

Bylaws of ISACA Ottawa Valley Chapter
Effective: June 2022

Article I. Name

The name of this non-union, non-profit organization shall be the ISACA Ottawa Valley Chapter, hereinafter referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

Article II. Purpose

Chapter’s Purpose

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

The objectives of the Chapter are:

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

Article III. Membership and Dues

Section 1. Classifications and Qualifications

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

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

Section 2. Admission

A. Potential members shall:

- 1. Meet the requirements of membership as outlined in Article III, Section 1.
- 2. Complete an Association membership application form.
- 3. Pay required dues to the Chapter and the Association.
- 4. Follow the Code of Professional Ethics of the Association.

B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 3. Dues

A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.

B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.

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

Article IV. Chapter Meetings

Section 1. Educational sessions

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

Section 2. 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 date and location of the annual general meeting shall be determined by the Chapter Board.

Section 3. Special Meetings

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

Section 4. Mail or Electronic Voting

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

Section 5. Quorum for Chapter Meetings

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

Section 6. Act of the Membership

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

Section 7. Notification

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

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be 16 in number, constituting: President, Vice President/Chair of the Programs Committee, Secretary, Treasurer, Immediate Past President, Director Communications, Director Membership, Director CISA Certification, Director CISM Certification, Director IT Governance, Director CSX Certification, Director Marketing, Director Academic Relations, Director Government and Regulatory Advocacy, Director CDPSE Certification, and Director CRISC Certification.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except 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. 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 2 Chapter office(s) at a time, and no member shall be eligible to serve more than 2 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. The Chapter Officer shall have signed a Willingness to Serve and Conflict of Interest form.

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

- 119 • Preside at meetings of the Chapter and the Chapter Board,
- 120 • Appoint all committee chairpersons and members,
- 121 • Be an ex-officio member of all committees except the Nominating Committee,
- 122 • Represent the Chapter at Leadership Conferences, and other conferences and functions, where
- 123 appropriate or appoint another Chapter Board member as a representative,
- 124 • Present an annual report to members at the annual general meeting - such report to consist of reports
- 125 from various Chapter officers and committees,
- 126 • Maintain communications with the Association and respond to Association enquiries,
- 127 • Be responsible for submission of the required annual chapter reports to the Association within 30 days
- 128 after the annual general meeting,
- 129 • Supervise budgetary matters and proper internal control of finances, and
- 130 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
- 131 Board.
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133 B. The Chapter **Vice President/Chair of the Program Committee** shall:

- 134 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
- 135 • Perform the duties of the President in the event of his/her absence or disability,
- 136 • Chair the Program Committee,
- 137 • Establish the calendar of events for the year and coordinate the delivery of events
- 138 • Ensure at least four events are held each year, covering the fields of IT governance, IS audit, security,
- 139 control and assurance,
- 140 • Explore opportunities to offer joint events with other organizations, and
- 141 • Perform other duties as pertain to this office.
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143 C. The Chapter **Secretary** shall:

- 144 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,
- 145 and maintain a copy of the records,
- 146 • Maintain accurate attendance records,
- 147 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
- 148 • Assist the President in the administration of Chapter membership meetings,
- 149 • Manage the Willingness to Serve and conflict of interest forms
- 150 • Ensure bylaws are adhered to by the chapter board and reviewed annually, with any changes approved by
- 151 ISACA International, and
- 152 • Perform other duties as pertain to this office.
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154 D. The Chapter **Treasurer** shall:

- 155 • Be custodian of Chapter funds,
- 156 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
- 157 carrying on of its activities or as directed by the Chapter Board,
- 158 • Remit dues to the Association as required,
- 159 • Prepare an annual budget and monitor adherence to the budget on a regular basis
- 160 • Submit a verbal or written report at each regular meeting as required,
- 161 • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US
- 162 dollar credit account held at the Association,
- 163 • Submit (interim) annual financial statements for presentation to the membership at the annual general
- 164 meeting,
- 165 • Submit books and records for audit when required,
- 166 • File any and all tax forms required, and
- 167 • Perform other duties as pertain to this office.
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169 E. The **Immediate Past President** of the Chapter shall:

- 170 • Provide advice and guidance to the new President and Chapter Board,
- 171 • Chair the Nomination Committee, and
- 172 • Perform other duties as pertain to this office.
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174 F. The **Communications Director** shall:

- Maintain electronic lists of members and guests,
 - Forward information on events and other pertinent information to e-mail lists, LinkedIn accounts and other relevant media,
 - Maintain the monthly Chapter newsletter,
 - Identify and use other means of disseminating information about events and the chapter, where appropriate, and
 - Perform other duties as pertain to this office.
- G. The **Membership Director** shall:
- Maintain accurate lists of membership,
 - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
 - Send welcome emails to new Chapter members
 - Maintains the Chapter's internal and external privacy policies
 - Report on membership data from the Association, and advise the Board on membership trends,
 - Coordinate plans for maintaining and Increasing Chapter membership, and
 - Perform other duties as pertain to this office.
- H. The **CISA/CISM/CSX/CDPSE/CRISC Certification Directors** shall:
- Maintain and promote resource material related to ISACA's certifications,
 - Promote CISA/CISM/CSX/CDPSE/CRISC certifications within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to the Chapter Board on CISA/CISM/CSX/CDPSE/CRISC exam results,
 - Send congratulatory emails to new exam passers and newly certified members,
 - Act as a liaison between exam participants and the Association, and
 - Perform other duties as pertain to this office.
- L. The **IT Governance Director** shall:
- Maintain and promote resource material related to ISACA's CGEIT and COBIT,
 - Promote CGEIT certification within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to the Chapter Board on CGEIT exam results,
 - Send congratulatory emails to new exam passers and newly certified members,
 - Act as a liaison between exam participants and the Association, and
 - Perform other duties as pertain to this office.
- M. The **Marketing Director** shall:
- Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, the Association, and any other new initiative,
 - Coordinate initiatives involving partnerships and alliances,
 - Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 - Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
 - Perform other duties as pertain to this office.
- N. The **Academic Relations Director** shall:
- Provide liaison with academic institutions,
 - Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT, CDPSE, CRISC, IT governance, and COBIT,
 - 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.
- O. The **Government and Regulatory Advocacy Director** shall:

- Provide liaison with government institutions and the ISACA GRA Subcommittee
- Establish opportunities to brief appropriate government and regulatory bodies on ISACA, CISA, CISM, CGEIT, CDPSE, CRISC IT governance, and COBIT,
- Liaise with appropriate government and regulatory officials, and where appropriate take steps to establish a "Government Advocate" program in the Federal and local Governments, and
- Perform other duties as pertain to this office.

Advisory Positions:

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

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

Section 4. Chapter Officer 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 Immediate Past President, the vacancy shall be filled by the Chapter Board.
- C. If a vacancy occurs in the office of 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.
- E. If a Chapter officer misses 3 consecutive Chapter Board meetings during the Board term, the office may be deemed vacant and so noted by a resolution of the Chapter Board.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

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

Section 2. Chapter Elections

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

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

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

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.

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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.

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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.

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

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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.

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323 ***Section 6. Insurance***

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

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327 ***Section 7. Quorum***

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

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330 **Article VIII. Chapter Committees**

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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.

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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.

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341 ***Section 3. Special Committees***

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

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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

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

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

Article X. Dissolution

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

Article XI. Parliamentary Authority

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

Article XII. Amendment of Chapter Bylaws

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

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

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

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