

BOISE CHAPTER

Bylaws of ISACA Boise Chapter

Last Approved May 10th, 2019

Article I Name

The name of this non-union, non-profit organization shall be the Information Systems Audit and Control Association Boise Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), and hereinafter referred to as the "Association". Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

Article II Purpose

Chapter's Purpose

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of Information Technology (IT) governance, Information Systems (IS) audit, security, control and assurance.

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 auditing, quality assurance, security, IS audit and control, and IT governance;
- To encourage a free 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 various management, auditors, higher education, 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 & 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. Active members shall be entitled to vote and 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 shall be entitled to vote and hold office at the Chapter level.
- c) Student Member – full-time student currently enrolled in a degree program of an accredited college or university. Subject to rules established by the Association Board, student members shall be entitled to vote and hold office at the Chapter level.
- d) Recent Graduate—Individuals who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 2: Admissions

- a) Potential members shall:

- i. Meet the requirements of membership as outlined in Article III, Section 1.

- ii. Complete an Association membership application form
 - iii. Pay required Chapter and Association dues to the Association
 - iv. 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 shall be 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. 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 as set by the Association Board of Directors and to the Chapter as required.
- b) Any additional Chapter dues or assessments that is paid directly to the Chapter must be pre-approved by the Association Board.
- c) Resignation – any member who resigns shall not be entitled to a refund of his/her annual Association membership or Chapter 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: Educational Meetings

The educational meetings of the Chapter shall be held monthly September through May, unless otherwise ordered by the Chapter Board.

Section 2: Annual General Meeting

The annual general meeting shall be held in May and shall be for the purpose of electing officers, 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 or by the Chapter Board and shall be called upon written request by 5 members. The purpose of the meeting shall be stated in the call.

Section 4: Notification

Members shall be notified within 30 days of annual general meeting. Members shall be notified at least 10 days in advance of any r special meetings, except in case of emergency. Notification may be by postal mail, email, or telephone.

Section 5: Quorum for Chapter Meetings

The quorum for any annual general or special meeting shall be 15 members. In absence of a quorum, the meeting will be adjourned and reconvened a week later, unless otherwise determined by the Chapter Board. The new date and time will be communicated to members.

Section 6: Act of the Membership

The affirmative vote of the majority of the members present and voting at a regular or special meeting at which a quorum is present shall constitute an act of the members.

Section 7: Mail or Electronic Voting

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.

Article V Chapter Officers

Section 1: The Officers

The Officers of the Chapter shall be the President, Vice President, Secretary, Treasurer, and the Immediate Past President.

Section 2: Term of Chapter Officers

A. The Chapter Officers, except the immediate Past President, shall be elected bi-annually 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 July 1 and serve through June 30.

B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve more than two consecutive, two-year terms in the same Chapter office.

Section 3: Duties of Chapter Officers

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

a) The Chapter **President** shall

1. Supervise, direct, and control the business and affairs of the Chapter,
2. Preside at all meetings of the Chapter and the Chapter Board,
3. Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as representative,
4. Supervise budgetary matters and proper internal control of finances,
5. Be ex-officio, a member of all committees except the Audit and Nominations Committees,
6. Have such other powers and duties as may be prescribed by the Chapter Board or by the Bylaws,
7. Be responsible for submission of the chapter annual report to the Association within 30 days after annual general meeting, and
8. Maintain communications with the Association and respond to Association inquiries.
9. 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:

1. Preside at meetings of the Chapter and the Chapter Board, in absence of the President,
2. Perform the duties of the President in the event of his/her absence or disability, and
3. Perform other duties as pertain to this office.

c) The Chapter **Treasurer** will:

1. Be custodian of Chapter funds,
2. Provide financial statements to the President and other board members at board meetings.
3. Be responsible for the financial affairs of the Chapter.
4. In concert with the President, authorize expenditure from, or transfers of fund from/to, the Chapter US dollar credit account held at the Association,
5. Receive and disburse the funds of the Chapter, subject to the restrictions that may be imposed by the Chapter Board
6. Remit dues to the Association as required
7. Submit books and records for audit when required.
8. File any and all tax forms required, and
9. Help maintain accurate Chapter Meeting attendance records as needed for event billing purposes
10. Perform other duties as pertain to this office.

d) The Chapter **Secretary** will:

1. Prepare the agenda and take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting and maintain a copy of the files.
2. Maintain accurate Chapter Board Meeting attendance records,
3. Be responsible for the Chapter's legal affairs, Chapter records and correspondence pertaining to the Chapter
4. Assist the President in the administration of Chapter membership meetings, and
5. Perform other duties as pertains to this office.

e) The **Immediate Past President** of the Chapter shall:

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

Article VI Chapter Board

Section 1: Organization

The Chapter Board shall consist of the chapter officers specified in Article V, Section 1, as well as the following:

1. Chair of the Audit and Nominations Committee,
2. Chair of the Academic Committee,
3. Chair of the Program Committee,
4. Chair of the Membership Committee,
5. Chair of the Certification Committee,
6. Chair of the Communications Committee, and
7. Chair of the Strategy Committee.

The Chapter Board shall have full power and authority over the affairs of the chapter between membership meetings except as defined in these bylaws. None of the actions of the Chapter Board shall conflict with action taken by the chapter membership, so long as those actions are so authorized in these bylaws.

