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2 **Bylaws of ISACA Ottawa Valley Chapter**  
3 **Effective: June 2017**  
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6 **Article I. Name**  
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8 The name of this non-union, non-profit organization shall be the ISACA Ottawa Valley Chapter, hereinafter  
9 referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association  
10 (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the  
11 international Association, is an independent entity from any other association, enterprise, or entity.  
12

13 **Article II. Purpose**  
14

15 ***Chapter’s Purpose***

16 The primary purpose of the Chapter is to promote the education of individuals for the improvement and  
17 development of their capabilities relating to the auditing of, management consulting in, or direct management of  
18 the fields of IT governance, IS audit, security, control and assurance.

19 The objectives of the Chapter are:

- 20 • To promote the education of, and help expand the knowledge and skills of its members in the interrelated  
21 fields of IT governance, IS audit, security, control and assurance;  
22 • To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques,  
23 approaches, and problem solving by its members;  
24 • To promote adequate communication to keep members abreast of current events in IT governance, IS audit,  
25 security, control and assurance that can be of benefit to them and their employers;  
26 • To communicate to management, auditors, universities, and to IS professionals the importance of establishing  
27 controls necessary to ensure proper IT governance and the effective organization and utilization of IT  
28 resources; and  
29 • To promote the Association’s professional certifications and IT governance.  
30

31 **Article III. Membership and Dues**  
32

33 ***Section 1. Classifications and Qualifications***

34 Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the  
35 Chapter, a person must also join the Association, with accompanying rights and responsibilities.  
36

- 37 A. Member — Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be  
38 eligible for membership in the Chapter, and the Association, subject to rules established by the Association  
39 Board. Members shall be entitled to vote and to hold office.  
40 B. Retired Member — Any member, who presents proof of retirement status, subject to rules established by the  
41 Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.  
42 C. Student Member — Full time student currently enrolled in a degree program of an accredited college or  
43 university, subject to rules established by the Association Board. Student members shall be entitled to vote  
44 and hold office at the Chapter level.  
45

46 ***Section 2. Admission***

- 47 A. Potential members shall:  
48 1. Meet the requirements of membership as outlined in Article III, Section 1.  
49 2. Complete an Association membership application form.  
50 3. Pay required dues to the Chapter and the Association.  
51 4. Follow the Code of Professional Ethics of the Association.  
52 B. Membership in the Association shall be conferred upon an individual when the Association has received the  
53 required Association dues for that individual.  
54

55 ***Section 3. Dues***

- 56 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter  
57 Board, plus Association dues.  
58 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.

- 59 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as  
60 required.  
61 D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.  
62

63 **Article IV. Chapter Meetings**  
64

65 ***Section 1. Educational sessions***

66 Educational sessions of the Chapter membership shall be held at least four times a year unless otherwise  
67 determined by the Chapter Board.  
68

69 ***Section 2. Annual General Meeting***

70 The annual general meeting shall be held in June and shall be for the purpose of electing officers, receiving  
71 reports of officers and committees, and for any other business that may arise. The date and location of the annual  
72 general meeting shall be determined by the Chapter Board.  
73

74 ***Section 3. Special Meetings***

75 Special meetings may be called by the President, the Chapter Board or upon written request by 25 of the  
76 members. The purpose of the meeting shall be stated in the call.  
77

78 ***Section 4. Mail or Electronic Voting***

79 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions  
80 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of  
81 these bylaws.  
82

83 ***Section 5. Quorum for Chapter Meetings***

84 The quorum for any regular, annual general or special meeting shall be 25 members. In absence of quorum, the  
85 meeting will be adjourned, and reconvened a week later. The new date and time will be communicated to  
86 members.  
87

88 ***Section 6. Act of the Membership***

89 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the  
90 membership.  
91

92 ***Section 7. Notification***

93 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10  
94 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by  
95 postal mail, by email or by telephone.  
96

