

# Bylaws of ISACA New England Chapter

Effective: 07/01/2011

## Article I. Name

The name of this non-union, non-profit organization shall be ISACA New England 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 and career advancement 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 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.

### *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.

- 59 **Section 3. Dues**  
60 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter  
61 Board, plus Association dues.  
62 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.  
63 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as  
64 required.  
65 D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.  
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67 **Article IV. Chapter Meetings**  
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69 **Section 1. Educational sessions**

70 Educational sessions of the Chapter membership shall be held at least monthly from September until the annual  
71 general meeting unless otherwise determined by the Chapter Board.  
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73 **Section 2. Annual General Meeting**

74 The annual general meeting shall be held in June and shall be for the purpose of electing officers, receiving  
75 reports of officers and committees, and for any other business that may arise. The date and location of the annual  
76 general meeting shall be determined by the Chapter Board.  
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78 **Section 3. Special Meetings**

79 Special meetings may be called by the President, the Chapter Board or upon written request by 20 of the members  
80 in good standing. The purpose of the meeting shall be stated in the call.  
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82 **Section 4. Mail or Electronic Voting**

83 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions  
84 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of  
85 these bylaws.  
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87 **Section 5. Quorum for Chapter Meetings**

88 The quorum for any regular, annual general or special meeting shall be at least 20 members. In absence of  
89 quorum, the meeting will be adjourned, and reconvened in a reasonable amount of time, not to exceed one month  
90 later. The new date and time will be communicated to members.  
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92 **Section 6. Act of the Membership**

93 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the  
94 membership.  
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96 **Section 7. Notification**

97 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10  
98 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by  
99 postal mail, by telephone, by email or other electronic means.  
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101 **Article V. Chapter Officers**  
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103 **Section 1. Chapter Officers**

104 The Officers of the Chapter shall be eleven (11) in number, constituting:  
105 President, Executive Vice President, Assistant Vice President, Secretary, Treasurer, Immediate Past President, and  
106 five (5) directors. Additional directors at large (up to 4) can be added at any time at the discretion of the board.  
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108 **Section 2. Term of Chapter Officers**

- 109 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of one year and the  
110 Treasurer and President which shall be elected for a term of two years, or until their successors are elected  
111 and assume office, or until they resign or are removed from office. The term of office shall begin at the close  
112 of the annual meeting at which they are elected.  
113 B. No member shall hold more than two Chapter office(s) at a time, and no member shall be eligible to serve  
114 more than three consecutive terms in the same Chapter office.  
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116 **Section 3. Duties of Chapter Officers**  
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- 118 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted  
119 by the Chapter.  
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- 121 A. The Chapter **President** shall:
- 122 • Preside at meetings of the Chapter and the Chapter Board,
  - 123 • Appoint all committee chairpersons and members ,
  - 124 • Be an ex-officio member of all committees except the Nominating Committee,
  - 125 • Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences  
126 and functions, where appropriate or appoint another Chapter Board member as a representative,
  - 127 • Present an annual report to members at the annual general meeting - such report to consist of reports  
128 from various Chapter officers and committees,
  - 129 • Maintain communications with the Association and respond to Association inquiries,
  - 130 • Be responsible for submission of the required annual chapter reports to the Association within 30 days  
131 after the annual general meeting,
  - 132 • Supervise budgetary matters and proper internal control of finances, and
  - 133 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter  
134 Board.
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- 136 B. The Chapter **Executive Vice President** shall:
- 137 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
  - 138 • Perform the duties of the President in the event of his/her absence or disability, and
  - 139 • Perform other duties as pertain to this office.
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- 141 C. The Chapter **Assistant Vice President** shall:
- 142 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President and Executive  
143 Vice President,
  - 144 • Perform the duties of the President in the event of his/her absence or disability, and
  - 145 • Perform other duties as pertain to this office.
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- 147 D. The Chapter **Secretary** shall:
- 148 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,  
149 and maintain a copy of the records,
  - 150 • Maintain accurate attendance records,
  - 151 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
  - 152 • Assist the President in the administration of Chapter membership meetings, and
  - 153 • Perform other duties as pertain to this office.
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- 155 E. The Chapter **Treasurer** shall:
- 156 • Be custodian of Chapter funds,
  - 157 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the  
158 carrying on of its activities or as directed by the Chapter Board,
  - 159 • Remit dues to the Association as required,
  - 160 • Submit a written report at each regular meeting,
  - 161 • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US  
162 dollar credit account held at the Association,
  - 163 • Submit annual financial statements for presentation to the membership at the annual general meeting,
  - 164 • Submit books and records for audit when required,
  - 165 • File any and all tax forms required, and
  - 166 • Perform other duties as pertain to this office.
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- 168 F. The **Immediate Past President** of the Chapter shall:
- 169 • Provide advice and guidance to the new President and Chapter Board, and
  - 170 • Perform other duties as pertain to this office.
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- 172 G. The **Program Director** shall:
- 173 • Coordinate training and educational sessions including seminars and breakfast meetings,
  - 174 • Perform other duties as pertain to this office.

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- H. The **Membership Director** 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,
  - Maintain electronic lists of members and guests, with due regard to security and privacy issues,
  - Forward information on events and other pertinent information to e-mail lists,
  - Identify and use other means of disseminating information about events and the chapter, where appropriate, and
  - Perform other duties as pertain to this office.
  
