

Bylaws of the Information Systems Audit and Control Association – St. Louis Chapter

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Article I: Name

The name of this non-union, non-profit organization shall be the ISACA St. Louis 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 entity independent from any other association, enterprise, or entity.

Article II. 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, auditing, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit and control, assurance and security techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit and control, assurance, and security that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and to IT governance and IS professionals the importance of establishing controls necessary to ensure 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. Active members shall be entitled to vote and 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. Proof of enrollment shall be submitted annually to the Association. Student members shall be entitled to vote. Student members shall be entitled to hold office at the Chapter level with the approval of the Chapter Board.

Section 2. Admissions

- 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. Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. The regular meetings of the Chapter shall be held on the third Wednesday of each month and include an education session, unless otherwise ordered by the Chapter Board. Other educational sessions will be offered from time-to-time based on sufficient membership interest and at the discretion and approval of the board.

Section 2. The regular meeting in May shall be known as the Annual General Meeting and shall be for the purpose of announcing elected officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special meetings may be called by the President or by the Chapter Board and shall be called upon written request by five (5) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given.

Section 4. 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. Members shall be notified via e-mail within 30 days of regular monthly meetings, annual general meeting and special general meeting.

Section 6. Fifty (50) members of the membership shall constitute a quorum at any regular or special meeting.

Section 7. The affirmative vote of the majority of the members present at a regular or special meeting at which a quorum is present shall constitute an act of the members.

Article V. Chapter Officers

Section 1. The President, Executive Vice-President, Administrative Vice-President, Secretary, Treasurer, and immediate Past President shall be the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected annually 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 office shall begin at the close of the annual meeting at which they are 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 as Officer 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:
 - Preside at all meetings of the Chapter and the Chapter Board.
 - Appoint, with the approval of the Chapter Board, all standing committee chairpersons and committee members.
 - Be an ex-officio member of all committees except the Nominating Committee.
 - Represent the Chapter at Leadership Conferences and any other conferences and functions, where appropriate or appoint another Chapter Board member as a representative.

- Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees.
 - Maintain communications with the Association and respond to Association inquiries.
 - Supervise budgetary matters and proper internal control of finances.
 - Arrange gifts to Officers and Committee members to be presented at the Annual General Meeting.
 - Establish/Maintain relationships with regional ISACA chapters.
 - Establish/Maintain relationships with other local organizations (e.g., IIA, ISSA).
 - Be responsible for submission of the required annual Chapter reports to the Association within 30 days or responsible period of time after the Annual General Meeting.
 - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter Executive Vice President shall:
- Perform the duties of the President in the event of his/her absence or disability.
 - Arrange gift to outgoing President to be presented at the Annual General Meeting.
 - Perform other duties as pertain to this office.
- C. The Chapter Administrative Vice President shall:
- Perform the duties of the President in the event of his/her absence or disability and the absence of the Executive Vice-President.
 - Arrange annual audit of financial records.
 - Perform other duties as pertain to this office.
- D. The Chapter Secretary shall:
- Take and distribute minutes of the meetings of the Chapter Board
 - Be responsible for the legal affairs, Chapter reports and communications and correspondence pertaining to the Chapter
 - Notify the Association of new officers within 30 days after annual general meeting
 - Oversee submission and management of Marketing Assistance program from the Association.
 - Perform other duties as pertain to this office.
- E. The Chapter Treasurer shall:
- Be custodian of Chapter funds.
 - Receive monies and disburse funds only upon the sanction of the Chapter Board or the Chapter membership.
 - Prepare a profit & loss report for each meeting and distribute at each Board meeting
 - Submit books and records for audit when required.
 - File any and all tax forms required.
 - Review and reconcile CVent activity monthly.

- Prepare an annual Chapter budget.
- Manage website advertising in accordance with the guidelines and coordinate the activity with the Website Committee.
- Submit annual financial statements for presentation to the membership at the Annual General Meeting.
- Perform other duties as pertain to this office.

- F. The immediate Past President of the Chapter shall:
- Serve in an advisory capacity to the Board.
 - Perform other duties as assigned by the President.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Executive Vice-President.
- B. If a vacancy should occur in any office, except that of the President or immediate Past President, the vacancy shall be filled by Chapter Board appointment.
- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. Chapter Officers must maintain their membership throughout their entire term of office. 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 Nominating Committee of three (3) members shall be elected by the Chapter Board at the last Board meeting of each calendar year.
- B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership at the regular meeting in April.
- D. Nominations from the floor shall be permitted prior to the election. Floor nominations require that the candidate shall have consented to serve.
- E. Each candidate shall have consented to serve.

