Bylaws of the Middle Tennessee Chapter of ISACA

Effective: May 18, 2023

Article I. Name

Middle Tennessee Chapter, hereinafter referred to as “Chapter,” is 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, privacy, 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. Membership Types 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 of the Chapter 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:
1. Meet the requirements of membership as outlined in Article III, Section 1.
2. Complete an Association membership application form.
3. Pay required Chapter and Association dues to 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 chapter 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.

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. Chapter Meetings

Section 1. Regular Meetings
Regular meetings of the Chapter membership shall be held at least 4 times per year unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter.

Section 2. Educational Sessions
Educational sessions of the Chapter membership shall be held at least 4 per year unless otherwise determined by the Chapter Board and may be held in conjunction with a Regular Meeting.

Section 3. Annual General Meeting
The annual general meeting shall be held in May and shall be for the purpose of announcing newly elected 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. 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 4. Special Meetings
Special meetings may be called by the President, the Chapter Board or upon written request by 50 members. The purpose of the meeting shall be stated in the call.

Section 5. 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 6. 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 7. Quorum for Chapter Meetings
The quorum for any regular, annual general or special meeting, in-person or electronically, shall be 50 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later unless otherwise determined by the Chapter Board. The new date and time will be communicated to members.

Section 7. Act of the Membership
As long as 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 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. Notification may be by postal mail, email, or telephone.

Article V. Chapter Officers

Section 1. Chapter Officers
The Officers of the Chapter shall constitute the following: President, Vice President, Secretary, Treasurer, Immediate Past President, Programs Director, Membership Director, Certification Director, Marketing Director, Community Outreach & University Relations Director, and Technology Director.

Section 2. Term of Chapter Officers
A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of 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 at the close of the annual meeting at which they are elected.
B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve more than two 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.

A. The Chapter President shall:
1. Preside at meetings of the Chapter, the Chapter Board and the Executive Committee;
2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
3. Appoint all committee chairpersons and members, with approval of the Chapter Board;
4. Be an ex-officio member of all committees;
5. Represent the Chapter at ISACA Leadership Conferences, and other conferences and functions, where appropriate, or appoint another Chapter Board member as a representative;
6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
7. Present an annual report to members at the annual general meeting such report to consist of reports from various Chapter officers and committees;
8. Maintain communications with the Association and respond to Association inquiries;
9. Be responsible for submission of the required annual Chapter reports to the Association within 30 days after the annual general meeting;
10. Supervise budgetary matters and proper internal control of finances;
11. Execute agreements authorized by the Chapter Board of Directors;
12. Ensure chapter trainers for ISACA certifications are accredited by ISACA; and
13. 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:
1. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
2. Perform the duties of the President in the event of his/her absence or disability;
3. Assume the office of President in the event of a vacancy in the office of President; and
4. Perform other duties as pertain to this office.

C. The Chapter Secretary shall:
1. Take minutes of the meetings of the Chapter Board, the Executive Committee, membership meetings, and annual general meeting, and maintain a copy of the records,
2. Maintain accurate attendance records,
3. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
4. Assist the President in the administration of Chapter membership meetings, and
5. Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:
1. Be custodian of Chapter funds;
2. 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;
3. Remit dues to the Association as required;
4. Submit a written report at each regular Chapter, Executive Committee and Board meetings;
5. Along with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
6. Submit annual financial statements for presentation to the membership at the annual general meeting;
7. Submit books and records for audit, when required;
8. File any and all tax forms required; and
9. Perform other duties as pertain to this office.

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

F. The Programs Director shall:
1. Be responsible for coordinating all chapter meetings (e.g., speakers, topics, logistics);
2. Lead the organization of member-only and open networking events (1-2 annually);
3. Pursue vendor partnerships for Chapter support, programming, and events;
4. Maintain relationship and communication with current Chapter sponsors;
5. Establish backup speakers within the chapter that would be able to give a presentation on short notice in the event a speaker cancels; and
6. Perform other duties as pertain to this office.

G. The Membership Director shall:
1. Initiates contact to welcome new members.
2. Maintain accurate lists of membership, in accordance with local applicable privacy laws;
3. Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy;
4. Report on Chapter membership data from the Association;
5. Maintains records of chapter meeting attendance.
6. Coordinate plans for maintaining and increasing Chapter membership; and
7. Perform other duties as pertain to this office.

H. The Certification Director shall:
1. Maintain resource material related to ISACA’s certifications;
2. Promote ISACA’s certifications within the Chapter membership, including exam preparation sessions;
3. Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
4. Report to Chapter Board on Chapter member exam results;
5. Act as liaison between Chapter member exam participants and the Association, as needed; and
6. Perform other duties as pertain to this office.

