

ARTICLE I. Name

The name of this non-union, non-profit organization is ISACA Portland, Oregon Chapter, hereinafter referred to as “Chapter,” a Chapter affiliated with the Information Systems Audit and Control Association (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

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, security, control and assurance.

The objectives of the Chapter are:

- To promote the education of, and help expend the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, control and assurance;
- To encourage an open exchange of IT governance, IS audit, cybersecurity, 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 property 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. 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. Proof of enrollment must be submitted annually. Student members are entitled to vote but are not entitled to 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 must:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1 of the Bylaws.
 - 2. Complete an Association membership application form.
 - 3. Pay required Chapter and Association dues to Association.
 - 4. 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 membership application and received the required Association dues, fees, and assessments for that individual, and the Association or individual designates the Chapter.

Section 3. Dues

- A. Chapter dues are payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to the Association.
- B. A member shall forfeit membership in the Chapter and Association, if dues, fees, or assessments have not been paid to the Association in compliance with terms set by the Association 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. Only the Association has the authority to terminate Association and Chapter membership of an individual.
- B. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
- C. 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. Chapter Meetings

Section 1. Regular Membership Meetings and Educational Sessions

Regular Membership Meetings and/or Educational Sessions of the Chapter membership will be held monthly between September and June, unless otherwise ordered by the Chapter Board.

Section 2. Annual General Meeting

The annual general meeting will be held in either May or June of each year as determined by the Chapter Board. In extreme circumstances, the Board may elect to postpone this meeting, up to six (6) months, with guidance from the Association. The annual general meeting will be for the purpose of electing officers, passing annual budget, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 20% of the Chapter membership. The purpose of the meeting must be stated in the call.

Section 4. Action by Written (Paper or Electronic) Ballot

- A. Any action which may be taken at any meeting of members may be taken without a meeting if the Chapter delivers a written ballot to every member entitled to vote on the matter.
- B. The method of delivering the "Written Ballot" may be by hand delivery, postal mail, by email or via secured and validate web survey tools.
- C. A written ballot must:
 1. Set forth each proposed action; and
 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by written ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- E. All solicitations for votes by written ballot must:
 1. Indicate the number of responses needed to meet the quorum requirements;
 2. State the percentage of approvals necessary to approve each matter other than election of officers; and
 3. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted.

Section 5. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting is fifteen members.

Section 6. Act of the Membership

The affirmative vote of the majority, of the members present and voting, at any Chapter meeting, whether in person or written ballot, will constitute an act of the membership.

Section 7. Notification

Members must be notified 30 days in advance of the annual general meeting. Members must be notified at least 10 days in advance of any regular meetings or special meetings. Notification may be by postal mail, by email or by telephone.

ARTICLE V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter will be composed of ten members, nine elected directors for the organization and the Immediate Past President. Elected officer positions include: President, Vice President, Secretary, Treasurer, Deputy Treasurer, Programs Director, Membership Director, Marketing Director and Academic Outreach Director.

Section 2. Term and conditions of Chapter Officers

- A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of two years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected. President, Vice President, Treasurer, Programs and Marketing Directors shall be election on odd-numbered years and Secretary, Deputy Treasurer, Membership and Academic Outreach Directors shall be elected on even-numbered years. Officers leaving their positions will have 30 days to transition and transfer anything in their possession that belongs to the Chapter.
- B. No member may hold more than one Chapter office at a time, and no member may serve more than two consecutive terms in the same Chapter office.
- C. The Chapter Officers must perform the duties prescribed by these Bylaws, and the parliamentary authority adopted by the Chapter.
- D. The immediate Past President will serve ex-officio.
- E. The office of Chapter President must be a board member (past or present) that has at least one (1) term of office completed, on or before the general election to which they are elected to said position.

- F. Reviewed the Chapter Affiliation Agreement and have signed a Willingness to Serve form.

Section 4. Duties of Chapter Officers

A. The Chapter President will:

- Preside at meetings of the Chapter and the Board;
- Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- Appoint all standing and special committee chairpersons and members with approval by the Chapter Board;
- Be an ex-officio member of all committees except the Nominating Committee;
- Represent the Chapter at ISACA Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative;
- Present an annual report to members at the annual general meeting; such report to consist of reports from various Chapter officers and committees;
- Maintain communications with the Association and respond to Association enquiries;
- Be responsible for submission of the Chapter annual report to the Association within 30 days after the annual general meeting;
- Supervise budgetary matters and proper internal control of finances;
- Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
- Ensure Chapter trainers for ISACA certification are accredited by ISACA; and
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Vice President will:

- Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
- Perform the duties of the President in the event of his/her absence or disability;
- Perform the duties of the Director of Programs in the event of his/her absence or disability;
- Assume the office of President in the event of a vacancy in the office of President; and
- Perform other duties as pertain to this office.

