliverables, proposed projects, etc.
- Maintain relationships with universities that have cybersecurity-related course work and degree programs.
- Provide feedback on ISACA International's cybersecurity projects and events, as well as those organized by the ISACA Atlantic Provinces Chapter.
- Maintain regular communication with ISACA International's cybersecurity team.

Article 8. Chapter Committees

Section 8.1. Committees

The Board may, by resolution adopted by a majority of the Directors, create or dissolve any number of Board committees. The Committee Chair will nominate committee members to the Board of Directors for approval. The Committee Chair will recommend the removal of committee members to the Board of Directors for approval.

Section 8.2. Duties of Committees

Chapter Committees have the following general responsibilities:

- A. Prepare and submit a written charter, strategic plan that incorporates Committee goals and objectives, and budget for the Chapter year to the Chapter Board for approval at the Q2 Board Meeting. .

- B. Ensure adequate and appropriate staffing and other resources are established to accomplish the strategic plan of the Committee and meet deadlines, as appropriate.
- C. Be prepared to provide a status report at least quarterly to the Chapter Board nearest to the next general meeting or upon request by the President or the Chapter Board.
- D. Committees must meet at least quarterly, or more frequently if deemed required by the Committee Chair and Vice-Chair.

Section 8.3. Powers of Committees

Any Board committee that does not consist solely of Directors is advisory in nature only and can only make recommendations to the Board. A committee is only authorized to make expenditures that have been authorized by a majority of the Board of Directors.

Section 8.4. Committee Members

All committees must consist of at least one Board Directors and serve at the pleasure of the Board. The Board with a majority may dismiss a committee member without the recommendation of the Committee Chair.

Section 8.5. Associate Director

A member who is volunteering their time on a Board committee will have a title of "Associate Director". The Associate Director will have no voting rights or be able to make expenditures or enter into contracts on behalf of the board. An Associate Director will be nominated for a 1-year term by the Committee Chair to the Board of Directors for approval. The Associate Directors will not have consecutive term limits, however, will need to be re-nominated by Committee Chair and approved by the Board of Directors on a yearly basis.

Section 8.6. Volunteer

An individual volunteering their time on a committee who is not a member will have no official title, other than "volunteer". Volunteers have no voting rights on the Board of Directors, be able to make expenditures, or enter into contracts on behalf of the board. Volunteers should be only utilized for supporting individual events being put on by the Chapter.

The Committee Chair is required to nominate and obtain approval from the Board of Directors for the use of volunteers.

Section 8.7. Duties of Committee Members

- A. The **Committee Chair** shall:
 - Be appointed by the President with the approval of the Chapter Board ,

- Preside at meetings of the Committee,
 - Nominate committee members to the Board of Directors
 - Recommend removal of committee members to the Board of Directors
 - Represent the Committee at general meetings, special meetings, or the Annual General Meeting.
 - Present an annual report to members at the annual general meeting,
 - Supervise committee budgetary matters and proper internal control of finances, and
 - Perform other duties pertaining to the committee as outlined in its terms of reference.
- B. The **Committee Vice-Chair** shall:
- Be appointed by the President with the approval of the Chapter Board,
 - Preside at meetings of the Committee, in the absence of the Committee Chair
 - Perform the duties of the Chair in the event of their ~~his/her~~ absence or disability, and
 - Take minutes of the meetings of the committee if required and provide them to the Chapter Secretary.
 - Perform other duties pertaining to the committee as outlined in its terms of reference.
- C. The **Committee Associate Director** shall:
- Be a member
 - Provide advice to the committee Chair and Vice-Chair,
 - Perform other duties pertaining to the committee as outlined in its terms of reference.
- D. The **Committee Volunteer** shall:
- Provide advice to the committee Chair and Vice-Chair.
 - Serve at the pleasure of the Committee Chair.
 - Perform other duties pertaining to the committee as outlined in its terms of reference.

Section 8.8. Committee Finances

The Board may dedicate funds for committees to support their operations and events throughout the year. Pre-approval of these funds require the committee to present to the Board their operational plans for the year. Any profits generated from a committee will utilized or allocated at the discretion of the Board.

Section 8.9. Special Committees

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

Article 9. Finances & Records

Section 9.1. Funds of the Chapter

No funds of the chapter society shall be paid to or be available for the personal benefit of any member.

Section 9.2. Audit of Accounts

The Board will hire an auditor or approve a qualified accountant to audit the chapter's financials. The auditor will be approved by a majority vote of the board of directors.

Section 9.3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget
- B. Expend funds allotted in the approved budget
- C. Authorize non-budgeted expenditures not exceeding \$2000 without prior approval of the membership.
- D. Define and approve policies for the Chapter's operating reserve fund
- E. Make low risk financial investments.

Section 9.4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from July 1 to June 30th.
- B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited--as required by local law and/or these chapter bylaws--by an individual(s), who is NOT a member of this chapter, and 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.
- C. At the annual meeting, the directors shall present to the members a written report on the financial position of the chapter. The report shall be in the form of:
 - a. A balance sheet showing its assets, liabilities and equity, and
 - b. A statement of its income and expenditures in the preceding fiscal year.
- D. A copy of the financial report shall be signed by the auditor or by two directors.
- E. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- F. A signed copy of the financial report shall be filed with ISACA Global within fourteen (30) days after each annual meeting.

Section 9.5. Borrowing Power

- A. The Chapter may only borrow money as approved by a special resolution of the members. The Chapter shall not make loans, guarantee loans or advance funds to any director.
- B. The chapter may use credit cards to support its operations so long as the credit limit is not greater than \$5000.00 and the Chapter's reserve fund maintains a balance of at least this amount.

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565 **Section 9.6. Signing Authority**

- 566 A. Contracts, deeds, bills of exchange and other instruments and documents may be executed on
567 behalf of the Chapter by the President or the Vice-President, or otherwise as prescribed by
568 resolution of the board of directors in their absence.
- 569 B. The President and Vice-President may jointly grant express written consent for a director to act
570 as an authorized agent for the Chapter.
- 571 C. The board may reject any expense or reimbursement claim where a Director did not have
572 express written consent to act as an authorized agent.

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574 **Section 9.7. Inspection of Books and Records**

575 The members may inspect the annual financial statements and minutes of members' and directors'
576 meetings by making a request to the board. The board will have one week to provide electronic access
577 to the requested books or records.

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579 **Section 9.8. Corporate Seal**

580 The Chapter may have a corporate seal in the form approved from time to time by the board. If a
581 corporate seal is approved by the board, the secretary of the chapter shall be the custodian of the
582 corporate seal which may be affixed to any document upon resolution of the board.

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584 **Article 10. Liability**

585 **Section 10.1. Indemnification**

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

593 **Section 10.2. Insurance**

594 The Chapter Board shall use commercially reasonable efforts to carry at all times adequate insurance
595 coverage to insure the risk associated with the Chapter's activities, and shall hold the Association
596 harmless from any lawsuits, damages, other expenses, or liabilities, arising out of the activities of the
597 Chapter.

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600 **Article 11. Dissolution**

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership present and voting at a Chapter Meeting after **ten (10)** days' notice has been provided via postal mail or email to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to 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, with the approval of the Association's Chair of ISACA's Board of Directors and Chief Executive Officer.

Article 12. 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 13. Amendment of Chapter Bylaws

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. Changes to bylaws may also require approval by the registry of joint stocks.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote of the 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 Relations team 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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