ISACA Central Ohio Chapter

BYLAWS

Effective: 11/09/2023

Article I. Name

ISACA Central Ohio Chapter hereinafter referred to as “Chapter”, is a chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association”. Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations. The Chapter is registered with the Secretary of the State of Ohio.

Article II. Purpose and Objectives

The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance.

The objectives of the Chapter are:

(a) To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance;
(b) To encourage an open exchange of IT governance, IS audit, cybersecurity, privacy, control, and assurance techniques, approaches, and problem solving by its members;
(c) To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers;
(d) To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
(e) To support the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types and Qualifications

Membership in the Association is a requirement for membership in the 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 shall be entitled to vote and hold office at the Chapter level.

D. Recent Graduate – Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admission

A. Potential members shall:
   1. Meet the requirements of membership as outlined in Article III, Section 1.
   2. Complete an Association membership application form.
   3. Pay required Chapter and Association dues to the Association.

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

B. A member shall forfeit membership in the Chapter and Association, if the required dues have not been paid to the Association or Chapter in compliance with terms set by the Association Board of Directors.

C. A member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination

Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings

Section 1. Regular Meeting and Educational Sessions: The Chapter shall hold at least nine (9) regular monthly meetings and/or educational sessions each year, at a time and place as determined by the Chapter Board of Directors.

Section 2. Annual General Meeting (AGM): The annual general meeting shall be held in May of each year and shall be for the purpose of electing officers (if applicable, as elections are held every other year), receiving reports of officers and committees, and for any other business that may arise. The date and location of the AGM shall be determined by the Chapter Board. The AGM may be held in-person or electronically, as long as all
members can simultaneously hear each other and participate during the meeting. The
decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 3. Special Meetings: Special meetings may be called by the President, the Chapter Board,
or upon written request by fifty (50) of the members. The purpose of the meeting shall be
stated in the meeting notification.

Section 4. Electronic Meetings: Chapter meetings and educational sessions may be held in-person
or electronically, as long as all members can simultaneously hear each other and
participate during the meeting. The decision to hold a meeting electronically shall be
approved by the Chapter Board.

Section 5. Electronic Voting (NOT elections):

A. Any action that may be taken at any meeting of members may be taken without
   a meeting, if the Chapter delivers a ballot to every member entitled to vote on
   the matter.
B. The method of delivering the ballot may be by hand delivery, postal mail, or via
   secured and validated electronic/internet-based tools.
C. A ballot must:
   1. Set forth each proposed action; and
   2. Provide an opportunity to vote for or against each proposed action.
D. Approval by ballot pursuant to this section will be valid only when the number
   of votes cast by ballot equals or exceeds the required quorum, and the number of
   approvals equals or exceeds the number of votes that would be required to
   approve the matter.
E. All solicitations for votes by written ballot must:
   1. Be preapproved by the Chapter Board or the membership at a Chapter
      meeting;
   2. Indicate the number of responses needed to meet the quorum requirements;
   3. State the percentage of approvals necessary to approve each matter;
   4. Specify a reasonable time by which a ballot must be received by the
      Chapter in order to be counted; and
   5. Be considered a special meeting for the purposes of these bylaws.

Section 6. Quorum for Chapter Meetings: The quorum for any regular, annual general or special
meeting, in person or electronically, shall be 10% of membership or 50 members,
whichever is less. In the absence of a quorum, the meeting will be adjourned and
reconvened at least one week later unless otherwise determined by the Chapter Board.
The new date and time will be communicated to members.

Section 7. Act of Membership: As long as a quorum is present, the affirmative vote of the majority
of the members present and voting at any chapter meeting shall constitute an act of the
membership.

Section 8. Notification: Members shall be notified at least 30 days in advance of the AGM, and at
least ten (10) days in advance for regular and special meetings. Notification may be by
postal mail, by email, by telephone, via the website, or a combination thereof.
Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be eleven (11) in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, and six (6) Directors.

Section 2. Term of Chapter Officers

A. The Chapter Officers, except the Immediate Past President, shall be elected biennially for a term of two (2) years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of Officers shall begin on June 1 in the year elected.

B. No member shall hold more than one (1) Chapter office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office, unless approved by a unanimous consent of the Board of Directors. The same member cannot assume both the President and Treasurer duties concurrently.