C. The Chapter Secretary will:

- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter;
- Be responsible for authenticating records and ensuring proper record management practices are in place including record retention and destruction as required;
- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records;
- Maintain accurate attendance records for Chapter Board meetings and member meetings where chapter business is conducted and voted upon;
- Assist the President in the administration of Chapter membership meetings; and

- Perform other duties as pertain to this office.
- D. The Chapter Treasurer will:
- Be custodian of Chapter funds;
 - 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;
 - Remit dues to the Association as required;
 - Submit a written report at each Chapter Board meeting and annual meetings, as appropriate;
 - Along 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 to the membership at the annual general meeting, and for inclusion in the Chapter Annual Report;
 - Submit books and records for audit when required;
 - File any and all tax forms required; and
 - Perform other duties as pertain to this office.
- E. The Deputy Treasurer will:
- Support the Treasury function and provide backup capability should the Treasurer be unavailable;
 - Be responsible for participating in bank reconciliations and disbursements to ensure segregation of duties; and
 - Perform other duties as pertain to this office.
- F. The Immediate Past President will:
- Provide advice and guidance to the new President and Board; and
 - Perform other duties as pertain to this office.
- G. The Programs Director will:
- Be responsible for the oversight of the development and implementation of Program activities;
 - Coordinate initiatives involving continuing education and professional networking;
 - Acquire any relevant training materials from ISACA International as authorized by the Board;
 - Exercise general policy control and direction of any training materials which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
 - Perform other duties as pertain to this office.
- H. The Membership Director will:
- Maintain accurate lists of membership in accordance with applicable privacy laws;
 - Disseminate or otherwise make available membership lists as directed by Chapter Board and as required by law, with due regard to security and privacy issues;
 - Report on membership data from the Association;
 - Coordinate plans for maintaining and increasing Chapter membership; and
 - Coordinate CPE issuance for Chapter events and training;
 - Perform other duties as pertain to this office.
- I. The Marketing Director will:

- Conduct general marketing and publicity of the Chapter, Association Certifications, the Association, and any other new initiative.
 - Coordinate initiatives involving partnerships, alliances, and sponsorships under the direction of the Chapter Board;
 - Acquire any required marketing materials from ISACA International as authorized by the Board;
 - Exercise general policy control and direction of any mail-out kits, publications, editorials or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
 - Perform other duties as pertain to this office.
- J. The Academic Outreach Director will:
- Serve as a liaison between the academic community and ISACA (both Chapter and Association), as a resource to students and prospective future members of the Chapter and Association;
 - Organize communications and promotional opportunities with local students, professors, and other prominent leaders in the audit and tech community;
 - Network and make new connections that deepen and broaden the impact of academic relations; and
 - Perform other duties as pertain to this office.

Section 5. Chapter Officer Vacancies

- A. If a vacancy occurs in the office of President, the vacancy will be filled by the Vice President.
- B. If a vacancy occurs in the office of the Treasurer, the vacancy will be filled by the Deputy Treasurer.
- C. If a vacancy occurs in any other office, except that of Immediate Past President, the vacancy will be filled by the Chapter Board.
- D. If a vacancy occurs in the office of Immediate Past President, the vacancy will remain vacant until filled by routine succession.
- E. If a Chapter officer's membership in the Association for any reason terminates, that individual's position as Chapter officer will automatically become vacant.

Section 6. Appointment and Roles of Other Director/Coordinator Positions

- A. The Officers of the Chapter may appoint Director/Coordinator Positions to serve on the Chapter Board, as non-voting members. These roles can include, however not exclusive to or limited to; Technology Director, Webmaster, Event coordinator, Training coordinator, Volunteer coordinator, etc. Each Position must initially be approved by two-thirds of the Chapter Officers at a Board meeting and re-confirmed at the beginning of each Chapter year.
- B. The roles and responsibilities of these members will be specific to their respective position and must be documented and presented to the Board.

- C. Each person serving in this capacity needs to review the Chapter Affiliation Agreement and must provide a signed "WILLINGNESS TO SERVE" form.
- D. Voting Rights of Director/Coordinator Positions: Those who are serving in this capacity will hold no voting rights or be a part of the quorum for Chapter Board meetings.