97 **Article V. Chapter Officers**  
98

99 ***Section 1. Chapter Officers***

100 The Officers of the Chapter shall be 14 in number, constituting: President, Vice President/Chair of the Programs  
101 Committee, Secretary, Treasurer, Immediate Past President, Director Communications, Director Membership,  
102 Director CISA Certification, Director CISM Certification, Director IT Governance, Director CSX Certification,  
103 Director Marketing, Director Academic Relations, and Director Government and Regulatory Advocacy.  
104

105 ***Section 2. Term of Chapter Officers***  
106

- 107 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of 2 year(s), or until  
108 their successors are elected and assume office, or until they resign or are removed from office. The term of  
109 office shall begin at the close of the annual meeting at which they are elected.  
110 B. No member shall hold more than 2 Chapter office(s) at a time, and no member shall be eligible to serve more  
111 than 2 consecutive terms in the same Chapter office.  
112

113 ***Section 3. Duties of Chapter Officers***

114 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted  
115 by the Chapter. The Chapter Officer shall have signed a Willingness to Serve and Conflict of Interest form.  
116

- 117 A. The Chapter **President** shall:

- 118 • Preside at meetings of the Chapter and the Chapter Board,  
119 • Appoint all committee chairpersons and members,  
120 • Be an ex-officio member of all committees except the Nominating Committee,  
121 • Represent the Chapter at Leadership Conferences, and other conferences and functions, where  
122 appropriate or appoint another Chapter Board member as a representative,  
123 • Present an annual report to members at the annual general meeting - such report to consist of reports  
124 from various Chapter officers and committees,  
125 • Maintain communications with the Association and respond to Association enquiries,  
126 • Be responsible for submission of the required annual chapter reports to the Association within 30 days  
127 after the annual general meeting,  
128 • Supervise budgetary matters and proper internal control of finances, and  
129 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter  
130 Board.
- 131
- 132 B. The Chapter **Vice President/Chair of the Program Committee** shall:
- 133 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,  
134 • Perform the duties of the President in the event of his/her absence or disability,  
135 • Chair the Program Committee,  
136 • Establish the calendar of events for the year and coordinate the delivery of events  
137 • Ensure at least four events are held each year, covering the fields of IT governance, IS audit, security,  
138 control and assurance,  
139 • Explore opportunities to offer joint events with other organizations, and  
140 • Perform other duties as pertain to this office.
- 141
- 142 C. The Chapter **Secretary** shall:
- 143 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,  
144 and maintain a copy of the records,  
145 • Maintain accurate attendance records,  
146 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,  
147 • Assist the President in the administration of Chapter membership meetings,  
148 • Manage the Willingness to Serve and conflict of interest forms  
149 • Ensure bylaws are adhered to by the chapter board and reviewed annually, with any changes approved by  
150 ISACA International, and  
151 • Perform other duties as pertain to this office.
- 152
- 153 D. The Chapter **Treasurer** shall:
- 154 • Be custodian of Chapter funds,  
155 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the  
156 carrying on of its activities or as directed by the Chapter Board,  
157 • Remit dues to the Association as required,  
158 • Prepare an annual budget and monitor adherence to the budget on a regular basis  
159 • Submit a verbal or written report at each regular meeting as required,  
160 • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US  
161 dollar credit account held at the Association,  
162 • Submit (interim) annual financial statements for presentation to the membership at the annual general  
163 meeting,  
164 • Submit books and records for audit when required,  
165 • File any and all tax forms required, and  
166 • Perform other duties as pertain to this office.
- 167
- 168 E. The **Immediate Past President** of the Chapter shall:
- 169 • Provide advice and guidance to the new President and Chapter Board,  
170 • Chair the Nomination Committee, and  
171 • Perform other duties as pertain to this office.
- 172
- 173 F. The **Communications Director** shall:
- 174 • Maintain electronic lists of members and guests,

