

ISACA Rhode Island Chapter

Bylaws

Effective 16 July 2007

Article I. Name

The name of this non-union, no-profit organization will be the ISACA Rhode Island (ISACA-RI) 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

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 will be eligible for membership in the Chapter, and the

Association, subject to rules established by the Association Board. Members will 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 will 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 will be submitted annually to the Association. Student members will not be entitled to vote and hold office at the Chapter level.

Section 2. Admissions

- A. Potential members will:
 - 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 will be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 3. Dues

- A. Chapter dues will 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 will no longer be deemed a member.
- C. A member will 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. The regular meetings of the Chapter will be held monthly, September–May , unless otherwise ordered by the Chapter Board.

Section 2. The regular meeting in May will be known as the annual general meeting and will be for the purpose of electing officers, receiving reports of the 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 will be called upon written request by five (5) members. The purpose of the meeting will be stated in the call. Except in cases of emergency, at least 10 days notice will be given. Paper mail or electronic means (i.e., e-mail) 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 the bylaws.

Section 4. Members will be notified within 30 day of the annual general meeting or any special general meeting.

Section 5. Fifteen (15) members will constitute a quorum at any regular or special meeting.

Article V. Chapter Officers

Section 1. The President, Vice President, Secretary, Treasurer, immediate Past President, and a minimum of four (4) directors will be the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, will be elected for a term of two years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office will begin at the close of the annual meeting at which they are elected.
- B. No member will hold more than two (2) Chapter offices at a time, and no member will be eligible to serve more than two (2) consecutive terms in the same Chapter office.

Section 3. Duties of Chapter Officers

Chapter officers will perform the duties prescribed by these bylaws, by the Chapter Board, or the parliamentary authority adopted by the Chapter

A. The Chapter President will:

- Preside at all meetings of the Chapter and the Chapter Board
- Appoint, with the approval of the Chapter Board, all committee chairs and committee members
- Be an ex-officio member of all committees except a Nominating Committee, if one is established
- Represent the chapter at Leadership Conference/Presidents Council Meeting(s)
- Maintain communications with the Association and respond to Association inquiries
- 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

B. The Chapter Vice President will:

- Perform the duties of the President in the event of his/her absence or disability
- Provide oversight to the Program & Education committee work.

C. The Chapter Secretary will:

- Take minutes of the meetings of the Chapter Board and membership meetings and maintain the files of previous minutes for at least five (5) years

- Maintain accurate lists of the membership and attendance records
- Be responsible for the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter

D. The Chapter Treasurer will:

- Be custodian of Chapter funds
- Receive all monies and disburse funds only upon the sanction of the Chapter Board or the Chapter membership
- Remit dues to the Association as required
- Submit a written report at each regular meeting
- Submit books and records for audit
- Submit annual financial statements for presentation to the membership at the annual general meeting
- File any and all tax forms required

E. The immediate Past President of the Chapter will:

- Serve in an advisory capacity
- Perform other duties as assigned by the President

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in any office, except that of the President or immediate Past president, the vacancy will be filled by Chapter Board appointment.
- B. If a vacancy occurs in the office of immediate Past President, the vacancy will remain until filled by routine succession.
- C. Chapter Officers must maintain their membership throughout their entire term of office.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. Nominations will be open, and will be declared open by the President at the regular meeting in the month of February. Nominations will then be accepted from the floor from any members of the Chapter.
- B. Each candidate will have consented to serve and have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. Officers will be elected by voice vote.
- B. The voice vote may be confirmed by ballot if so requested by two or more members.

Article VII. Chapter Board

Section 1. The Chapter Board will consist of the Chapter officers. The Chapter Board will have full power and authority over the affairs of the Chapter between the membership meetings except as defined in these bylaws. The Chapter Board will be subject to the orders of the Chapter and none of its acts will conflict with action taken by the Chapter.

Section 2. Duties

The Chapter Board will:

- 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. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- E. Meet quarterly (August, November, February, May) at a time and place determined by the Chapter Board.

Section 3. Authority

The Chapter Board will have the authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-budgeted expenditures not to exceed \$500 (five hundred dollars) without prior approval of the membership.

Section 4. Quorum—A majority of the Chapter Board will constitute a quorum.

Section 5. Action—The affirmative vote of the majority of directors present at a meeting at which a quorum is present will constitute an act of the Chapter Board.

Section 6. Insurance—The Chapter Board will secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Article VIII. Chapter Committees

Section 1. The Chapter will appoint the following standing committees: Membership & Marketing, Program & Education, Certification (CISA & CISM); Communications (Newsletter & Website); Academic Relations, Audit, and Standards, Bylaws, & Research.

Section 2. Duties of standing committees

- A. The Membership & Marketing Committee will promote interest in the Chapter and in the Association, and will conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its Membership & Marketing Committee, will receive and forward applications for membership to the Association.
- B. The Program & Education Committee will recommend and oversee seminars and programs of professional education, except exam review courses.
- C. The Certification Committee will assist in promoting the CISA and CISM examinations and professional designations locally and will provide local assistance in the coordination and facilitation of regional exam review courses.
- D. The Communications Committee will provide the membership with periodic e-mail updates in newsletter format (at least quarterly) and endeavor to develop and sustain a Chapter website. Both communications media will provide the membership with timely information on upcoming continuing education events, Chapter business and administration, job openings, and Chapter volunteer opportunities.
- E. The Academic Relations Committee will serve as liaison to local colleges and universities. The Committee will promote the benefits of ISACA membership and related professions and certifications to students. The Committee will educate professors and instructors on relevant curriculum and ISACA tools available to them.
- F. The Audit Committee will be appointed by the Chapter Board. The Committee will audit the Chapter accounts at the close of the fiscal year and report results at the annual general meeting.
- G. The Standards, Bylaws, & Research Committee will be appointed by the President and approved by the Board. The Committee will maintain the Chapter's bylaws, expedite the process of changing the bylaws in accordance with Article IX of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed changes with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes. The committee will provide Chapter response to Standards and/or Research issues proposed by the Association, upon consultation with the Board.

Section 3. Special committees may be created as necessary by the Chapter membership or the Chapter Board.

Article IX. Dissolution

To effect dissolution of the Chapter, 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 will notify the chief Executive Officer of the Association, in writing, indicting the reason(s) for dissolution and will return the chapter charter and any other Chapter or Association documents to ISACA

International. All net assets will go to a welfare, education, or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Cod 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* will 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 will forward all bylaws and changes to the Association, with changes indicated, as the Association Membership board must give approval to all bylaws changes prior to submitting for vote by the Chapter membership. The Chapter Board will conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws with the Association's bylaws and applicable country requirements.

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote 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.