Bylaws of ISACA Western Michigan Chapter

Effective: 06/17/2021

Article I. Name

West Michigan 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 II. Purpose

Chapter’s Purpose

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

The objectives of the Chapter are:

A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, 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 certificates.

Article III. Membership and Dues

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

A. Professional Member—Any individual with a professional membership in the Association. Professional Members of the Chapter shall be entitled to vote and to hold office at the Chapter level.
B. Retired Member—Any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
C. Student Member—Any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.
D. Recent Graduate—Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admission

A. Potential members shall:

• 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 due for that individual.

Section 3. Dues
A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors. 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, as required.

B. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association membership or Chapter dues.

Section 4. Member Termination
A. Only the Association has the authority to terminate Association and Chapter membership of an individual.
B. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings

Section 1. Educational sessions
Educational sessions of the Chapter membership shall be held at least four times annually unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting (AGM)
The annual general meeting shall be held in June and shall be for the purpose of electing officers, unless previously conducted electronically, receiving reports of officers and committees, and for any other business that may arise.

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

Section 3. Special Meetings
Special meetings may be called by the President, at least three members of the Chapter Board, or upon written request by 75 of the members. The purpose of the meeting shall be stated in the call.

Section 4. Electronic Meetings
Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 5. In-person or 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 hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
C. A ballot must:
   1. Set forth each proposed action; and
   2. Provide an opportunity to vote for or against each proposed action.
D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
E. All solicitations for votes by written ballot must:
   1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
   2. Indicate the number of responses needed to meet the quorum requirements;
   3. State the percentage of approvals necessary to approve each matter;
   4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
5. Be considered a special meeting for the purposes of these bylaws.

Section 6. Quorum for Chapter Meetings
The quorum for any annual general or special meeting shall be 20 members. In absence of quorum, the meeting will be adjourned, and reconvened within one week, unless otherwise determined by the chapter board. The new date and time will be communicated to members.

Section 7. Act of the Membership
The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 8. 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 special meetings. 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 a minimum of nine in number, constituting:
President, Vice President, Secretary, Treasurer, Immediate Past President, Communication Director, Membership Director, Marketing Director, and Certification Director. Other director positions may include: Website Director, IT Governance Director, Cybersecurity Director, Academic Relations Director, Research Director, and Directors and Liaison Directors, referred to as Director(s) at Large shall be elected. The maximum number of directors shall not exceed 16.

Section 2. Term of Chapter Officers
A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two 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 Chapter office(s) at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office. The exception may occur when no other Chapter Member desires that office, additional terms may be held by that Chapter officer, but the Chapter officer must still be elected by the Chapter Membership.

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. Other Chapter Officers, as well as other duties for these Chapter Officers, may be listed in Western Michigan ISACA’s Standard “Chapter Officers and Responsibilities” (standard number 040).

A. The Chapter President shall:
• Preside at meetings of the Chapter and the Chapter Board;
• Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
• Appoint all committee chairpersons and members, with approval of the Chapter Board;
• Be an ex-officio member of all committees, except the Nominating Committee;
• Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be approved by the chapter board.
• Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
• Present an annual report to members at the AGM; such report to consist of reports from various Chapter officers and committees;
• Maintain communications with the Association and respond to Association inquiries;
• Be responsible for submission of the required annual Compliance documentation to the Association within 30 days after the AGM;
• Supervise budgetary matters and proper internal control of finances;
• Execute agreements authorized by the Chapter Board of Directors;
• Ensure Chapter trainers for ISACA certifications are accredited by ISACA; 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 Chapter Board, in the absence of the President,
   • Perform the duties of the President in the event of his/her absence or disability,
   • In the event of a vacancy in the office of President, assume the office of President, 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,
   • If received locally, remit dues to the Association as required,
   • Submit a written report at each 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,
   • Submit books and records for audit when required,
   • File any and all tax forms required, and
   • Perform other duties as pertain to this office.

E. The Immediate Past President of the Chapter shall:
   • Provide advice and guidance to the new President and Chapter Board, and
   • Perform other duties as pertain to this office.

F. The Communications Director shall:
   • Maintain electronic lists of members and guests,
   • Forward information on events and other pertinent information to e-mail 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.

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,
   • Report on membership data from the Association,
   • Coordinate plans for maintaining and increasing Chapter membership, and
   • Perform other duties as pertain to this office.

H. The Certification Director shall:
   • Maintain resource material related to ISACA’s certifications,
   • Promote ISACA’s accreditations within the Chapter membership, including exam preparation sessions,
   • Maintain exam participation rate to sustain the local area as an exam writing site,
   • Report to Chapter Board on exam results,
   • Act as a liaison between exam participants and the Association, and
   • Perform other duties as pertain to this office.