- 175 • Forward information on events and other pertinent information to e-mail lists, LinkedIn accounts and  
176 other relevant media,  
177 • Maintain the monthly Chapter newsletter,  
178 • Identify and use other means of disseminating information about events and the chapter, where  
179 appropriate, and  
180 • Perform other duties as pertain to this office.  
181
- 182 G. The **Membership Director** shall:  
183 • Maintain accurate lists of membership,  
184 • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy  
185 issues,  
186 • Send welcome emails to new Chapter members  
187 • Maintains the Chapter's internal and external privacy policies  
188 • Report on membership data from the Association, and advise the Board on membership trends,  
189 • Coordinate plans for maintaining and Increasing Chapter membership, and  
190 • Perform other duties as pertain to this office.  
191
- 192 H. The **CISA/CISM/CSX Certification Directors** shall:  
193 • Maintain and promote resource material related to ISACA's certifications,  
194 • Promote CISA/CISM/CSX certifications within the Chapter membership, including exam preparation  
195 sessions,  
196 • Maintain exam participation rate to sustain the local area as an exam writing site,  
197 • Report to the Chapter Board on CISA/CISM/CSX exam results,  
198 • Send congratulatory emails to new exam passers and newly certified members,  
199 • Act as a liaison between exam participants and the Association, and  
200 • Perform other duties as pertain to this office.  
201
- 202 L. The **IT Governance Director** shall:  
203 • Maintain and promote resource material related to ISACA's CGEIT, CRISC certifications and COBIT,  
204 • Promote CGEIT and CRISC certifications within the Chapter membership, including exam preparation  
205 sessions,  
206 • Maintain exam participation rate to sustain the local area as an exam writing site,  
207 • Report to the Chapter Board on CGEIT/CRISC exam results,  
208 • Send congratulatory emails to new exam passers and newly certified members,  
209 • Act as a liaison between exam participants and the Association, and  
210 • Perform other duties as pertain to this office.  
211
- 212 M. The **Marketing Director** shall:  
213 • Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, the Association,  
214 and any other new initiative,  
215 • Coordinate initiatives involving partnerships and alliances,  
216 • Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,  
217 • Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising  
218 which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and  
219 • Perform other duties as pertain to this office.  
220
- 221 N. The **Academic Relations Director** shall:  
222 • Provide liaison with academic institutions,  
223 • Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM,  
224 CGEIT, IT governance, and COBIT,  
225 • Coordinate scholarship initiatives approved by the Chapter Board,  
226 • Liaise with appropriate professors, and where appropriate take steps to establish an "Academic  
227 Advocate" program in local academic institutions, and  
228 • Perform other duties as pertain to this office.  
229
- 230 O. The **Government and Regulatory Advocacy Director** shall:  
231 • Provide liaison with government institutions and the ISACA GRA Subcommittee

- 232 • Establish opportunities to brief appropriate government and regulatory bodies on ISACA, CISA, CISM,  
233 CGEIT, IT governance, and COBIT,  
234 • Liaise with appropriate government and regulatory officials, and where appropriate take steps to establish  
235 a " Government Advocate" program in the Federal and local Governments, and  
236 • Perform other duties as pertain to this office.

237  
238 **Advisory Positions:**

239 The Chapter Board may appoint up to three other individuals to advisory positions, but without voting privileges.  
240 Suggested roles may include:

- 241  
242 A. The **Webmaster** shall:  
243 • Maintain the website for the Chapter,  
244 • Follow any ISACA guidelines provided by the Association,  
245 • Ensure any required back-ups are made,  
246 • Ensure appropriate security and privacy steps are taken, and  
247 • Perform other duties related to this work.  
248  
249 B. The **Special Projects Officer** shall:  
250 • Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the  
251 President and Chapter Board.  
252  
253

254 **Section 4. Chapter Officer Vacancies**

- 255 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.  
256 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be  
257 filled by the Chapter Board.  
258 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by  
259 routine succession.  
260 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position  
261 as Chapter officer shall automatically become vacant.  
262 E. If a Chapter officer misses 3 consecutive Chapter Board meetings during the Board term, the office may be  
263 deemed vacant and so noted by a resolution of the Chapter Board.  
264  
265

266 **Article VI. Nominations and Elections**

267  
268 **Section 1. Chapter Nominations**

- 269 A. A Nominating Committee of 2 members free of conflict from the nomination and election process shall  
270 be established by the Chapter Board at least 60 days prior to the annual general meeting.  
271 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall  
272 nominate candidates for offices to be filled at the annual general meeting.  
273 C. The Nominating Committee shall coordinate the nomination process, including election by the  
274 membership at the annual meeting. All valid nominations shall be presented by the Nominating  
275 Committee at the Annual General Meeting.  
276 D. Nominations from the floor shall be permitted prior to the election at the annual general meeting only for  
277 positions where the Nominating Committee has not previously received any valid nominations.  
278 F. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement  
279 and Conflict of Interest form.  
280

