

Bylaws of ISACA Phoenix Chapter

Effective: 8/20/2020

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Phoenix 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 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, 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, 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 IT governance.

Article III. Membership and Dues

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter.

- A. Member—Any member of the Association shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. 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—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—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. 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

58 membership application and received the required Association dues, fees, and assessments for that individual,
59 and the Association or individual designates the Chapter.

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61 **Section 3. Dues**

- 62 A. Chapter dues shall be payable by 1 January of each year, in an amount determined by the Chapter Board, plus
63 Association dues. Dues and fees must be paid in full to the Association.
64 B. A member shall forfeit membership in the Chapter and Association, if dues, fees, or assessments have not
65 been paid to the Association in compliance with terms set by the Association Board of Directors, and to the
66 Chapter, as required.
67 C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association
68 membership or Chapter dues.

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70 **Section 4. Termination and Suspension**

- 71 A. Only the Association has the authority to terminate Association and Chapter membership of an individual.
72 B. Termination of membership in the Association, for whatever reason, shall automatically terminate
73 membership in the Chapter.
74 C. A person whose membership in the Association has been suspended shall not be deemed a member of the
75 Chapter during the period of suspension.

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77 **Article IV. Chapter Meetings**

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79 **Section 1. Educational sessions**

80 Educational sessions of the Chapter membership shall be held 6 times per year, unless otherwise determined by
81 the Chapter Board.

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83 **Section 2. Annual General Meeting (AGM)**

84 The annual general meeting shall be held in May and shall be for the purpose of electing officers, receiving
85 reports of officers and committees, and for any other business that may arise.

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87 **Section 3. Special Meetings**

88 Special meetings may be called by the President, the Chapter Board or upon written request by 10 of the
89 members. The purpose of the meeting shall be stated in the call.

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91 **Section 4. Mail or Electronic Voting**

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

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96 **Section 5. Quorum for Chapter Meetings**

97 The quorum for any regular, annual general or special meeting shall be 30 members. In absence of quorum, the
98 meeting will be adjourned, and reconvened one week later, unless otherwise determined by the chapter board. The
99 new date and time will be communicated to members.

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101 **Section 6. Act of the Membership**

102 The affirmative vote of the majority of the members present and voting at any Chapter meeting shall constitute an
103 act of the membership.

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105 **Section 7. Notification**

106 Members shall be notified 30 days in advance of the AGM. Members shall be notified at least 10 days in advance
107 of any regular meetings or special meetings. Notification may be by postal mail, email, or telephone.

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109 **Article V. Chapter Officers**

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111 **Section 1. Chapter Officers**

112 The Officers of the Chapter shall be 15 in number, constituting: President, Vice President, Secretary, Treasurer,
113 Immediate Past President, and 10 directors: Communications, Marketing, Membership, Certifications, Education,
114 Academic Relations, Cybersecurity, Research, Volunteer, and Diversity & Inclusion.

116 **Section 2. Term of Chapter Officers**

- 117 A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of two year(s), or until
118 their successors are elected and assume office, or until they resign or are removed from office. The term of
119 office shall begin at the close of the AGM at which they are elected.
120 B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve
121 more than two consecutive terms in the same Chapter office.

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123 **Section 3. Duties of Chapter Officers**

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

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127 A. The Chapter **President** shall:
- 128 • Preside at meetings of the Chapter and the Chapter Board;
 - 129 • Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
 - 130 • Appoint all committee chairpersons and members, with approval of the Chapter Board;
 - 131 • Be an ex-officio member of all committees, except the Nominating Committee;
 - 132 • Represent the Chapter at ISACA Leadership Conferences, and other conferences and functions, where
133 appropriate, or appoint another Chapter Board or Committee member as a representative;
 - 134 • Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the
135 Association;
 - 136 • Present an annual report to members at the AGM; such report to consist of reports from various Chapter
137 officers and committees;
 - 138 • Maintain communications with the Association and respond to Association enquiries;
 - 139 • Be responsible for submission of the required annual Chapter reports to the Association within 30 days
140 after the AGM;
 - 141 • Supervise budgetary matters and proper internal control of finances;
 - 142 • Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
 - 143 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
144 Board.
- 145
146 B. The Chapter **Vice President** shall:
- 147 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
 - 148 • Perform the duties of the President in the event of his/her absence or disability;
 - 149 • Assume the office of President in the event of a vacancy in the office of President; and
 - 150 • Perform other duties as pertain to this office.
- 151
152 C. The Chapter **Secretary** shall:
- 153 • Take minutes of the meetings of the Chapter Board, membership meetings, and AGM, and maintain a
154 copy of the records,
 - 155 • Maintain accurate attendance records,
 - 156 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
 - 157 • Assist the President in the administration of Chapter membership meetings, and
 - 158 • Perform other duties as pertain to this office.
- 159
160 D. The Chapter **Treasurer** shall:
- 161 • Be custodian of Chapter funds;
 - 162 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
163 carrying on of its activities or as directed by the Chapter Board;
 - 164 • Remit dues to the Association as required;
 - 165 • Submit a written report at each regular Chapter and Board meeting;
 - 166 • Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter US
167 dollar credit account held at the Association;
 - 168 • Submit annual financial statements for presentation to the membership at the AGM;
 - 169 • Submit books and records for audit, when required;
 - 170 • File any and all tax forms required; and
 - 171 • Perform other duties as pertain to this office.

