Bylaws of ISACA Minnesota Chapter

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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 for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT, information governance, security and audit professionals, 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 Classification 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 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. 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. 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. Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.

C. Resignation – any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 4 Termination and Suspension

A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

B. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.
**Article 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 4 sessions 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 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 the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence shall be considered a special meeting for the purposes of these bylaws.

**Section 6 Quorum**

Twenty (20) 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.

**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 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 eight (8) in number, constituting: President, President Elect, Secretary, Treasurer, Chief Administrative Officer and the three most recent Past Presidents.

Section 2 Chapter Officer Terms

A. Chapter Officers shall be elected annually for a term of one (1) year 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, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office, except for Secretary and Treasurer and/or unless the Nominating Committee determines there are no other qualified candidates for the position, and the nomination is unanimously approved by the Nominations Committee and two-thirds of the Chapter Board.

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:
   ● Presiding at all meetings of the Chapter Board, and Chapter Membership Meetings.
   ● Working with Chapter Officers and Vice Presidents to establish annual Chapter goals, subject to Chapter Board approval.
   ● Acting as the main contact between the Chapter and the Association.
   ● Complying with Association requirements including submission of the required annual chapter reports to the Association within 30 days after the annual general meeting.
   ● Enforcing the Bylaws and carrying out all orders and resolutions of the Chapter Board.
   ● Appointing the Advisory Council and Committee Chairs and members.
   ● Representing the Chapter at ISACA Leadership Conference and other conferences and functions, where appropriate, or appointing another Chapter Board member as a representative.
• Overseeing Chapter financial and operational performance, taking remedial steps as needed.
• Supervising budgetary matters and proper internal control of finances.
• Be an ex-officio member of all committees except the Nominating Committee.
• Presenting an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees.
• Performing other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
• Leading an annual Strategic Planning Workshop to review the next 1, 3 and 5 years for the chapter.

B. President Elect – responsible for supporting the current President, including:
• Establishing and executing against 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.
• Consolidating Board member status reports and issuing them to the Board on the Monday prior to Chapter Board meetings.
• 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 against 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.
• Managing legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter.
• Maintaining Chapter Board meeting attendance records.
• Providing a written status report to the President Elect on the Friday prior to Board meetings.
• Executing actions as authorized and delegated by the President or Chapter Board.
• 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 against annual goals, subject to Board approval.
• Acting as the custodian of Chapter funds.
• Receiving all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter membership.
• Remitting dues to the Association as required.
• Submitting books and records for audit.
• Maintaining chapter financial records for at least seven years.
• Filing any and all required tax forms.
• Providing a written status report to the President Elect on the Friday prior to Board meetings.
● 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 against 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.
   ● Coordinating all Chapter events. This includes, but is not limited to, scheduling facilities, food, and audio and visual aids; coordinating reservations, taking attendance, maintaining CPE records, generating name tags and procuring gift and door prizes.
   ● Negotiating vendor contracts and managing vendor relationships and compliance with contractual requirements.
   ● Maintaining member records of attendance at Chapter functions.
   ● 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.
   ● Providing a written status report to the President Elect on the Friday prior to Board meetings.
   ● Perform other duties as pertain to this office, or which may be delegated by the President or Chapter Board.

Section 4 Chapter Officer Nominations

A. The Nominating Committee of five (5) officers and shall be selected by the Chapter board at their January meeting.
B. The Nominating Committee shall nominate candidates for offices to be filled. The slate of officers shall be approved by the Board prior to submitting the slate to the membership in April.
C. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting in May.
D. Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented to serve and shall have completed the Conflict of Interest form.

Section 5 Chapter Elections

A. President Elect shall assume the position of President upon the completion of the previous President’s term, or as described in Article V Section 2.
B. Other officers shall be elected by ballot.
C. In the event there is only one candidate for any office, voting on that office may be by voice.

Section 6 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.

