ARTICLE I. Name

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 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 Information Technology (IT) governance, Information Security (IS) audit, cybersecurity, privacy, 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 proper IT governance and the effective organization and utilization of IT resources; and
• To promote 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 the 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 of the Chapter 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 are entitled to vote but are not entitled to 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 of the Chapter 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.

B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and 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.

B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or the 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 membership dues.

Section 4. Termination

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.

ARTICLE IV. Chapter Meetings

Section 1. 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, receiving reports of officers and committees, and for any other business that may arise. 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 2. Educational Sessions

Educational Sessions of the Chapter membership shall be held at least four times a year between September and June, unless otherwise ordered by the Chapter Board.

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.
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 5. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meetings is fifteen members. In the absence of a 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 the 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 seven members, six elected officers for the organization and the Immediate Past President. Elected officer positions include: President, Vice President, Secretary, Treasurer, Programs Director, and Membership 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, and Treasurer shall be elected in odd-numbered years and Secretary, Program and Membership Directors shall be elected in even-numbered years. Officers leaving their positions will have 30 days to transition and transfer anything in their possession that belongs to the Chapter.
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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. 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 Conflict of Interest Statement and Willingness to Serve form.

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. They shall review the Chapter Affiliation Agreement and have signed a Conflict of Interest Statement and Willingness to Service form.

A. The Chapter President shall:
   • 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 events, 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;
   • Execute agreements authorized by the Chapter Board;
   • 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 shall:
   • 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;
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- 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 shall:
- 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;
- Assist the President in the administration of Chapter membership meetings; and
- Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:
- 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 Immediate Past President shall:
- Provide advice and guidance to the new President and Board; and
- Perform other duties as pertain to this office.

F. The Programs Director shall:
- 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.

G. The Membership Director shall:
• 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.

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

ARTICLE VI. Nominations and Elections

Section 1. Chapter Nominations

A. A Nominating Committee of three 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.
E. Each candidate must provide a signed Conflict of Interest statement and 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 IV, Section 1.
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
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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 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.

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 and the Non-voting Directors listed in Section 2, E, of this article.

Section 2. Duties

The Chapter Board shall:
A. Supervise the affairs and conduct the business of the Chapter;
B. Approve the Annual Budget;
C. Make recommendations to the membership;
D. 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;
E. At the September Board meeting, determine the Non-voting Directors positions for the upcoming year. The Board shall:
   • Determine the number of positions needed for the upcoming year;
   • Determine the title of each position;
   • Appoint a member to each position for a term of one year, or until their successor(s) are appointed. There shall be no term limits on the Non-voting Director position;
   • Should the need arise during the year for additional Non-voting Directors positions, the Board may create and appoint them at any Board meeting throughout the year.
   • Ensure that all Non-voting Directors have reviewed the Chapter Affiliation Agreement and have signed a Conflict of Interest Statement and Willingness to Serve form.
F. Regular or special meeting of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board meeting shall be approved by the Chapter President or the Chapter Board. 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

G. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

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.
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 carry, at all times, adequate insurance coverage to insure the risk associated with the Chapter’s activities. The Chapter Board 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 Chapter Officers, as defined in Article V, Section 1, must be in attendance to qualify as a quorum for board decision making.

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 who fails to attend at least half of the Chapter Board meetings within a year may be brought before the Chapter Board 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.

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. Chapter Committees

Special Committees may be created as necessary by the Chapter Board.

ARTICLE IX. 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 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 changed being made.

Chapter Bylaw amendments will be approved at any Chapter meeting by a two-thirds (2/3) vote of the Chapter members present and voting, or by following the process outlined in Article IV, Section 4 of the Chapter Bylaws, by a two-thirds (2/3) vote of the votes cast, provided the amendment has been mailed or emailed to the entire Chapter membership at least twenty (20) days prior to the deadline for ballot returns. The Chapter Relations Team of the Association will be advised by the Chapter Board, 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.