I. The IT Governance Director shall:
   • Encourage Chapter membership to participate in review of Association standards and guidelines,
   • Promote CGEIT accreditation within the Chapter membership,
   • Provide liaison with Association re: IT governance issues and approaches to dissemination,
   • Assist in the inclusion of IT governance presentations in the chapter education sessions,
   • Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
   • Stay current with the offerings of the Association as related to COBIT and other IT-governance resources
   • Work with Education Director to arrange training sessions on COBIT
   • Assist in expanding awareness and use of COBIT, and
• Perform other duties as pertain to this office.

J. 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.

K. The **Academic Relations Director** shall:
• Provide liaison with academic institutions,
• Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CEGIT 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.

L. The **Director at Large** 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 or 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. A previous past president would not fill this role.

D. If a Chapter officer’s membership 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 of no less than three members shall be elected by the Chapter Board at their February 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 report to the membership at the special meeting in March and by email.
D. Nominations from the floor shall be permitted prior to the election.

Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement (Form 02) and Conflict of Interest form (Form 03). These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter board.

**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 voice.
C. Elections may be held electronically using a secure online voting tool (e.g., [www.eballot.com](http://www.eballot.com), [www.electionrunner.com](http://www.electionrunner.com), [www.votenet.com](http://www.votenet.com)) and following the election rules, as determined by local law and the Chapter Board of Directors.

**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.

**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. Have regular Chapter Board meetings – at least six per year, at a time and place determined by the Chapter
Board. Special meetings of the Chapter Board may be called by the President, and shall be called upon the
written request of three members of the Board. Notice must be given at least 48 hours before a Special
Meeting of the Chapter Board.
D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
E. Regular or special 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 board meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

A. Approve the annual budget.
B. Expend funds allotted in the approved budget
C. Authorize non-budgeted expenditures not to exceed $5,000 without prior approval of the membership as
allowed by Chapter policies and procedures.

Section 4. Fiscal Year & Annual Financial Statements

A. The fiscal year of the Chapter shall run from July 1 to June 30 unless otherwise established by the Chapter
Board.
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 who is NOT a member of this chapter.
The verification or audit will be approved by the Chapter Board, presented to members at the annual general
meeting, and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the
Chapter’s activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses
or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

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

Section 7. Removal

A. Any member of the Board of Directors who fails to attend 3 board meetings within a year or 3 committee
meetings within a year will be brought before the Board and may be removed from office by a majority vote
of the Board of Directors.
B. Any board member may be removed with or without cause, at any meeting of the Board, by a majority vote
of the members of the Board of Directors.
C. Any board member being considered for removal from the Board shall have the right to be heard by the
Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Standing Committees
There shall be the following standing committees:
- events, membership, certification, audit, long-range planning, policy, academic relations.

Section 2. Duties of Standing Committees
Additional committees and other duties for standing committees may be added and documented in “WMISACA
Committees and Responsibilities” (standard number 050).
A. The events committee shall develop and implement the Chapter training and development events for the year.
   The committee shall recommend and oversee seminars of professional education, except exam review
courses.

B. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.

C. The certification committee shall assist the chapter certification exam coordinator(s) in promoting ISACA’s certification examinations and professional designations locally, and shall provide assistance in planning and conducting chapter’s exam review courses.

D. The audit committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the completion date of the audit will be after the annual general meeting, members are to be advised that they may request a copy of the audit letter, to be communicated to them upon completion. Members of the audit committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have a conflict of interest (example: the Treasurer shall not be part of the audit committee).

E. The long-range planning committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the chapter members concerning ways and means by which the Chapter’s purpose given in Article II can be met. The committee shall consist of a chairperson appointed by the president plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.

F. The policy committee shall report to the chapter board and shall maintain the bylaws, standards, policies, and procedures. The Chapter must ensure the compliance of the bylaws with the Association’s bylaws and any applicable country or state requirements. The policy committee shall expedite the process of changing the bylaws in accordance with Article XI of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes.

Section 3. Special Committees

Other committees may be created as necessary by the Chapter Board. Reference “WMISACA Committees and Responsibilities” (standard number 050).

Article IX. Indemnification

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

Article X. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (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, or the appropriate governing code in Michigan and with the approval of the ISACA Board Chair and Chief Executive Officer.

Article XI. Parliamentary Authority

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

Article XII. Amendment of Chapter Bylaws
In conjunction with the Chapter Policy Committee, 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 of the Chapter members present and voting, 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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