

# **Bylaws of ISACA Minnesota Chapter**

Effective: 12/21/2015  
Latest Revision: May 2025

## **Article I. Name**

The name of this non-union, non-profit organization shall be the ISACA Minnesota Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with ISACA International, 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**

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:**

- 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. Membership Types 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. Professional Member - Any individual with a professional membership of 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 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. Proof of enrollment shall be submitted annually to the Association. 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 2. Admissions**

- A. Potential members shall:
  - Meet the requirements of membership as outlined in Article III, Section 1.
  - Complete an Association membership application form.
  - Pay required dues to the Chapter and the Association.

- 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. 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.
- 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, as required.
- C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.
- D. Student Member Dues – Free/Discounted
- E. Retired Professional Dues – Free/Discounted

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

## **Article IV. Membership Meetings**

### **Section 1. Educational Sessions**

Educational sessions of the Chapter membership shall be conducted per schedule created by the VP of Education and approved by the Chapter Board. A minimum of 7 sessions (20 CPE credits) shall be held per year.

### **Section 2. Regular Meetings**

The regular meetings shall be conducted in October and February and shall be for the purpose of receiving reports of officers and committees, and for any other business that may arise. Members shall be notified at least 10 days in advance of a regular meeting.

### **Section 3. Annual General Meeting**

The annual general meeting shall be conducted in May and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. Members shall be notified within 30 days of the annual general meeting.

### **Section 4. Special Meetings**

Special meetings may be called by the President or by the Chapter Board and shall be called upon written request by three (3) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten (10) days' notice shall be given.

### **Section 5. Mail or Electronic Voting**

Paper mail or electronic means may be used for membership voting on resolutions approved by the Chapter Board, and such correspondence shall be considered a special meeting for these bylaws.

### **Section 6. Quorum**

Members shall constitute a quorum at any regular, annual general or special meeting. In absence of quorum, the meeting shall be adjourned and reconvened one week later. The new date and time shall be communicated to members. Monthly Board Meetings a quorum constitutes 51% of attendees.

### **Section 7. Act of the Membership**

If a quorum is present, 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 at least 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 Officer Positions**

The Officers of the Chapter shall be seven (7) in number, constituting: President, President Elect, Secretary, Treasurer, Chief Administrative Officer and the two most recent Past Presidents.

### **Section 2. Chapter Officer Terms**

- A. Chapter Officers shall be elected annually for a term of 2 years or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin on June 1 and continue through May 31.
- B. No member shall hold more than one (1) Chapter Officer role at a time, the officer role is a two-year term, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office

### **Section 3. Chapter Officer Duties**

The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter Board, or the parliamentary authority adopted by the Chapter.

#### **A. President** – responsible for overall functioning of the Chapter, including:

- 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 the 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 consists of reports from various Chapter officers and committees.
- Maintain communications with the Association and respond to Association inquiries.
- Complete/submit the required annual Compliance documentation to the Association within 30 days after the Chapter's 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. President Elect** – responsible for supporting the current President, including:

- Facilitate monthly board meetings.
- Establishing and executing annual goals, subject to Board approval.
- Performing the duties of the President in the event of his/her absence or disability.
- Supporting the President in setting annual Chapter goals.
- Perform other duties as pertain to this office, or which may be delegated by the President or Chapter Board.

#### **C. Secretary** - responsible for maintaining the Chapter records, including:

- Establishing and executing annual goals, subject to Board approval.

- Taking minutes of the meetings of the Chapter Board, membership meetings and annual general meeting, and maintaining the files of previous minutes for at least seven (7) years.
- Maintaining Chapter Board meeting attendance records.
- Assist the President in the administration of Chapter membership meeting.
- Perform other duties as pertain to this office, or which may be delegated by the President or Chapter Board.

**D. Treasurer** - responsible for maintaining the financial records of the Chapter, including:

- Establishing and executing annual goals, subject to Board approval.
- Be the custodian of Chapter funds.
- Receiving all monies and disbursing funds only upon the sanction of the Chapter Board, or the Chapter membership.
- Remitting dues to the Association as required.
- Submit a written report at each regular Chapter and Board meeting;
- Submitting books and records for audit.
- Maintaining chapter financial records for at least seven years.
- Filing all required tax forms.
- 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 at the annual general meeting.
- Perform other duties as pertain to this office, or which may be delegated by the President or Chapter Board.

