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2 **Bylaws of the Middle Tennessee Chapter of ISACA**

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4 **Effective: 05/01/2015**

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7 **Article I. Name**

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9 The name of this non-union, non-profit organization shall be Middle Tennessee Chapter of ISACA, hereinafter  
10 referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association  
11 (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the  
12 international Association, is an independent entity from any other association, enterprise, or entity.  
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14 **Article II. Purpose**

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16 ***Chapter’s Purpose***

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

21 The objectives of the Chapter are:

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

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35 ***Section 1. Classifications and Qualifications***

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37 Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the  
38 Chapter, a person must also join the Association, with accompanying rights and responsibilities.  
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- 40 A. Member — Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be  
41 eligible for membership in the Chapter, and the Association, subject to rules established by the Association  
42 Board. Members shall be entitled to vote and to hold office.  
43 B. Retired Member — Any member, who presents proof of retirement status, subject to rules established by the  
44 Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.  
45 C. Student Member — Full time student currently enrolled in a degree program of an accredited college or  
46 university, subject to rules established by the Association Board. Student members shall be entitled to vote  
47 and hold office at the Chapter level.  
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49 ***Section 2. Admission***

- 50  
51 A. Potential members shall:  
52 1. Meet the requirements of membership as outlined in Article III, Section 1.  
53 2. Complete an Association membership application form.  
54 3. Pay required dues to the Chapter and the Association.  
55 4. Follow the Code of Professional Ethics of the Association.  
56 B. Membership in the Association shall be conferred upon an individual when the Association has received the  
57 required Association dues for that individual.  
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- 59 **Section 3. Dues**  
60 A. Chapter dues shall be payable on or before January 1<sup>st</sup> of each year, in an amount determined by the Chapter  
61 Board, plus Association dues.  
62 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.  
63 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as  
64 required.  
65 D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.  
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67 **Article IV. Chapter Meetings**  
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69 **Section 1. Regular Meetings**

70 Regular meetings of the Chapter membership shall be held quarterly unless otherwise ordered by the Chapter  
71 Board and shall be for the purpose of conducting the regular business of the chapter.  
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73 **Section 2. Educational Sessions**

74 Educational sessions of the Chapter membership shall be held twice yearly unless otherwise ordered by the  
75 Chapter Board.  
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77 **Section 3. Annual General Meeting**

78 The annual general meeting shall be held in May and shall be for the purpose of electing officers, receiving  
79 reports of officers and committees, and for any other business that may arise. The date and location of the annual  
80 general meeting shall be determined by the Chapter Board.  
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82 **Section 4. Special Meetings**

83 Special meetings may be called by the President, the Chapter Board or upon written request by 50 members. The  
84 purpose of the meeting shall be stated in the call.  
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86 **Section 5. Mail or Electronic Voting**

87 If required, electronic means may be used for the purposes of membership voting on resolutions approved by the  
88 Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.  
89

90 **Section 6. Quorum for Chapter Meetings**

91 The quorum for any regular, annual general or special meeting shall be 75 members. In absence of quorum, the  
92 meeting will be adjourned, and reconvened one week later. The new date and time will be communicated to  
93 members.  
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95 **Section 7. Act of the Membership**

96 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the  
97 membership.  
98

99 **Section 8. Notification**

100 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10  
101 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by  
102 postal mail, by email or by telephone.  
103

104 **Article V. Chapter Officers**  
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106 **Section 1. Chapter Officers**

107 The Officers of the Chapter shall be 5 in number, constituting: President, Vice President, Secretary, Treasurer,  
108 Immediate Past President.  
109

110 **Section 2. Term of Chapter Officers**  
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- 112 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of 2 year(s), or until  
113 their successors are elected and assume office, or until they resign or are removed from office. The term of  
114 office shall begin at the close of the annual meeting at which they are elected.  
115 B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve  
116 more than two consecutive terms in the same Chapter office.  
117

118 *Section 3. Duties of Chapter Officers*

119 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted  
120 by the Chapter.