Section 2: Chapter Officer Vacancies

- a) If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- b) If a vacancy should occur in any office, except that of the Immediate Past President, a majority of the remaining members of the Chapter Board then in office will appoint a Chapter member to serve the remaining portion of the term.
- c) If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain 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.

Section 3: Duties and Responsibilities

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) Meet at least 4 times at a time and place determined by the Chapter Board
- d) Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

Section 4: Audit

The Audit Committee will provide to the Board of Directors an audit of the financial affairs of the Chapter, at least annually, and at such other times as it may deem advisable.

Section 5: Removal

Any board member may be removed from the Chapter Board without cause by an affirmative two-thirds vote of the Chapter Board, provided a quorum is present.

Section 6: Meetings

- a) The Chapter Board will meet monthly or as deemed necessary during the administrative year at a time and place selected by the Chapter Board.
- b) Meetings may be called at any time by the President or three members of the Chapter Board.
- c) For the transaction of business requiring a vote, a majority of the Chapter Board then in office will constitute a quorum.
- d) At all meetings of the Chapter Board, the President will act as Chairperson. In the President's absence, the Vice-President will act as Chairperson. In the absence of the President and Vice-President, the Secretary will preside until the election of a Chairperson pro-temp, which should take place immediately. The members of the Chapter Board, who are present in person will, by majority vote, choose one among them to act as Chairperson for that meeting only.
- e) Notice of meetings of the Chapter Board will be given to each board member in writing not less than two days in advance of the meeting or as the Chapter Board may otherwise direct but no failure in delivery of such notices will invalidate the meeting or any action or proceedings taken at that meeting. Notice may be waived by unanimous consent of the Chapter Board members in writing.
- 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 7: Financial Authority

The Chapter Board shall approve all expenditures. Expenditure of more than \$500 must be approved prior to the expense being incurred.

Section 8: 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.

Article VII Committees

Section 1: Standing Committees

Standing committees will include the: Audit and Nominations Committee, Academic Committee, Certification Committee, Membership Committee, Program Committee, and Communications Committee.

Each Standing Committee Chairperson shall be elected at the Annual General Meeting for a term of one year, 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. If a vacancy occurs in the position of Standing Committee Chairperson, the vacancy shall be filled by the Board of Directors. Each Committee Chairperson will appoint the members of their committee, subject to the approval of the President

Section 2: The Audit and Nominations Committee will:

1. Report to the Chapter Board.
2. Perform an independent review the chapter's accounts and financial records for accuracy and completeness at the administrative year-end and at the change of officers, whether the change be by election or vacancy.
3. Be responsible for the annual election of the Chapter Board including soliciting likely candidates for the offices at least 60 days prior to the election, preparing ballots, and conducting the election.

Section 3: The Academic Committee will:

1. Report to the Chapter Board.
2. Promote the chapter and activities to local education establishments.

3. Assist the Membership Committee with recruiting efforts directed mainly at students to increase the Chapter's student membership.

Section 4: The Program Committee will:

1. Report to the Chapter Board.
2. With the support of the board, plan, organize and execute the annual program of seminars and conferences.
3. Recommend and coordinate planning of monthly Chapter luncheon programs.

Section 5: The Certification Committee will:

1. Report to the Chapter Board.
2. Promote ISACA's certifications examinations locally.
3. Assist in planning and coordinating the chapter's exam review courses.

Section 6: The Membership Committee will:

1. Report to the Chapter Board.
2. Coordinate the recruiting efforts for members, if needed.
3. Provide outreach to new members.
4. Plan and coordinate promotional campaigns intended to promote the chapter to the area.

Section 7: The Communications Committee will:

1. Report to the Chapter Board.
2. Maintain the chapter's website.

Section 8: The Strategy Committee will:

1. Report to the Chapter Board
2. Plan and coordinate efforts with regards to the chapter's short-term and long-term strategy
3. Other duties as assigned by the chapter board.

Section 9: Other Committees

Other committees may be appointed by the President whenever deemed necessary, subject to the approval of the Chapter Board.

Article VIII: Nominations And Elections

Section 1: Nominations

- a) The Audit and Nominations Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- b) Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and a Conflict of Interest form. Nominations may be taken from the floor.

Section 2: Election Timing

- a.) Elections for Chapter Officers will be held at the annual general meeting.
- b.) Annual election of board member committee chairmen will be held at the annual general meeting.

Section 3: Majority Vote

As long as a quorum is present, a majority vote of the members present and voting at the meeting will elect the new Board members.

Article IX Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of the chapter membership after ten (10) days' notice has been 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 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 X 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 another 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 party, by reason for being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or 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 existence of 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 XI Parliamentary Authority

The rules contained in the latest edition of *Robert's Rules of Order Newly Revised* shall be the authority for all matters of procedure for the Chapter not specifically covered by its bylaws or 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 Membership Division of the Association, with change indicated. The Association must give written approval to all bylaws changes prior to submitting for vote by the chapter membership.

Chapter bylaw amendments will be approved, at any annual general meeting or a special meeting called for this purpose. The vote must be by a two-thirds vote by the members present and voting, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least 10 days prior to the meeting at which it will be considered. The Membership Division 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 Board shall conduct a periodic, ideally annually, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws.

Article XIII Other Provisions

Section 1: Administrative/Fiscal Year

The administrative/fiscal year will be effective from July 1 through June 30.

Last Updated	Date Approved by ISACA Board	Date Approved by ISACA HQ	Date Approved by Chapter
03/11/2019	03/20/2019	03/27/2019	05/10/2019