Section 3. Duties of Chapter Officers

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

A. The Chapter President shall:

1. Preside at all meetings of the Chapter and the Board;
2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
3. Appoint all committee chairpersons and members, except for the Nominating Committee, with approval of the Chapter Board;
4. Be an ex-officio member of all committees except the Nominating Committee;
5. Ensure the Chapter is represented by a Chapter leader at all ISACA Chapter leadership events. Attendance of individual(s) should be approved by the Chapter Board;
6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
7. Present an annual report to members at the AGM; such report to consist of reports from various Chapter Officers and committees;
8. Maintain communications with the Association and respond to Association inquiries;
9. Complete and submit the required annual compliance documentation to the Association within 30 days after the Chapter’s AGM;
10. Supervise budgetary matters and proper internal control of finances;
11. Execute agreements authorized by the Chapter Board;
12. Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
13. Perform other duties as pertain to the office of President or which may be delegated by the Chapter Board.
B. The Chapter **Vice President** shall:

1. In the absence of the Chapter President, preside at meetings of the Chapter and the Chapter Board;
2. Perform duties of the President in the event of his/her absence or disability;
3. In the event of a vacancy in the office of President, assume the office of President;
4. Act as liaison between committees and the Chapter Board;
5. Perform a monthly review of balancing reports for the Chapter’s bank accounts; and
6. Perform other duties pertaining to this office, including those identified under the role’s Chapter Position Description.

C. The Chapter **Secretary** shall:

1. Take minutes of the meetings of the Chapter Board, membership meetings, including the AGM, and maintain a copy of such records in accordance with the Chapter’s records retention policies;
2. Maintain accurate attendance records for Chapter Board meetings and membership meetings, including the AGM;
3. Be responsible for the legal affairs, Chapter records, and correspondence pertaining to the Chapter;
4. Assist the President in the administration of Chapter meetings; and
5. Perform other duties pertaining to this office, including those identified under the role’s Chapter Position Description.

D. The Chapter **Treasurer** shall:

1. Be custodian of the Chapter funds;
2. Receive and disburse such funds of the Chapter as shall be required to conduct Chapter affairs and/or activities or as directed by the Chapter Board;
3. If received locally, remit dues to the Association as required;
4. Submit written report at each regular Chapter and Board meeting;
5. Submit annual financial statements for presentation to the membership at the AGM;
6. Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter’s US Dollar account held at the Association;
7. Submit books and records for audit if when required;
8. File any and all required tax forms;
9. File any required notices/maintenance records with the Ohio Secretary of State;
10. Maintain chapter audit records in accordance with the Chapter’s records retention policies;
11. Provide monthly financial and balancing reports to the Chapter Board for review; and
12. Perform other duties pertaining to this office, including those identified under the role’s Chapter Position Description.

E. The **Immediate Past President** of the Chapter shall:
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1. Provide advice and guidance to the President and the Chapter Board;
2. Perform other duties pertaining to this office, including those identified under the role’s Chapter Position Description.

F. Additional Roles

Additional roles for the Chapter include the six (6) Directors who are appointed as chairperson of one or more Chapter committee(s). The Directors are subject to those responsibilities identified under the respective Chapter Position Description(s) for the committee(s) to which the Directors are appointed.

Section 5. Chapter Officer Vacancies

A. If a vacancy occurs in the office of the President, the vacancy shall be filled by the Vice President. If a vacancy occurs in any office, except that of the Immediate Past President or President, the vacancy shall be filled by Chapter Board vote.
B. If a vacancy occurs in the office of Immediate Past President, the position shall remain vacant until filled by routine succession. A previous past president would not fill this role.
C. If a Chapter Officer’s membership in the Association shall for any reason terminate, that individual’s position as a Chapter Officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1. Nominating Committee

A. A Nominating Committee consisting of up to three (3) members elected by the Chapter Board at their February meeting.
B. The Nominating Committee shall solicit candidates from the Chapter membership and shall nominate candidates for offices to be filled at the AGM.
C. The Nominating Committee shall report to the Chapter membership by April 15.
D. To be eligible, candidates for Officer positions must have served for at least one (1) year in the Chapter as a committee member.
E. Nominations from the floor shall not be permitted prior to the election.
F. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter Board and maintained in accordance with the Chapter’s records retention policies.

Section 2. Chapter Elections

A. The Officers shall be elected by ballot by a majority vote.
B. In the event there is only one candidate for any office, voting on that office may be by voice.
   In the event of a tie vote for any Chapter Officer position, the tie will be broken by a second vote.
Article VII. Chapter Board of Directors

Section 1. Composition

The Board of Directors 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;
B. Make recommendations to the Chapter membership;
C. Hold Chapter Board meetings at least nine (9) times a 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 at least three (3) 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 meetings of the Chapter Board 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 electronic Chapter Board meetings 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 a Chapter Chairperson before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote or electronically (e.g., email, virtual chat). If the member 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 or electronic meeting;
E. Hold an Annual Planning Meeting (APM) between June and August each year for the purpose of receiving reports of officers and committees and planning for the coming chapter year. and
F. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local laws.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

A. Establish and approve the annual budget; and
B. Expend funds allotted in the approved budget.

Section 4. Fiscal Year & Annual Financial Statements

A. The fiscal year of the Chapter shall run from June through May, unless otherwise established by the Chapter Board.
B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited by an individual(s) who is NOT a member of this
Chapter. The audit or verification will be approved by the Chapter Board, presented to members at the AGM, and submitted annually to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter’s activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

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

Section 7. Removal

A. Any Officer who fails to attend 50% Chapter Board meetings within a year and/or 50% committee meetings (as applicable) within a 12-month period may be brought before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter Board.