I. The Marketing Director shall:
1. Conduct general marketing and publicity of the Chapter, ISACA’s certifications, the Association, and any other new initiatives;
2. Coordinate initiatives involving partnerships and alliances;
3. Acquire any required marketing materials from the Association as authorized by the Chapter Board;
4. Establish a communications plan and submit the plan to the Board for review;
5. Promote the chapter’s efforts, activities, and members regularly on social media;
6. Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising
   the Chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
7. Perform other duties as pertain to this office.

J. The Community Outreach & University Relations Director shall:
   1. Communicate with community leaders on current and future initiatives where the Chapter can provide
      support;
   2. Be responsible for engaging universities to educate students on benefits of ISACA membership;
   3. Administer current scholarship commitments through relationship building, interviews/screening,
      appropriation of scholarship funds, integrating scholarship winners with the chapter, and all other
      activities in support of Chapter scholarship goals;
   4. Promote student membership and associated activities;
   5. Look for new opportunities for further community outreach;
   6. Be responsible for maintaining diversity and inclusion within the chapter; and
   7. Perform other duties as pertain to this office.

K. The Technology Director shall:
   1. Be responsible for maintaining the chapter website and productivity platform;
   2. Ensure websites are managed in compliance with privacy laws; and
   7. Perform other duties as pertain to this office.

Section 4. Chapter Officer Vacancies
A. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
B. If a vacancy occurs 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.

Article VI. Nominations and Elections

Section 1. Chapter Nominations
A. Nominations shall be open preceding the annual general meeting and will be communicated to be open via
   electronic mailing to all chapter membership.
B. Communication of open nominations to membership should occur no later than 30 days prior to the annual
   general meeting. Nominations shall close two weeks prior to the annual general meeting.
C. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve
   agreement and Conflict of Interest form. 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. Chapter officers shall be elected by ballot.
B. Elections shall be held electronically using a secure online voting tool and following the election rules, as
   determined by local law and the Chapter Board of Directors.
C. Newly elected officers shall be announced at the annual general meeting.

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 quarterly 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 6 members of the chapter board. 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. 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, as long as all members can simultaneously hear each other and participate during the meeting. 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
A. The fiscal year of the Chapter shall run from January 1st to December 31st.
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 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, and 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 meeting of the Chapter Board shall be a majority of the voting members of the Board.

Section 7. Removal
A. Any Officer who fails to attend 2 Chapter Board meetings within a year and/or 2 committee meetings (as applicable) within a 12-month period may be brought before the Chapter Board of Directors and may be removed from 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, by a majority vote of the members of the Chapter Board of Directors.
C. Any Officer being considered for removal from the Chapter Board shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Executive Committee

Section 1. Composition
The members of the Executive Committee shall be the President, Vice-President, Secretary, Treasurer, and the Immediate Past President.

Section 2. Duties
A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:
   1. Necessary to take action on unanticipated business that requires action between Board meetings; and
   2. Action taken is not contrary to the instructions of the Board of Directors.
B. Other Duties. The Executive Committee shall also:
1. Make decisions regarding Chapter event planning, including speakers, topics, venues, dates, pricing meals, etc.;
2. Make purchasing decisions, including marketing materials, chapter event giveaways, live streaming equipment, and subscriptions;
3. Financial matters, including bank account changes, tax return submissions, and annual audit planning and execution;
4. Be accountable to the Board of Directors;
5. Make recommendations to the Board of Directors; and
6. Have such other duties as are prescribed for the Executive Committee in these bylaws or by the Board of Directors.

Section 3. Meetings. Meetings of the Executive Committee shall be called by the President or any two members of the Executive Committee with at least 24 hours’ oral notice. Notice may be waived by the members of the Executive Committee in accordance with statutory requirements.

Section 4. Quorum. A majority of the members of the Executive Committee shall constitute a quorum.

Article IX. Chapter Committees

Section 1. Program Committee
There shall be a Program Committee with the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Special Committees
Other committees may be created as necessary by the Chapter Board.

Section 3. Meetings Chapter committee meetings may be held in-person or electronically, as long as all participants can simultaneously hear each other and participate during the meeting.

Article X. 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 XI. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership present and voting at a Chapter meeting after ten (10) days’ notice has been provided via postal mail or email 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 with the approval of the Association’s Chair of ISACA’s Board of Directors and Chief Executive Officer.

Article XII. 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 XIII. Amendment of Chapter Bylaws
The Chapter Board shall approve all suggested bylaw changes and forward them to the Association, with changes indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a vote by chapter membership.
Chapter bylaw amendments can be approved, at any chapter meeting, by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team of the Association that the bylaw amendments have been approved by the membership and send 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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