Section 2. Chapter Elections

- A. Officers shall be elected by ballot (either electronically or paper).
- 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. The Chapter Board shall consist of the Chapter officers and the eight (8) committee chairpersons. The Chapter Board shall have full power and authority over the affairs of the chapter between membership meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the chapter and none of its acts shall conflict with action taken by the chapter.

Section 2. Duties

The Chapter Board shall:

- Supervise the affairs and conduct the business of the Chapter between business meetings
- Make recommendations to the membership
- Be subject to the orders of the membership
- Meet four (4) times a year, either in person or electronically
- Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- Represent the Chapter at Leadership Conferences and Presidents Council Meetings
- Have a Board member conduct Officer Elections 30 days before Officers' term expiration.

Section 3. Power of Execution

- All contracts and other legal documents shall be signed in the name of the Chapter by the President or Executive Vice – President in the President's absence.

Section 4. Financial Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget.
- B. Authorize non-budgeted expenditures not to exceed \$3000 without prior approval of the membership.
- C. Individual Officer – Board Member Limitations – No officer, board member, or committee shall have any power to incur or contract any liability in excess of approved budgeted amounts without prior approval from the President or based on separate board review, action, and approval.
- D. Investments – Board approves the investment of excess funds and where they are invested.

Section 5. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from January 1 to December 31.
- 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.
- C. Auditors – Board approves firm to be used as the auditor for auditing the chapter's financial records

Section 6. Insurance

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

Section 7. Quorum

- A. A majority of the Chapter Board shall constitute a quorum.
- B. The affirmative vote of the majority of directors present at a meeting at which a quorum is present shall constitute an act of the Chapter Board.
- C. If a quorum exists at the board meetings; voting on board issues shall be conducted by verbally cast when a vote is called. If an issue arises outside a board meeting, votes shall be cast electronically. In either case, a simple majority will be used to determine if the issue is passed or failed.

Article VIII. Chapter Committees

Section 1. There shall be the following standing committees: education, arrangements, membership, certification, university relations, publication, website and social media.

Section 2. Duties of standing committees:

- A. Education Committee
 - Develop an annual event schedule of local professional development meetings
 - Obtain a speaker for each seminar
 - Work with the Arrangements committee to define facility needs for the seminars
 - Prepare meeting information and notify Publication & Social Media Committees of each meeting so that they may advertise
 - Coordinate payment of speaker-related expenses with the Treasurer
 - Acquire gifts for meeting speakers
- B. Arrangements Committee
 - Make physical arrangements for all chapter meetings
 - Coordinate paying any facilities charges with Treasurer

- Accept reservations for meetings
 - Accept payment for meetings
 - Keep track of CPEs associated with meetings
 - Account for all revenues and expenses from meetings
 - Maintain sign-in sheets for attendance proof for CPE audits for 5 years
 - Coordinate on-line meeting registration
 - Manage Cvent configuration to support meeting registration
- C. Membership Committee
- Promote local Chapter and Association membership
 - Prepare and distribute the annual Chapter Membership Directory
 - Coordinate member retention effort
- D. Certification Committee
- Promote all ISACA certification programs
 - Coordinate recognition of all exam passers and those awarded certification in the newsletter, on the website and at a meeting
 - Coordinate study courses for candidates if annual membership survey indicates a high demand
- E. University Relations Committee
- Coordinate university relations.
 - Coordinate student relations.
 - Recruit Student Members
- F. Publication Committee
- Publish a quarterly newsletter including a message from the Chapter President, announcements of new members & exam passers, meetings, events, CPE opportunities, ISACA International information, open positions and other information that is appropriate.
 - Distribute all Chapter announcements, including meeting advertisements.
- G. Website Committee
- Maintain and administer website
 - Publish content as it is provided by Board members, Committee Chairs, Publications Committee and others
 - Keep website structure , navigation process current, along with features and capabilities within ISACA guidelines and limitations to support keeping content as fresh as reasonably possible
 - Advertise position openings on the website in accordance with the rules
- H. Social Media Committee

- Maintain all Chapter social media accounts
- Promote Chapter and International activities through social media outlets
- Prior to every Chapter Board meeting:
 - Prepare social media activity report
 - Draft all social media content for Chapter Board approval

Section 3. Special committees may be created as necessary by the chapter membership or the chapter board.

Article IX. 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 of 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 X. Dissolution

If dissolution of the Chapter becomes inevitable, 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 International Headquarters. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) 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 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 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 must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

Chapter bylaw 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 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 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.