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

Article VIII. Chapter Committees

Section 1. Committee Chairperson and Membership

As noted under Article V, Section 3, each Chapter Director shall serve as a chairperson of one or more Chapter committees with the exception of the Audit Committee. Chairpersons are appointed by the Chapter President and ratified by the Chapter Board. Each committee Chairperson shall appoint members of their respective committee as needed, subject to the approval of the President and Board.

Section 2. Standing Committees

There shall be the following standing committees: the Events Committee, the Advocacy Committee, the Communications Committee, the Academic Relations Committee, the Membership Training Committee, the Treasurer Committee, the Membership Committee, and the Audit Committee.

Section 3. Duties of Standing Committees:

A. The Events Committee shall be responsible for managing Chapter events including Board meetings, Chapter meetings, presentations, trainings and social events. Responsibilities include securing venues and speakers, presenting estimated costs to the Board before booking and aligning costs with budgeted expense amounts. The committee also will prepare attendance documentation,
collect money at the door for events, and provide detailed expense
documentation, cash collection and attendance records to the Treasurer and
Secretary, respectively. The Sub-Committees shall include:

1. Arrangements Sub-committee and
2. Social Events Sub-committee.

B. The Advocacy Committee shall promote the credibility and capability of
ISACA members, the value of ISACA's credentials and the robustness of
ISACA knowledge in the central Ohio area. The committee will present an
annual marketing strategy to the Board including outreach initiatives to local
businesses, universities, government and regulatory agencies and charities. The
Sub-Committees shall include:

1. Community Relations Sub-committee;
2. Diversity & Inclusion Sub-committee;
3. Rising Professionals Sub-committee;
4. SheLeadsTech Sub-committee;
5. Sponsorship Sub-committee; and
6. Volunteer Relations Sub-committee.

C. The Communications Committee shall be responsible for timely
communication of Chapter news and events to the membership through the
Chapter website, email, newsletter, and social media. The Sub-Committees shall
include:

1. Website and Event Management Platform Sub-committee;
2. Newsletter Sub-committee;
3. Webcast Sub-committee;
4. Social Media Sub-committee;
5. Marketing Sub-committee; and
6. Chapter Outreach Sub-committee.

D. The Academic Relations Committee shall promote student awareness of the IT
governance, cybersecurity, privacy, IT audit and risk management professions,
identify member schools, and maintain ongoing working relationships with
school advocates.

E. The Membership Training Committee shall organize and promote seminars
and programs of professional education including exam review training courses.
The Sub-committee shall include:

1. Certification Sub-committee and
2. Programs Sub-committee.

F. The Treasurer Committee shall manage the Chapter finances. The committee
will oversee the annual budgeting process and report financial positions to the
Chapter Board monthly as well as produce an annual report before the month of
March. Responsibilities include reconciling financial transactions to the Chapter
bank account, preparing the Chapter tax return, collecting fees for events and
other activities, maintaining a balanced financial record, and managing the
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Chapter’s incorporation fees and licenses, tax identification number, and insurance.

G. The Membership Committee shall manage the composition of the Chapter members and Officers. The committee is responsible for nominations and elections of the Chapter leadership as well as tracking and maintaining lists of Chapter members and certifications.

H. The Audit Committee shall be appointed annually by the Chapter Board. A Chapter Officer shall not be a chairperson or member of the committee. The committee shall perform an independent audit of the financial affairs of the Chapter, at least annually between March 1 and April 15, and at such other time(s), as deemed advisable. A report of the findings shall be made to the Board on all audits performed.

Section 4. Special Committees

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

Section 5. Committee Meetings

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

Article 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”). Further indemnification specifications may be found in the Chapter’s Affiliation Agreement.

Article X. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership present and voting at a Chapter meeting, or electronically, after ten (10) days’ notice has been mailed or e-mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to the Association. 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 ISACA Board Chair and Chief Executive Officer.

Article XI Parliamentary Authority
The rules contained in the current edition of Robert’s 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 bylaw changes and forward them to the Association with changes indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter bylaw amendments can be approved at any Chapter meeting by a two-thirds (2/3) vote of the Chapter membership present and voting, 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 Chapter Board shall advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, 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 bylaws comply with the Association's bylaws and any applicable laws and requirements.

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