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173 E. The **Immediate Past President** of the Chapter shall:
174 • Provide advice and guidance to the new President and Chapter Board, and
175 • Perform other duties as pertain to this office.
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177 F. The **Communications Director** shall:
178 • Maintain electronic lists of members and guests, in accordance with local applicable privacy laws;
179 • Forward information on events and other pertinent information to email lists;
180 • Maintain and update chapter website and social media presences, including ISACA Engage, LinkedIn
181 etc.;
182 • Coordinate and disseminate newsletter communication to membership;
183 • Liaise with ISACA International to ensure relevant communications are disseminated to membership;
184 • Identify and use other means of disseminating information about events and the Chapter, where
185 appropriate; and
186 • Perform other duties as pertain to this office.
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188 G. The **Membership Director** shall:
189 • Maintain accurate lists of membership, in accordance with local applicable privacy laws;
190 • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy;
191 • Report on Chapter membership data from the Association;
192 • Coordinate plans for maintaining and increasing Chapter membership; and
193 • Perform other duties as pertain to this office.
194
195 H. The **Professional Development Director** shall:
196 • Maintain resource material related to ISACA’s certifications;
197 • Define an annual training calendar;
198 • Coordinate periodic training events (trainer, training topics, location, event management);
199 • Promote ISACA’s certifications within the Chapter membership, including exam preparation sessions;
200 • Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
201 • Report to Chapter Board on Chapter member exam results;
202 • Coordinate the Chapter’s Cybersecurity Nexus program and interaction with ISACA International;
203 • Communicate recognition of Certifications and achievements in Chapter meetings and events;
204 • Act as liaison between Chapter member exam participants and the Association, as needed; and
205 • Perform other duties as pertain to this office.
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207 I. The **Marketing Director** shall:
208 • Conduct general marketing and publicity of the Chapter, ISACA’s certifications, COBIT, CMMI,
209 Cybersecurity Nexus (CSX), the Association, and any other new initiatives;
210 • Coordinate initiatives involving partnerships and alliances;
211 • Acquire any required marketing materials from the Association as authorized by the Chapter Board;
212 • Coordinate with potential sponsors and acquire sponsors for chapter meetings and other events as
213 needed;
214 • Exercise general policy control and direction of any mail-out kits, publications, editorial, or advertising
215 the chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
216 • Perform other duties as pertain to this office.
217
218 J. The **Chapter Meetings Director** shall:
219 • Define an annual chapter meeting calendar;
220 • Coordinate chapter meetings (speakers, training topics, location, event management); and
221 • Perform other duties as pertain to this office.
222
223 K. The **Academic Relations Director** shall:
224 • Provide liaison with academic institutions;
225 • Establish opportunities to brief appropriate classes of academic institutions on ISACA, its certifications
226 and IT governance;
227 • Coordinate scholarship initiatives approved by the Chapter Board;

- 228 • Establish and maintain a mentorship program to align academic and professional organizations;
229 • Liaise with ISACA International to coordinate with Association-driven academic programs;
230 • Liaise with appropriate professors, and where appropriate take steps to establish an “Academic
231 Advocate” program in local academic institutions; and
232 • Perform other duties as pertain to this office.
233

234 L. The **Research Director** shall:

- 235 • Act as the Chapter’s primary contact with the ISACA International’s Research department;
236 • Publicize Chapter research activities and coordinate local research efforts; and
237 • Perform other duties as pertain to this office.
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239 M. The **Volunteer Director** shall:

- 240 • Act as the primary contact for the Chapter’s volunteer resources;
241 • Coordinate volunteer events, including recruiting and engaging volunteers for local chapter and ISACA
242 International events;
243 • Perform other duties as pertain to this office.
244

245 N. The **Diversity & Inclusion Director** shall:

- 246 • Act as the Chapter’s primary contact with the ISACA International’s One In Tech department;
247 • Coordinate and execute Diversity & Inclusion Chapter events; and
248 • Perform other duties as pertain to this office.
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251 **Section 4. Chapter Officer Vacancies**

- 252 A. If a Chapter officer’s membership in the Association shall for any reason terminate, that individual’s position
253 as Chapter officer shall automatically become vacant.
254 B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
255 C. If a vacancy occurs in any office, except that of Immediate Past President or President, the vacancy shall be
256 filled by a Chapter Board majority vote.
257 D. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant, until filled by
258 routine succession.
259