**E. Chief Administrative Officer** – responsible for the success and timely completion of administrative requirements including (with the assistance of 3rd party administrative support, as required):

- Establishing and executing annual goals, subject to Board approval.
- Developing a schedule for, and managing compliance with, ISACA reporting requirements.
- Developing, maintaining, and managing against an annual calendar of all Chapter meetings including preliminary agenda items.
- Negotiating vendor contracts and managing vendor relationships and compliance with contractual requirements.
- Working across the Board and Advisory Council to design and execute advertising.
- Coordinating the storage of, and access to, the Chapter booth and materials
- Establishing and maintaining Chapter Procedures Manual.
- Perform other duties as pertain to this office, or which may be delegated by the President or Chapter Board.

**F. Former President** – responsible for continuing the operations and administrative through guidance and knowledge of the ISACA and Chapter processes

- Attend chapter board meetings and provide support to current members/officers
- Provide voting needed for officer related items
- Assist where needed or available for chapter board members or committees

## **Article VI. Nominations and Elections**

### **Section 1. Chapter Nominations**

- Nominations shall be open and will be declared open by the president at the regular meeting in the month of April prior to the May Annual Meeting. Nominations will then be accepted from the floor from any member of the Chapter.
- Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form.

### **Section 2. Chapter Elections**

- Chapter officers shall be elected by ballot.
- Other officers shall be elected by ballot.
- In the event there is only one candidate for any office, voting on that office may be by voice.

### **Section 3. Chapter Officer Vacancies**

- A. If a vacancy should occur in any office, except that of the President and immediate Past Presidents, the vacancy shall be filled by Chapter Board appointment.
- B. If a vacancy should occur in the office of President, the vacancy shall be filled by the President- Elect who shall serve as President for the remainder of that term and then for the term for which elected.
- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. Chapter Officers must maintain their membership throughout their entire term of office.

## **Article VII. Chapter Board**

### **Section 1. The Chapter Board shall consist of the Chapter Officers as listed in Article V Section 1.**

### **Section 2. Chapter Board Duties**

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter.
- B. Make recommendations to the membership.
- C. Hold Chapter Board meetings 10 times per year, excluding the annual meeting at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- D. Regular or special meetings of the Chapter Board may be held electronically, if all members can simultaneously listen to each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before speaking, and each should identify themselves before speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, they may call for a roll call vote. The roll call vote is for the outcome and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next meeting.
- E. Chapter Board meetings shall focus on definition of and progress toward Chapter and Board member goals. Board member status reports should be submitted, consolidated and issued to the Board prior to Board meetings.
- F. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

### **Section 3. Financial Authority**

- A. The Chapter Board shall have the authority to: Expend funds allotted in the approved budget.
- B. Approve the annual budget.
- C. Non-budgeted expenditures require approval of the Chapter Board.
- D. Approve expenditures that are projected to exceed budgeted amounts.

### **Section 4. Fiscal Year & Annual Financial Statements**

- A. The fiscal year of the Chapter shall run from June 1 to May 31.
- 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. The verification or audit will be approved by the Chapter Board, presented to members at the Annual Meeting, and submitted annually to the Association as part of compliance reporting.

### **Section 5. Insurance**

The Chapter Board shall always carry adequate insurance coverage 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***

The quorum for any regular or special meetings of the Chapter Board shall be a majority of the voting members of the Chapter Board.

#### ***Section 7. Removal***

- A. Any Officer who fails to attend 3 Chapter Board meetings within a 12-month period may be brought before the Chapter Board of Directors and may be removed from the office by a majority vote of the Chapter Board.
- B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

### **Article VII. Chapter Committees**

#### ***Section 1. Standing Committees***

There shall be the following standing committees:

- A. Education
- B. Membership
- C. SheLeadsTech
- D. Information Technology
- E. Marketing & Communications
- F. Academic Relations
- G. Audit

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

### **Article X. Indemnification 10**

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against 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 XI. Dissolution**

To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of the chapter membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

## **Article XII. Parliamentary Authority**

The rules contained in the current edition of Robert's 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 XIII. Amendment of Chapter Bylaws**

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the chapter bylaws comply with the Association's bylaws and applicable local laws and requirements.