

Bylaws of ISACA Harrisburg Chapter (045)

Effective: 10/23/2009

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Harrisburg 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 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, 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 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 shall be entitled to 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. Proof of enrollment shall be submitted annually. Student members shall be entitled to vote and shall be entitled to 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 shall be held on a schedule, and at locations determined by the Chapter Board. A minimum of Six (6) meetings shall be held each program year unless precluded by lack of Chapter resources.

Section 2. Annual General Meeting

The regular meeting in the month of June or identified as such in another month during the 2nd Quarter of the calendar year, shall be known as the annual general meeting 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, two members of the Chapter Board or upon written request b five (5) members of the Chapter membership. The purpose of the meeting shall be stated in the call.

Section 4. 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.

Section 5. Quorum

The quorum for any regular, annual general or special meeting shall be Ten (10) members including by proxy. In absence of quorum, the meeting will be adjourned, and reconvened one week later. 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 at any chapter meeting shall constitute an act of the membership.

Section 7. 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 regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be ten (10) in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, Five (5) directors shall be the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected 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. An exception may be made should there be no candidates for the office.
- B. No member shall hold more than one Chapter office at a time except in the case of Vice President and Immediate Past President. An exception may be made on an interim basis until a new officer is designated. There will be one vote per person, regardless of the number of positions they hold.
- C. The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

Section 3. Duties of Chapter Officers

A. The Chapter **President** shall:

- Preside at meetings of the Chapter and the Board,
- Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board,
- Be an ex-officio member of all committees except the Nominating Committee,
- Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate,
- Maintain communications with the Association and respond to Association enquiries,
- Be responsible for submission of the chapter annual report to the Association within 30 days after the annual general meeting,
- Supervise budgetary matters and proper internal control of finances, and
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter **Vice President** shall:

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

C. The Chapter **Secretary** shall:

- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
- Maintain accurate attendance records,
- Be responsible for maintaining 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 **Treasurer** shall:

- Be custodian of Chapter funds,
- Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
- Remit dues to the Association as required,
- Submit a written financial report at board meetings, as required.
- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
- Submit annual financial statements for presentation to the membership at the annual general meeting, and for inclusion in the Chapter Annual Report,
- Submit books and records for audit when required,
- File any and all tax forms required, and
- Perform other duties as pertain to this office.

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

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

F. The **Director of Membership** shall:

- Maintain accurate lists of membership,
- Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
- Report on membership data from the Association,
- Coordinate plans for maintaining and Increasing Chapter membership,
- Forward information on events and other pertinent information to emails lists as appropriate,
- Maintain electronic email list of members and guests; and
- Perform other duties as pertain to this office.

G. The **Director of Education** shall:

- Recommend and oversee seminars and programs of professional education,

Maintain a speakers' registry,
Research training opportunities and periodically present them to the Chapter Board for consideration in planning future Chapter events or programs,
Coordinate scholarship initiatives approved by the Board,
Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions, and
Perform other duties as pertain to this office.

H. The **Director of Certifications** shall:

- Maintain resource material related to certifications,
- Promote accreditation within the Chapter membership, including exam preparation sessions,
- Report to Chapter Board on exam results,
- Act as a liaison between exam participants and the Association, and
- Encourage Chapter membership to participate in review of Association standards and guidelines,
- Provide liaison with Association re: IT governance issues and approaches to dissemination,
- Assist in the inclusion of IT governance presentations in the chapter education sessions,
- Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
- Stay current with the offerings of the Association as related to IT governance,
- Assist in expanding awareness and use of IT governance, and
- Perform other duties as pertain to this office.

I. The **Director of Arrangements** shall:

- Contract for and coordinate facilities, for the regular meetings and seminars,
- Arrange for all audio visual needs of the speakers
- Arrange for any food or refreshments provided for the regular meetings or seminars,
- Coordinate and maintain registration attendance for chapter events,
- Coordinate the transfer of event registration funds to the chapter treasurer, and
- Perform other duties as pertain to this office.

J. The **Director of Publications/Webmaster** shall:

- Promote the Chapter by publication of program information through the chapter website,
- Identify, publish and use other means of disseminating information about events and the chapter, where appropriate (example: web postings, job postings, training summaries, etc), and
- Perform other duties as pertain to this office.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in any office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.
- B. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- C. 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.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A. Nominations shall be open, and will be declared open by the president at the regular meeting in the month of March, April or May. Nominations will then be accepted from the floor from any member of the Chapter.
- B. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. 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 at least Four (4) times a year 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
- F. Oversee seminars and programs of professional education hosted by the chapter.
- G. Meetings of the chapter board may be held electronically. A conference meeting must be arranged 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 meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-program related expenditures above \$500 up to \$10,000. Non-program related expenditures over \$10,000 will require prior approval of the membership.
- C. Authorize non-budgeted program expenditures not to exceed \$20,000 without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from July 1st to June 30th unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Insurance

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

Article VIII. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a 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 International 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. 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 XI. Amendment of Chapter Bylaws

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

The revised Chapter bylaws will be approved, at any regular meeting or annual general meeting, by a two-thirds (2/3) vote of those present at the meeting, provided that the amendment has been submitted in writing at the previous regular meeting, or has been 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 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 count requirements.

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