281 **Section 2. Chapter Elections**

- 282 A. Officers shall be elected by ballot.  
283 B. In the event there is only one candidate for any office, voting on that office may be by acclamation, by voice  
284 or show of hands.  
285

286 **Article VII. Chapter Board**

287  
288 **Section 1. Composition of the Chapter Board**

289 The Chapter Board shall consist of the officers listed in Article V, Section 1.  
290

291 **Section 2. Duties**  
292 The Chapter Board shall:  
293 A. Supervise the affairs and conduct the business of the Chapter between business meetings  
294 B. Make recommendations to the membership  
295 C. Be subject to the orders of the membership  
296 D. Meet at least 4 times a year at a time and place determined by the Chapter Board  
297 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter  
298 F. All business coming before the Chapter Board for approval shall be approved by a majority vote of those  
299 present.

301 **Section 3. Financial Authority**

302 The Chapter Board shall have the authority to:  
303 A. Approve the annual budget  
304 B. Approve disbursements over \$1,000  
305 C. Expend funds allotted in the approved budget  
306 D. Authorize non-budgeted expenditures not to exceed \$5,000 without prior approval of the general  
307 membership, with the exception of Program events as approved by the Chapter Board  
308 The Chapter Board may exercise any of its powers without a meeting, provided a majority of the Directors then in  
309 office consent in writing.

311 **Section 4. Signing Authorities**

312 All disbursements are to be signed by the Treasurer or the President and one other member of the  
313 Executive Committee. Disbursements over \$1,000 are also to be approved by the Board.

315 **Section 5. Fiscal Year & Annual Financial Statements**

316  
317 A. The fiscal year of the Chapter shall run from July 1 to June 30, unless otherwise established by the Chapter  
318 Board.  
319 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,  
320 presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to  
321 the Association.

323 **Section 6. Insurance**

324 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the  
325 Chapter.

327 **Section 7. Quorum**

328 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

330 **Article VIII. Chapter Committees**

332 **Section 1. Executive Committee**

333 The Executive Committee will be comprised of the President (Chair), Vice-President, Secretary and  
334 Treasurer. The Executive Committee shall conduct meetings, as necessary and provide minutes for inclusion at  
335 the following Chapter Board meeting.

337 **Section 2. Program Committee**

338 There shall be a Program Committee with the objective of developing and implementing the Chapter training and  
339 development events for the year.

341 **Section 3. Special Committees**

342 Other committees may be created as necessary by the Chapter Board. This may include a Certifications  
343 Committee.

346 **Article IX. Indemnification**

347 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person  
348 who may have served at its request or by its election as a director or officer of another corporation, against  
349 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit

350 or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been  
351 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to  
352 which any such director or officer or former director or officer or person shall be adjudged in such action, suit or  
353 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
354 agreement predicated on existence of such liability.  
355

356 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking  
357 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or  
358 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such  
359 office.  
360

361 **Article X. Dissolution**

362 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter  
363 membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the Chapter  
364 shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and  
365 shall return the Chapter charter and any other Chapter or Association documents to International Headquarters.  
366 All net assets shall go to a welfare, education, or civic project designated by the Chapter membership, pursuant to  
367 Revenue Canada regulations with the approval of the Association's Chief Executive Officer.  
368

369 **Article XI. Parliamentary Authority**

370 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, shall govern the chapter in all  
371 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules  
372 the chapter may adopt.  
373

374 **Article XII. Amendment of Chapter Bylaws**

375 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of  
376 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them  
377 being submitted for a vote by chapter membership.  
378

379 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the  
380 amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire  
381 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership  
382 Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a  
383 copy of the approved version of the Bylaws.  
384

385 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.  
386 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country  
387 or state requirements.  
388

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