

Bylaws of ISACA Boise Chapter

Effective: July 1, 2022

Article I Name

Information Systems Audit and Control Association Boise 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.

Article II Purpose

Chapter's 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 Systems (IS) audit, cybersecurity, privacy, 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 IS audit, cybersecurity, control, assurance, and IT governance;
- 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, cybersecurity, privacy, control, and assurance that can be of benefit to them and their employers;
- 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;
- To support the Association's professional certifications and certificates.

Article III Membership & 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 Chapter are:

- 1) Professional Member – Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- 2) 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.
- 3) 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 shall be entitled to vote and hold office at the Chapter level.

- 4) 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: Admissions

- 1) Potential members shall:
- 2) Meet the requirements of membership as outlined in Article III, Section 1
- 3) Complete an Association membership application form
- 4) Pay required Chapter and Association dues to the Association
- 5) Follow the Code of Professional Ethics of the Association
- 6) 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

- 1) 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...
- 2) Resignation – any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4: Member Termination

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

Article IV. Chapter Meetings

Section 1: Educational Meetings

The educational sessions 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. 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 10% of the members. The purpose of the meeting shall be stated in the call.

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: In-person or 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, email 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; Indicate the number of responses needed to meet the quorum requirements;
 - 2) State the percentage of approvals necessary to approve each matter;
 - 3) Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
 - 4) Be considered a special meeting for the purposes of these bylaws.

Section 6: Notification

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

Section 7: Quorum for Chapter Meetings

The quorum for any annual general or special meeting, in-person or electronically, shall be 15% of the 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 8: Act of the Membership

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

Section 9: Documentation Retention

Document retention shall be defined by role. Types of documents will be listed in the Standard Operating Procedures (SOPs).

Article V Chapter Officers

Section 1: The Officers

The Officers of the Chapter shall be eleven in number, constituting: the President, Vice President, Secretary, Treasurer, the Immediate Past President and the following Directors:

- 1) Audit Director,
- 2) Academic Director,
- 3) Program Director,
- 4) Membership Director,
- 5) Certification Director,
- 6) Communications Director

Section 2: Term of Chapter Officers

- A. The President, Vice President, Secretary and Treasurer shall be elected bi-annually for two-year terms. Directors will serve one-year terms. Officers serve 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. Officers (except Directors) may only serve 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, and the parliamentary authority adopted by the Chapter.

The Chapter President shall:

- 1) Preside at all meetings of the Chapter and the Chapter Board,
- 2) Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- 3) 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.
- 4) Supervise budgetary matters and proper internal control of finances,
- 5) Be ex-officio, a member of all committees except the Audit Committee,
- 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) Complete/submit the required annual Compliance documentation to the Association within 30 days after the Chapter's AGM;
- 9) Execute agreements authorized by the Chapter Board of Directors;
- 10) Maintain communications with the Association and respond to Association inquiries.
- 11) Ensure Chapter trainers for ISACA certifications are accredited by ISACA;
- 12) Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

The Chapter Vice President shall:

- 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,
- 3) Monitor Board performance against Bylaws, i.e. documents uploaded at the end of the year, bylaw changes needed, midyear audit review, etc.
- 4) In the event of a vacancy in the office of President, assume the office of President, and
- 5) Perform other duties as pertain to this office.

The Chapter Treasurer shall:

- 1) Be custodian of Chapter funds,
- 2) Submit a written report at each Chapter and Board meeting.
- 3) In concert with the President, authorize expenditure from, or transfers of fund from/to, the Chapter US dollar credit account held at the Association,
- 4) Receive and disburse the 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
- 5) If received locally, remit dues to the Association as required
- 6) Submit books and records for audit when required.
- 7) Submit annual financial statements for presentation to the membership at the AGM,
- 8) File any and all tax forms required,
- 9) Help maintain accurate Chapter Meeting attendance records as needed for event billing purposes and Certified Professional Education audits (CPEs).
- 10) Perform other duties as pertain to this office.

The Chapter Secretary shall:

- 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 with the President 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.

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.

The Directors of Standing Committees shall:

- 1) Directors of standing committees will perform their duties as outlined in the Standard Operating Procedure documents.

Section 4: Chapter Officer Vacancies

- 1) If a vacancy should occur in the office of President, the vacancy shall be filled by the VicePresident.
- 2) If a vacancy should occur in any office, except that of the Immediate Past President or President, the vacancy shall be filled by Chapter Board vote.
- 3) If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled by routine succession.
- 4) If a Chapter officer's membership shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VI: Nominations and Elections

Section 1: Nominations

- 1) The Nominating Committee of three members shall be appointed by the Chapter Board at a meeting held no later than March.
- 2) The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices.
- 3) Nominations from the floor at the Annual General Membership meeting shall be permitted prior to the election.
- 4) Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement, a Conflict of Interest form and a Security Policy.
- 5) The Nominating Committee shall report to the membership election results at the annual general membership meeting and via email to non-attendees.

Section 2: Election Timing

- 1) Elections for Chapter Officers shall be by ballot and will be held at the annual general meeting.
- 2) In the event there is only one candidate for any office, voting on that office may be by voice.
- 3) In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may determine that elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

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 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 and Responsibilities

The Chapter Board shall:

- 1) Supervise the affairs and conduct the business of the Chapter between business meetings
- 2) Make recommendations to the membership
- 3) Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

Section 3: Removal

- A. Any officer who fails to attend 50% of all Chapter Board meetings within a year may be removed from the Chapter Board by a majority vote of the entire Chapter Board.
- B. Any officer may be removed from the Chapter Board without cause by a majority vote of the entire Chapter Board.

Section 4: Meetings

- 1) The Chapter Board will determine the time and place of the monthly Board meetings and any other Board meetings during the administrative year.
- 2) Special meetings may be called at any time by the President or three members of the Chapter Board.
- 3) A majority of the Chapter Board then in office will constitute a quorum.
- 4) 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 and in case of special meetings, shall include the purpose of the meeting.
- 5) Regular or special meetings 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 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 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 5: Financial Authority

The Chapter Board shall have the authority to:

- 1) Approve the annual budget.
- 2) Expend funds allotted in the approved budget.

Section 6: Fiscal Year & Annual Financial Statements

- 1) The fiscal year of the Chapter shall run from July 1 to June 30.
- 2) The Chapter Board shall ensure that annual financial statements are prepared and verified or audited—as required by local law and/or these chapter bylaws—by an individual(s), who is NOT a member of this chapter. The verification or audit will be approved by the Chapter Board and submitted annually to the Association as part of compliance reporting.

Section 8: Insurance

The Chapter Board shall carry at all times adequate insurance coverage 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.

Article VII Committees

Standing Committees

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

Section 1: The Audit Committee shall:

- 1) Report to the Chapter Board.
- 2) Ensure a Board independent review of 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 is by election or vacancy.

Section 2: The Academic Committee shall:

- 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 3: The Program Committee shall:

- 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 4: The Certification Committee shall:

- 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 5: The Membership Committee shall:

- 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.
- 5) When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.

Section 6: The Communications Committee shall:

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

Section 7: Other Committees

Other committees may be created by the Chapter Board and appointed by the President subject to the approval of the Chapter Board.

Section 8: 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 Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of the chapter membership present and voting at a Chapter meeting 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 ISACA Global/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 X 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 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 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 Chapter Board should 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 annually, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association’s bylaws.

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
03/29/2022	05/04/2022	05/06/2022	