

**Bylaws of
the
ISACA Huntsville Chapter
in Madison County, Alabama**

Effective as of September 1, 2018

Article I. Name

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

Article II. Purpose

Chapter’s Purpose

The primary purpose of the Chapter is to promote the education of individuals for the development of their professional capabilities with governance of enterprise information and related IT for performance, value, risk management, audit, control, assurance, and security.

The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, 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 IT governance.

Article III. Membership and Dues

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- A. Member — any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- B. Retired Member — any member, 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.

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 dues to the Chapter and the Association.
4. Follow the Code of Professional Ethics of the Association.
B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.
B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held not less than once per quarter - 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 not less than once per quarter - unless otherwise ordered by the Chapter Board.

Section 3. Annual General Meeting

The Annual General Meeting shall be held in May / June and shall be for the purpose of electing or installing Chapter Officers, receiving reports of officers and committees, and for any other business that may arise.

Section 4. Special Meetings

Special meetings may be called by the President, the Chapter Board, the Association or upon written request to the board by five (5) of the members. The purpose of the meeting shall be stated in the call.

Section 5. Mail or Electronic Voting

If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a Special meeting for the purposes of these Bylaws. Reasonable controls shall ensure members-only voting and one ballot per member.

Section 6. Quorum for Chapter Meetings

Quorum is required for any Regular, Annual General or Special meeting; and does not apply to educational sessions. A single Chapter meeting date may include multiple meeting types in order to accomplish the business of the Chapter. Quorum shall be the greater of ten (10) members or 5% of the total membership. In the absence of quorum, the meeting will be adjourned, and reconvened no later than the next typically scheduled meeting date. The new date and time will be communicated to members. The Chapter Board shall determine the date and location of any Chapter meetings.

Section 7. Act of the Membership

The affirmative vote of the majority of the members at any Chapter meeting shall constitute an act of the membership.

Section 8. Notification

Members shall be notified at least thirty (30) days in advance of the Annual General Meeting. Members shall be notified at least seven (7) days in advance of any Regular meetings or Special meetings. Notification shall be by postal mail, by email or by telephone. All measures of "days" in these Bylaws shall mean calendar days rather than business days unless stated otherwise.

Section 9. Waiver of Notice

A signed Waiver of Notice shall be the equivalent to the giving of notice.

Article V. Chapter Officers

117 *Section 1. Chapter Officers*

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- 119 A. Elected Officers of the Chapter shall be between seven (7) and fifteen (15) in number as follows:
- 120 • President, Vice President, and
- 121 • Director of Communications, Director of Finance, and
- 122 • Immediate Past President, and
- 123 • Up to 10 elected or appointed directors based on Chapter need.
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- 125 B. Appointed Officers of the Chapter, shall each be given the name of Director, and established subject to Chapter
- 126 need and Board approval. The total of appointed Directors will remain less than the total of currently occupied
- 127 elected Officers defined in Article V, Section 1.A.
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- 129 C. If any Chapter member holds an International Association office, that member shall also serve as an Ex-officio
- 130 Chapter Board member.
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132 *Section 2. Term of Chapter Officers*

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- 134 A. Chapter Officers, except the Past President and Ex-officio members, shall be elected for a term of one (1) year,
- 135 and with the option to serve a second consecutive year, or until their successors are elected and assume office,
- 136 or until they resign or are removed from office. After the Annual General Meeting, the term of newly elected
- 137 Chapter Officers shall begin on July 1.
- 138 B. No member shall hold more than one (1) Chapter office at a time, except out of necessity pending formal
- 139 compensating action by the Board.
- 140 C. No member shall be eligible to serve more than two consecutive terms in the same Chapter office, with the
- 141 exception of Past President, unless the Nominations Committee determines that there are no other qualified
- 142 candidates for the position, and a majority of the Nominations Committee and a majority vote of the Chapter
- 143 Board approve the additional term. Any partial term served as an appointed role to fill a vacancy shall not be
- 144 counted as a term for purposes of this Section.
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146 *Section 3. Duties of Chapter Officers*

147 The Chapter Officers shall perform the duties prescribed by these Bylaws, and the parliamentary authority adopted

148 by the Chapter, and responsibilities noted within the Chapter website.

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- 150 A. The Chapter **President** shall:
- 151 • Preside at meetings of the Chapter and the Chapter Board,
- 152 • Appoint all committee chairpersons and members,
- 153 • Be an ex-officio member of all committees except the Nominations Committee,
- 154 • Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and
- 155 functions, where appropriate or appoint another Chapter Board member as a representative,
- 156 • Present an annual report to members at the Annual General Meeting - such report to consist of reports from
- 157 various Chapter Officers and committees,
- 158 • Maintain communications with the Association and respond to Association enquiries,
- 159 • Be responsible for submission of the required Chapter Annual Report(s) to the Association within 30 days
- 160 after the Annual General Meeting,
- 161 • Supervise budgetary matters and proper internal control of finances, and
- 162 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
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- 164 B. The Chapter **Vice President** shall:
- 165 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
- 166 • Perform the duties of the President in the event of his/her absence or disability, and
- 167 • Perform other duties as pertain to this office.
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- 169 C. The Chapter **Communications Director** shall:
- 170 • Ensure an appropriate Chapter Communications Plan is developed and maintained,
- 171 • Ensure appropriate communication content is produced and made available to members and non-members
- 172 in accordance with the Communications Plan,
- 173 • Ensure appropriate communication mechanisms, e.g., web site(s), newsletter(s), and/or social media

Internet presence, are implemented and kept accurate and current in accordance with the Communications Plan,

- Ensure minutes of the meetings of the Chapter Board, membership meetings, and Annual General Meeting, are captured and a copy of the records maintained,
- Ensure accurate attendance records are maintained,
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
- Assist the President in the administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

D. The Chapter **Finance Director** shall:

- Be custodian of Chapter funds,
- Ensure Receipt and disbursement of 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 summary report at each business meeting, and each Board meeting.
- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
- Ensure annual financial statements are submitted for presentation to the membership at the Annual General Meeting,
- Submit books and records for audit annually, or more frequently when required,
- File any and all tax forms required, and
- Perform other duties as pertain to this office.