260 **Article VI. Nominations and Elections**

261 **Section 1. Chapter Nominations**

- 262 A. Nominating Committee of 3 members shall be elected by the Chapter Board at their March meeting.
263 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
264 nominate candidates for offices to be filled at the AGM.
265 C. The Nominating Committee shall report to the membership at the regular meeting in May.
266 D. Nominations from the floor shall not be permitted prior to the election.
267 E. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve
268 agreement and Conflict of Interest form.
269 F. Only current Board members may be nominated for the President position.
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272 **Section 2. Chapter Elections**

- 273 A. Officers shall be elected by ballot.
274 B. Elections shall be held electronically using a secure online voting tool and following the election rules, as
275 determined by the Board of Directors.
276 C. In the event of a tie for any Officer or Director, a new election will be held for the position in question.
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279 **Article VII. Chapter Board**

280 **Section 1. Composition of the Chapter Board**

281 The Chapter Board shall consist of the officers listed in Article V, Section 1.
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284 **Section 2. Duties**

- 285 The Chapter Board shall:
- 286 A. Supervise the affairs and conduct the business of the Chapter between business meetings;
- 287 B. Make recommendations to the membership;
- 288 C. Have at least 4 regular Chapter Board meetings at a time and place determined by the Chapter Board. Special
- 289 meetings of the Chapter Board may be called by the President and shall be called upon the written request of
- 290 three members of the Board. Notice must be given to Chapter Board members at least 48 hours before a
- 291 Special Meeting of the Chapter Board and must include the purpose of the meeting;
- 292 D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter;
- 293 E. Regular or special meetings of the Chapter Board may be held electronically. A conference meeting must be
- 294 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before
- 295 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be
- 296 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.
- 297 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The
- 298 minutes of the meeting shall be approved at the next in-person meeting.
- 299

300 ***Section 3. Financial Authority***

301 The Chapter Board shall have the authority to:

- 302 A. Approve the annual budget.
- 303 B. Expend funds allotted in the approved budget.
- 304

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

- 306 A. The fiscal year of the Chapter shall run from June 1 to May 31.
- 307 B. The Chapter Board shall ensure that annual financial statements are prepared, audited, or verified by
- 308 individual(s) other than the Chapter Board, and approved by the Chapter Board, presented to members at the
- 309 AGM, and submitted annually to the Association as part of compliance reporting.
- 310

311 ***Section 5. Insurance***

312 The Chapter Board shall use commercially reasonable efforts to carry at all times a adequate insurance coverage to

313 insure the risk associated with the Chapter's activities, and shall hold the Association harmless from any lawsuits,

314 damages, other expenses or liabilities, arising out of the activities of the Chapter.

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316 ***Section 6. Quorum***

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

318 the Board.

319

320 ***Section 7. Removal***

- 321 A. Any Officer who fails to attend 2 Chapter Board meetings within a year without excuse will be brought
- 322 before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter
- 323 Board.
- 324 B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a
- 325 majority vote of the members of the Chapter Board.
- 326 C. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be
- 327 heard by the Chapter Board before an official vote is taken.
- 328

329 **Article VIII. Chapter Committees**

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331 ***Section 1. Program Committee***

332 There shall be a Program Committee with the objective of developing and implementing the Chapter training and

333 development events for the year.

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335 ***Section 2. Special Committees***

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

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339 **Article IX. Indemnification**

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341 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person

342 who may have served at its request or by its election as a director or officer of another corporation, a gainst

343 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit
344 or proceeding, in which they, or any of them, are made parties, or a party, by reason of being or having been
345 directors or a director or officer of the corporation or of such other corporation. Notwithstanding the forgoing, this
346 indemnification obligation shall not extend to matters as to which any such director or officer or former director or
347 officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in
348 performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.
349

350 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking
351 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or
352 otherwise, both as to action in his or her official capacity and as to action in another capacity, while holding such
353 office.
354

355 **Article X. Dissolution**

356 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the
357 Chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the
358 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for
359 dissolution and shall return the Chapter charter and any other Chapter or Association documents to ISACA
360 Global/the Association. All net assets shall be distributed to other selected ISACA chapters, or to a welfare,
361 education, or civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal
362 Revenue Code with the approval of the Association's Chair of ISACA's Board of Directors and Chief Executive
363 Officer.
364

365 **Article XI. Parliamentary Authority**

366 The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the Chapter in all
367 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules
368 the Chapter may adopt.
369

370 **Article XII. Amendment of Chapter Bylaws**

371 The Chapter Board shall approve all suggested bylaw changes and forward them to the Association, with changes
372 indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a
373 vote by Chapter membership.
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375 Chapter bylaw amendments will be approved at any Chapter meeting by a two-thirds (2/3) vote, provided the
376 amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire
377 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter
378 Relations team of the Association will be advised that the bylaw amendments have been approved and will be sent
379 a copy of the approved version of the bylaws.
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381 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.
382 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country
383 or state requirements.
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