Section 7 Removal of Chapter Officer

A. The Chapter Board may declare an Officer position vacant for an incumbent that has been declared unsound of mind by final order of a court of law, or convicted of a felony, or who misses three out of four consecutive board meetings.
B. Any or all Officers may be removed without cause by affirmative vote of the majority of the Chapter Board (1) at a duly held meeting at which a quorum is present; or (2) by written ballot in conformity with Chapter By-Laws. Removal of any Chapter Officer shall constitute removal of that person as both Officer and Vice President. Removal of any Vice President who is an Officer shall constitute removal of that person as both Vice President and Officer.
C. In case of the absence or disability of any Officer and of any person hereby authorized to act in his or her place during such period of absence or disability, the Board of Directors may from time to time delegate the powers and duties of that Officer to any other Officer or any person it may select.
D. The President shall notify the Association of any Officer changes.
E. If the office of President is declared vacant, the President Elect shall be responsible for notifying the Association.

Article VI. Vice Presidents

Section 1 Vice President Positions

Vice Presidents (VPS) are appointed positions and may appoint an Assistant VP to help as needed and to ensure succession.
Chapter VP appointments are:
  Certifications
  College, Conference and Professional Organization Outreach
  Corporate Audit Outreach
  Cyber Security
  Marketing & Communications
  Membership
  Programs
  Security Outreach
Section 2 Vice President Duties

Vice Presidents shall perform the duties prescribed by these bylaws, by the Chapter Board, Chapter Procedural Manual, or the parliamentary authority adopted by the Chapter.

Section 3 Vice President Appointments

The President may appoint and remove Vice Presidents, subject to Board approval.

Section 4 Vice President Terms

Vice Presidents shall serve a term of one (1) year, or until their successors are appointed 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.

Article VII. Other Appointments

Section 1

The President may appoint members, subject to Board approval, to provide support in administration, audit services, event management and other strategic chapter initiatives. Such appointment positions include:

A. **Audit Chair** – an independent of the Board and is responsible for the audit of chapter internal controls related to financials as well as compliance to the bylaws by the Board.
B. **UMSA Liaison** - is the voting delegate materially participating on the UMSA Board of Directors
C. **Event Manager** – contractual relationship

Section 2 Advisory Council

The President may appoint and remove Advisory Council members, subject to Board approval, to provide insight on industry trends and issues in areas such as information systems assurance, information systems security, IT risk and compliance and enterprise governance of IT.

Article VIII. Chapter Board
Section 1 Chapter Board

The Chapter Board shall consist of the Chapter Officers; as listed in Article V Section 1. The Chapter Board shall have full power and authority over the affairs of the Chapter between membership meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the membership and none of its acts shall conflict with action taken by the Chapter.

Section 2 Chapter Board Duties

A. The Chapter Board shall:
B. Supervise the affairs and conduct the business of the Chapter between business meetings.
C. Make recommendations to the membership.
D. Be subject to the orders of the membership
E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
F. Appoint person(s) to perform an audit of the financial affairs of the Chapter at least annually or as often as deemed necessary.

Section 3 Authority

The Chapter Board shall have the authority to:

A. Expend funds allotted in the approved budget
B. Approve the annual budget
C. Non-budgeted expenditures require approval of the Chapter Board.

Section 4 Meetings

A. The Chapter Board shall meet monthly, unless otherwise ordered by the Chapter Board. They shall meet at a time and place determined by the Chapter Board. Thirty (30) days’ notice shall be given to each board member.
B. Special meetings may be called by the President, the Chapter Board or upon written request by three (3) of the members. The purpose of the meeting shall be stated in the call. Three days’ notice shall be given to each board member.
C. The Board is authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

Section 5 Meeting Agenda
Chapter Board meetings shall primarily 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.

Section 6 Quorum

A majority of the Chapter Board shall constitute a quorum.

Section 7 Action

The affirmative vote of the majority of Chapter Officers present and voting at a meeting at which a quorum is present shall constitute an act of the Chapter Board.

Section 8 Insurance

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

Section 9 Fiscal Year & Annual Financial Statements

A. The fiscal year of the Chapter shall run from June 1 to May 31 unless otherwise established by the Chapter Board.
B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Article IX. Chapter Committees

Section 1 Nominating Committee

The Nominating Committee is responsible for recommending a slate of candidates for the Chapter Board in accordance with Article IV, Section 4.

Section 2 Special Committees

Special committees may be created as necessary by the chapter membership or the Chapter Board for the fulfillment of Chapter responsibilities.

Article X. Indemnification
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 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 shall 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 shall be considered. The Membership Division of the Association shall be advised that the Bylaw amendments have been approved, and shall 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.