

Bylaws of ISACA Saint Louis Chapter

Effective: 04/01/2019

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Saint Louis Chapter, hereinafter referred to as “Chapter,” 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 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, 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, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, 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, 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 IT governance.

Article III. Membership and 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. 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 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. Admission

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

- 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 by 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 sessions

Educational sessions of the Chapter membership shall be held at least four (4) times per year, unless otherwise determined 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, the Chapter Board or upon written request by 50 of the members. The purpose of the meeting shall be stated in the call.

Section 4. 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.

Section 5. Quorum for Chapter Meetings

The quorum for any annual general or special meeting shall be 50 members. In absence of quorum, the meeting will be adjourned, and reconvened one 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 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 special meetings. Notification may be by postal mail, email, or telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

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

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the Immediate Past President, shall be elected 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(s) at a time, and no member shall be eligible to serve more than one consecutive terms in the same Chapter office.

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:
 - Preside at meetings of the Chapter and the Chapter Board;
 - Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
 - Appoint all committee chairpersons and members, with approval of the Chapter Board;
 - Be an ex-officio member of all committees, except the Nominating Committee;
 - Represent the Chapter at ISACA Leadership Conferences, and other conferences and functions, where appropriate, or appoint another Chapter Board member as a representative;
 - Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
 - 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 enquiries;
 - Be responsible for submission of the required annual Chapter reports to the Association within 30 days after the annual general meeting;
 - Supervise budgetary matters and proper internal control of finances;
 - Ensure chapter trainers for ISACA certifications are accredited by ISACA; and
 - 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:
 - Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
 - Perform the duties of the President in the event of his/her absence or disability;
 - Assume the office of President in the event of a vacancy in the office of President; and
 - Perform other duties as pertain to this office.
- C. The Chapter **Administrative Vice President** shall:
 - Preside at meetings of the Chapter and the Chapter Board, in the absence of the President and Executive Vice-President;
 - Arrange annual audit of financial records.
 - Perform other duties as pertain to this office.
- D. 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 the legal affairs, 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.
- E. 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 report at each regular Chapter and Board meeting;
 - Along 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;
- Submit books and records for audit, when required;
- File any and all tax forms required; and
- Perform other duties as pertain to this office.

- F. The **Immediate Past President** of the Chapter shall:
- Provide advice and guidance to the new President and Chapter Board, and
 - Perform other duties as pertain to this office.

Section 4. Chapter Officer Vacancies

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

Section 5. Qualifications of Chapter Officers

Chapter Officers are required to meet the following qualifications:

- A. Candidates for President and Executive Vice-President are required to:
 - i. Have been dues-paying active or retired members in good standing of the Association and the Chapter, as outlined in Article III, for a minimum of three (3) years prior to the upcoming election.
 - ii. Have previously served on the Chapter Board as an elected Chapter Officer for a minimum of two (2) years prior to the upcoming election.
- B. Candidates for Administrative Vice-President, Secretary and Treasurer are required to have been dues-paying active or retired members in good standing of the Association and the Chapter, as outlined in Article III, for a minimum of one (1) year prior to the election.
- C. If no candidates meet the requirement, the requirement is waived.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of three (3) members shall be elected by the Chapter Board in January.
- B. The Nominating Committee shall solicit candidates for office 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 May.
- D. Nominations from the floor shall not be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have completed/signed 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. Have regular Chapter Board meetings—at least four (4) meetings per 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 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. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- E. 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 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget.
- B. Expend funds allotted in the approved budget.
- C. Authorize non-budgeted expenditures not to exceed \$3,000 without prior approval of the membership.

Section 4. 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, audited or verified by individual(s) other than the Chapter Board, and approved by the Chapter Board, presented to members at the annual general meeting, and submitted annually to the Association as part of compliance reporting.

Section 5. 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.

Section 6. Quorum The quorum for any regular or special meeting of the Chapter Board shall be a majority of the members of the Board.

Section 7. Removal

- A. Any Officer who fails to attend four (4) Chapter Board meetings within a year will be brought before the Chapter Board and may be removed from office by a majority vote of the Chapter Board of Directors.
- B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board, by a majority vote of the members of the Chapter Board of Directors.
- C. Any Officer being considered for removal from the Chapter Board shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Program Committee

There shall be a Program Committee with the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Special Committees

Other committees may be created as necessary by 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. Notwithstanding the forgoing, this indemnification obligation shall not extend 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 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 Chair of ISACA's Board of Directors and Chief Executive Officer.

Article XI. 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 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 will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Relations team 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.

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