- I. The **Certification Director** shall:
  - Maintain resource material related to certifications offered by ISACA,
  - Promote certification accreditation within the Chapter membership, including exam preparation sessions where appropriate,
  - Maintain exam participation rate, where applicable to sustain the local area as an exam writing site,
  - Report to Chapter Board on exam results,
  - Act as a liaison between exam participants and the Association,
  - Encourage Chapter membership to participate in review of Association standards and guidelines,
  - Assist in the inclusion of IT governance, Risk, and other areas of focus of ISACA in presentations in the chapter education sessions,
  - Coordinate with outside bodies on awareness, presentations and conferences related to ISACA certifications,
  - Stay current with the offerings of the Association as related to COBIT and other IT-governance resources, and
  - Perform other duties as pertain to this office.
  
- J. The **Marketing Director** shall:
  - Conduct general marketing and publicity of the Chapter, all ISACA certifications, COBIT, Val IT the Association, and any other new initiative,
  - Coordinate initiatives involving partnerships and alliances,
  - Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
  - Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
  - Perform other duties as pertain to this office.
  
- K. The **Academic Relations Director** shall:
  - Provide liaison with academic institutions,
  - Establish opportunities to brief appropriate classes of academic institutions on ISACA, all ISACA certifications and IT governance,
  - Coordinate scholarship initiatives approved by the Chapter 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.
  
- L. The **Directors at Large** shall:
  - Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.

**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 other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.

- 233 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by  
234 routine succession.  
235 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position  
236 as Chapter officer shall automatically become vacant.  
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239 **Article VI. Nominations and Elections**  
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241 ***Section 1. Chapter Nominations***  
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- 243 A. A Nominating Committee of three members shall be elected by the Chapter Board at their January  
244 meeting.  
245 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall  
246 nominate candidates for offices to be filled at the annual general meeting.  
247 C. The Nominating Committee shall report to the membership at the regular meeting in April.  
248 D. Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented  
249 to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.  
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252 ***Section 2. Chapter Elections***  
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- 254 A. Officers shall be elected by ballot.  
255 B. In the event there is only one candidate for any office, voting on that office may be by voice.  
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257 **Article VII. Chapter Board**  
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259 ***Section 1. Composition of the Chapter Board***  
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261 The Chapter Board shall consist of the officers listed in Article V, Section 1.  
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263 ***Section 2. Duties***  
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265 The Chapter Board shall:

- 266 A. Supervise the affairs and conduct the business of the Chapter between business meetings  
267 B. Make recommendations to the membership  
268 C. Be subject to the orders of the membership  
269 D. Meet at least every other month at a time and place determined by the Chapter Board  
270 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter  
271 F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be  
272 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before  
273 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be  
274 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.  
275 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.  
276 The minutes of the meeting shall be approved at the next in-person meeting.  
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278 ***Section 3. Financial Authority***  
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280 The Chapter Board shall have the authority to:

- 281 A. Approve the annual budget  
282 B. Expend funds allotted in the approved budget  
283 C. Authorize non-budgeted expenditures not to exceed \$10,000.00 without prior approval of the membership.  
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285 ***Section 4. Fiscal Year & Annual Financial Statements***  
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- 287 A. The fiscal year of the Chapter shall run from July 1<sup>st</sup> to June 30<sup>th</sup> unless otherwise established by the Chapter  
288 Board.  
289 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,  
290 presented to members at the annual general meeting, and that proof of the audit is submitted as part of the  
291 Chapter Annual Report to the Association.

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**Section 5. Insurance**

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

**Section 6. Quorum**

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

**Article VIII. Chapter Committees**

**Section 1. Standing Committees**

There shall be the following standing committees: program, membership, certification, audit, strategic planning, marketing, academic relations and others as necessary.

**Section 2. Duties of Standing Committees**

- A. The program committee shall develop and implement the Chapter training and development events for the year. The program committee shall also recommend and oversee seminars of professional education, except exam review courses.
- B. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- C. The certification committee shall assist the chapter certification exam coordinator(s) in promoting ISACA’s certification examinations and professional designations locally, and shall provide assistance in planning and conducting chapter’s exam review courses.
- D. The audit committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the completion date of the audit will be after the annual general meeting, members are to be advised that they may request a copy of the audit letter, to be communicated to them upon completion. Members of the audit committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have a conflict of interest (example: the Treasurer shall not be part of the audit committee).
- E. The strategic planning committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the chapter members concerning ways and means by which the Chapter’s purpose given in Article II can be met. The committee shall consist of a chairperson appointed by the president plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
- F. The marketing committee shall conduct general marketing and publicity of the Chapter and any new initiatives. The committee shall acquire any required marketing materials from ISACA International and incorporate into chapter activities.
- G. The academic relations committee shall maintain liaison relationships with academic institutions and establish opportunities to brief appropriate classes of academic institutions on ISACA and all ISACA certifications and IT Governance. The committee shall assist with coordination of scholarship initiatives approved by the board.

**Section 3. 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, 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

351 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
352 agreement predicated on existence of such liability.  
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354 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking  
355 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or  
356 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such  
357 office.  
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359 **Article X. Dissolution**

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361 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the  
362 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the  
363 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for  
364 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International  
365 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or  
366 civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code  
367 with the approval of the Association's International President and Chief Executive Officer.  
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369 **Article XI. Parliamentary Authority**

370 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, shall govern the chapter in all  
371 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules  
372 the chapter may adopt.  
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374 **Article XII. Amendment of Chapter Bylaws**

375 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of  
376 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them  
377 being submitted for a vote by chapter membership.  
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379 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the  
380 amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire  
381 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership  
382 Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a  
383 copy of the approved version of the Bylaws.  
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385 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.  
386 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country  
387 or state requirements.  
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