E. The **Immediate Past President** of the Chapter shall:

- Provide advice and guidance to the new President and Chapter Board, and
- Perform other duties as pertain to this office.

F. The **Director(s)** shall:

- Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the Vice President shall fill the vacancy, unless the Vice President office is also vacant or declines the succession; then the Chapter Board shall fill the vacancy.
- B. If a vacancy should occur in any other office, except that of Past President, the Chapter Board shall fill the vacancy, which may be accomplished by appointing a non-Board member to fill the vacancy(ies).
- C. If a vacancy occurs in the office of 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.
- E. In case of the absence or disability of any Officer and of any person hereby authorized to act in his or her place during such period of absence or disability, the Chapter Board may from time to time delegate the powers and duties of that Officer to any other Officer or any other person it may select.

Section 5. Removal of Chapter Officer, Director, or Coordinator

- A. The Chapter Board may remove, by board majority vote, the board and officer position of any officer if said officer is not reasonably fulfilling their duties. Once removed, said officer is ineligible to run for any elected Huntsville Chapter position for 3 years. The Chapter Board may later grant a waiver on a per case basis.
- B. The Chapter Board may, by a two-thirds vote, declare vacant the office of an Officer or Director who has been:
 - a. Absent 3 out of 4 consecutive board meetings, or
 - b. Declared of unsound mind by a final order of a court of law, or
 - c. Convicted of a felony, or
 - d. Found to have violated the Association's Code of Professional Ethics, or
 - e. Found guilty of conduct detrimental to the best interest of the Chapter or the Association provided that such person shall have been granted a reasonable opportunity for a hearing before the Chapter Board

of Directors prior to termination as a Chapter Officer. The Board shall provide at least ten- days' notice of the hearing, including the reasons for termination, to be given in writing, delivered by registered mail to the last address shown in the Association's or Chapter's records for such Chapter Officer against whom charges have been preferred.

Such actions by the Board of Directors shall be final and shall terminate rights, interest, or privileges as a Chapter Officer in the service or resource of the Chapter.

- C. The President shall notify the International office of any change in board membership.
- D. If the office of President is declared vacant, the Vice President shall be responsible for notifying the International office of the change.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominations Committee of at least three (3) members shall be appointed by the Chapter Board
- B. Nominations Committee members shall not run for an Elected Officer position in the current election.
- C. The Nominations Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be elected at the Annual General Meeting.
- D. The Chapter Board shall present the approved candidate slate to the membership by the Chapter meeting preceding or 30 calendar days preceding the Annual General Meeting, whichever is later.
- E. Nominations from the floor will not be taken.
- F. Each candidate shall have consented to serve and shall have submitted to the Nominations Committee a completed Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. Chapter Officers shall be elected by ballot.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.

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. Be subject to the orders of the membership
- D. Meet no less than once per quarter at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these Bylaws, and the parliamentary authority adopted by the Chapter, and responsibilities noted within the chapter website.
- F. Regular or Special meetings of the Chapter Board may be held electronically. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget
- B. Expend funds allotted in the approved budget
- C. Authorize non-budgeted expenditures up to the larger of \$500 or 10% of the approved annual budget without membership approval.

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

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- 292 A. The fiscal year of the Chapter shall run from January 1 to December 31 unless otherwise established by the
- 293 Chapter Board.
- 294 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,
- 295 presented to members at the Annual General Meeting, and submitted as part of the Chapter Annual Report to
- 296 the Association.
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298 ***Section 5. Insurance***

299 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

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301 ***Section 6. Quorum***

302 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

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305 **Article VIII. Chapter Committees**

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307 ***Section 1. Program Committee***

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

310 development events for the year.

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312 ***Section 2. Audit Committee***

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314 There shall be an audit committee with the duty of auditing the Chapter accounts at the close of the fiscal year and

315 reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the completion

316 date of the audit will be after the Annual General Meeting, members are to be advised that they may request a copy

317 of the audit letter, to be communicated to them upon completion. Members of the audit committee shall be appointed

318 by the Chapter Board and should be selected in a manner so as not to have a conflict of interest (example: the

319 Finance Director shall not be part of the audit committee).

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321 ***Section 3. Special Committees***

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323 Other committees may be created or removed as necessary by the Chapter Board to accomplish the Chapter

324 initiatives in Article II.

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326 **Article IX. Indemnification**

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

329 may have served at its request or by its election as a director or officer of another corporation, against expenses

330 actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or

331 proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors

332 or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any

333 such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding

334 to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement

335 predicated on existence of such liability.

336

337 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking

338 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or

339 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such

340 office.

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342 **Article X. Dissolution**

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344 If dissolution of the Chapter becomes inevitable, these Bylaws must be rescinded by a two-thirds (2/3) vote of the

345 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the

346 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for

347 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International

348 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 International President 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. Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested Bylaws changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all Bylaws changes prior to them being submitted for a vote by Chapter membership.

Chapter Bylaws amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaws amendments have been approved, and will be sent 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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