Section 7. Appointment and Roles of Assistant Office Positions

- A. The Officers of the Chapter may appoint Assistant Office Positions to serve on the Chapter Board, as non-voting members. Each Assistant Position must initially be approved by two-thirds of the Chapter Officers at a Board meeting and re-confirmed at the beginning of each Chapter year.
- B. The roles and responsibilities of these members will be specific to their respective position and must be documented and presented to the Board.
- C. Each person serving in this capacity needs to review the Chapter Affiliation Agreement and must sign "WILLINGNESS TO SERVE" form.
- D. Voting Rights of Assistant Office Positions: In the absence of the Chapter Officer, those who are serving as their Assistant may act as their representative in Board meetings. They can discuss and vote on issues in the Board Meeting for the Chapter Officer. When in this capacity, their attendance at the Chapter Board Meeting is to be counted as that officer, when determining the quorum.

ARTICLE VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of two members will be selected by the Chapter Board no later than 75 days prior to the annual general meeting of each year in which there is an election.
- B. The Nominating Committee must solicit nominations from the Chapter membership and must nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership at the regular meeting prior to the annual general meeting. If there are no regular meetings, then the slate of nominees will be posted on the Chapter website prior to the election.
- D. Nominations from the floor will be permitted prior to the election, when elections are held in-person.
- E. Each candidate must provide a signed "WILLINGNESS TO SERVE" form.

Section 2. Chapter Elections

- A. Officer elections will be held annually in alignment with the General Annual Meeting and in the cadence as described in Article V, Section 3.A.
- B. Officers shall be elected by written or electronic ballot per Article IV, Section 4.

- C. In the event there is only one candidate for any office, voting on that office may be by voice, when election is held in-person.
- D. In the case of an emergency, such as a local, regional, national or international disaster, pandemic or state of emergency, the Chapter Board of Directors may determine that the election will be held electronically using a secured online voting tool and follow the election rules as determined by the Chapter Board of Directors.

ARTICLE VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board will consist of the officers listed in Article V Section 1.

Section 2. Duties

The Chapter Board will:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings;
- B. Make recommendations to the membership;
- C. Meet at least four times per year 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 four (4) members of the 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. Regular or special meeting 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 President or 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 President or 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 meeting; and
- E. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Financial Authority

The Chapter Board has the authority to:

- A. Expend funds allotted in the approved budget; and
- B. Authorize non-budgeted expenditures not to exceed \$5,000.00 without prior approval of the membership.
- C. Enter into legal contracts and agreements on behalf of the Chapter, in alignment with the Chapter's Purpose as defined in Article II.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter runs from January 1 through December 31 unless otherwise established by the Chapter Board.
- B. The Chapter Board will ensure that annual financial statements are prepared, audited, or verified by individual(s) other than the Chapter Board, approved by the Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Insurance

The Chapter Board shall use commercially reasonable efforts to carry at all times adequate insurance coverage 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, including Directors/Officers liability insurance.

Section 6. Policies and Procedures

The Chapter Board will maintain policies and procedures as required by the Association.

Section 7. Chapter Board Quorum and Voting:

A majority of the active Chapter Officers, as defined in Article V, Section 1, or their appointed Assistant Office representative must be in attendance to qualify as a quorum for board voting.

Section 8. Meetings by Telephone Conference

The Chapter Board may hold meetings by conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other.

Section 9: Removal of Chapter Officer

- A. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board.
- B. Any Officer being considered for removal from the Chapter Board of Directors shall have a right to be heard by the Chapter Board before an official vote is taken.

ARTICLE VIII. Chapter Committees

Section 1. Committees

All committees, as deemed necessary by the Chapter Board, will be chaired by at least one active Chapter Director.

ARTICLE IX. 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 any 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 part, by reason of being or having been directors or a director or officer of the corporation or of such other corporation. Notwithstanding the foregoing, this indemnification obligation shall not extend to matters as to which any such director or officer of 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 existing or 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 X. Dissolution

If dissolution of the Chapter becomes inevitable, these Bylaws must be rescinded by a two-third (2/3) vote of the Chapter membership after ten (10) days notice has been mailed or emailed to each member. In the event of dissolution, the Chapter must notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and must return the Chapter charter and any other Chapter or Association documents ISACA Global/the Association. All net assets will 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 XI. 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 XII. Chapter Bylaws

The Chapter Board will coordinate with the Association on any amendments to the Chapter Bylaws and in accordance with the "Chapter Affiliation Agreement." The Chapter Board and Association must agree on all suggested changes being made.

Chapter Bylaw amendments will be approved at any Chapter meeting by a two-thirds (2/3) vote, 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 Relations Team of the Association will be advised that the Bylaw amendments have been approved and will be sent a copy of the approved version of the Bylaws.

The Chapter will update the Oregon Secretary of State, as required by State Law.

The Chapter Board will 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.