- 121  
122 A. The Chapter **President** shall:
- 123 • Preside at meetings of the Chapter and the Chapter Board,
  - 124 • Appoint all committee chairpersons and members ,
  - 125 • Be an ex-officio member of all committees except the Nominating Committee,
  - 126 • Represent the Chapter at Leadership Conferences, and other conferences and functions, where  
127 appropriate or appoint another Chapter Board member as a representative,
  - 128 • Present an annual report to members at the annual general meeting - such report to consist of reports  
129 from various Chapter officers and committees,
  - 130 • Maintain communications with the Association and respond to Association enquiries,
  - 131 • Be responsible for submission of the required annual chapter reports to the Association within 30 days  
132 after the annual general meeting,
  - 133 • Supervise budgetary matters and proper internal control of finances, and
  - 134 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter  
135 Board.
- 136  
137 B. The Chapter **Vice President** shall:
- 138 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
  - 139 • Perform the duties of the President in the event of his/her absence or disability,
  - 140 • Arrange an annual review of the Chapter's financial statements, and
  - 141 • Perform other duties as pertain to this office.
- 142  
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, and
  - 149 • Perform other duties as pertain to this office.
- 150  
151 D. The Chapter **Treasurer** shall:
- 152 • Be custodian of Chapter funds,
  - 153 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the  
154 carrying on of its activities or as directed by the Chapter Board,
  - 155 • Remit dues to the Association as required,
  - 156 • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US  
157 dollar credit account held at the Association,
  - 158 • Submit annual financial statements for presentation to the membership at the annual general meeting,
  - 159 • Submit books and records for audit when required,
  - 160 • File any and all tax forms required, and
  - 161 • Perform other duties as pertain to this office.
- 162  
163 E. The **Immediate Past President** of the Chapter shall:
- 164 • Provide advice and guidance to the new President and Chapter Board, and
  - 165 • Perform other duties as pertain to this office.
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167 *Section 4. Chapter Officer Vacancies*

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169 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- 170 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be  
171 filled by the Chapter Board.
- 172 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by  
173 routine succession.
- 174 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position  
175 as Chapter officer shall automatically become vacant.

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**Article VI. Nominations and Elections**

***Section 1. Chapter Nominations***

- A. Nominations shall be open, and will be declared open by the President at the regular meeting preceeding the annual general meeting. Nominations will then be accepted from the floor from any member of the Chapter.
- B. 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 electronic ballot.
- B. In the event there is only one candidate for any office, voting on that office will be approved by the Board.

**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 and the non-officer elected positions specified below. Other non-elected positions may be appointed by the board as needed.

***Membership Director***

The Membership Director initiates contact to welcome new members. This individual works to promote and increase membership retention, maintains records of meeting attendance, and helps coordinate communication with members of the Chapter.

***Certification Director***

The Certification Director is the source of promotion and information on ISACA's certification programs. This individual must be knowledgeable about ISACA's certifications so they can answer questions or refer people to the proper source.

***Programs Director***

The Programs Director is responsible for coordinating all regular meetings and educational sessions.

***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. Be subject to the orders of the membership
- D. Meet quarterly at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- F. 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 in-person 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

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

- 234  
235 A. The fiscal year of the Chapter shall run from January 1st to December 31st unless otherwise established by  
236 the Chapter Board.  
237 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,  
238 presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to  
239 the Association.  
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241 **Section 5. Insurance**

242 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the  
243 Chapter.  
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245 **Section 6. Quorum**

246 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.  
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248 **Article VIII. Chapter Committees**

249 **Section 1. Program Committee**

250 There shall be a Program Committee with the objective of developing and implementing the Chapter training and  
251 development events for the year.  
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255 **Section 2. Special Committees**

256 Other committees may be created as necessary by the Chapter Board.  
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259 **Article IX. Indemnification**

260 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person  
261 who may have served at its request or by its election as a director or officer of another corporation, against  
262 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit  
263 or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been  
264 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to  
265 which any such director or officer or former director or officer or person shall be adjudged in such action, suit or  
266 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
267 agreement predicated on existence of such liability.  
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270 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking  
271 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or  
272 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such  
273 office.  
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275 **Article X. Dissolution**

276 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the  
277 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the  
278 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for  
279 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International  
280 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or  
281 civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code  
282 with the approval of the Association's International President and Chief Executive Officer.  
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285 **Article XI. Parliamentary Authority**

286 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, govern the chapter in all cases  
287 to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the  
288 chapter may adopt.  
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291 **Article XII. Amendment of Chapter Bylaws**

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293 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of  
294 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them  
295 being submitted for a vote by chapter membership.  
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297 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the  
298 amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire  
299 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership  
300 Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a  
301 copy of the approved version of the Bylaws.  
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303 The Chapter Board shall conduct a periodic comparison of the Chapter practices to the bylaws. The Chapter must  
304 ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state  
305 requirements.  
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