

Bylaws of ISACA Bahrain Chapter

Effective: 3 October 2022

Article I. Name

ISACA Bahrain 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 international Association, and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally an 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 and provide networking opportunities 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, privacy, 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, cybersecurity, privacy control and assurance;
- To encourage an open exchange of IT governance, IS audit, cybersecurity, 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, cybersecurity, privacy, 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 support the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

- A. Professional Member—Any individual with a professional membership in the Association. Professional 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 of the Chapter shall be entitled to vote and to hold office at the Chapter level.
- C. Student Member— Any member of the Association who is a 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 of the Chapter shall be entitled to vote and shall not be entitled to hold office at the Chapter level.
- D. Recent Graduate—Any member of the Association 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:

1. Meet the requirements of membership as outlined in Article III, Section 1.
2. Complete an Association membership application form.
3. Pay required Chapter and Association dues to the Association.
4. 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 and Chapter dues for that individual.

Section 3. Dues

A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors.

B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms as set by the Association Board of Directors, as required.

C. Resignation—any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination

Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV. Chapter Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held four times per year, unless otherwise requested by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter.

Section 2. Educational sessions

Educational sessions to the Chapter membership shall be held at least four times per year.

Section 3. Annual General Meeting

The annual general meeting shall be held in March and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The date and location of the annual general meeting shall be determined by the Chapter Board. The AGM may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 4. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by twenty members. The purpose of the meeting shall be stated in the call.

Section 5. Electronic Meetings

Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 6. In-person or Electronic Voting (NOT elections)

- A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
- C. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
- E. All solicitations for votes by written ballot must:
 - 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
 - 2. Indicate the number of responses needed to meet the quorum requirements;
 - 3. State the percentage of approvals necessary to approve each matter;
 - 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
 - 5. Be considered a special meeting for the purposes of these bylaws.

Section 7. Quorum

The quorum for any regular, annual general or special meeting in-person or electronically, shall be 30. In absence of quorum, the meeting will be adjourned, and reconvened after one week. The new date and time will be communicated to members.

Section 8. 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 9. Notification

Members shall be notified 15 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. Notification may be by postal mail, email or by telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be 11 in number, constituting: President, Vice President/Chair of Program Committee, Secretary, Treasurer, Immediate Past President, 6 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 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 2 Chapter offices at a time.

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

The Chapter **President** shall:

- Maintain data privacy, per chapter and ISACA policies, as well as local regulations .
- Prepare and monitor the chapter's strategic plans.
- Act as ex-officio member of all committees, except the Nominating Committee.
- During the nomination process, ensure the chapter complies with the chapter bylaws.
- Take corrective action where needed when the strategic plans are likely not to be achieved.
- Ensure there are continuous programs running that cater to the members interests.
- Provide vision, leadership, encouragement, praise, and gratitude to the chapter board, committee members, and other volunteers.
- Advise and mentor new officers, directors, chairs, and volunteers on chapter information, matters, and processes, as needed.
- Lead and involve the annual strategic planning process to identify goals, objectives, and targets. This could be accomplished in an all-day strategic planning meeting.
- Oversee all succession plans for board positions. Coordinate with chapter officers to identify potential new board members and volunteers. Recruit members for chapter board and committees.
- Act as the primary contact for establishing relationships with other professional organizations in the chapter's market area, as well as other chapter leaders in the region for possible roundtable discussions, etc., as appropriate.
- Preside at meetings of the Chapter and the Board,
- Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board,

- Represents the chapter or can nominate chapter board members to attend/participate in local or/and international events
- Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be endorsed by the President and approved by the chapter board.
- Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
- Complete/submit the required annual Compliance documentation to the Association within 30 days after the Chapter's AGM;
- Supervise budgetary matters and proper internal control of finances;
- Execute agreements authorized by the Chapter Board of Directors;
- Ensure Chapter trainers for ISACA certifications are accredited by ISACA;
- 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
- Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Vice President/Chair Program Committee shall:

- Maintain data privacy, per chapter and ISACA policies, as well as local regulations .
- Assist the chapter president in preparing and monitoring the chapter's strategic plans.
- Act as ex-officio member of all committees as determined by the chapter president.
- Perform duties in the absence of the chapter president, as needed.
- In the absence of the chapter president, or as directed by the chapter president, preside over regular and special meetings of the chapter and chapter's.
- Assist the chapter president and secretary with the development of board meeting agendas.
- Assist the chapter president with directing chapter activities and establishing a chapter calendar, including target dates for task completion.
- Act as liaison between committees and the chapter board, as needed. Ensure performance standards for committees are maintained. Offer support, as needed.
- Coordinate with chapter officers to identify potential new board members and volunteers. Recruit members for chapter board and committees.
- Assist the chapter president with the budget process.
- Assist the chapter president with oversight of all succession plans for board positions.
- Advise and mentor new officers, directors, chairs, and volunteers on chapter information, matters, and processes, as needed.
- With the chapter president, co-supervise paid staff, if any.
- Assist the chapter president with the oversight of website content.
- Act as the secondary contact for establishing relationships with other professional organizations in the chapter's market area.
- Take the lead on collaborating with the chapter secretary to develop an agenda for the board meeting.

- Meet with the chapter treasurer to review the chapter budget before presentation at the meeting.
- Comply with the chapter bylaws for meetings.
- In the event the president is absent or unable, perform the duties of the President;
- In the event of a vacancy in the office of President, assume the office of President; 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,
- Ensure the Conflict-of-Interest Statements and Willingness to Serve Agreements are signed by each volunteer. Maintain originals of these signed records.
- Assist the chapter president with establishing a chapter calendar, including target dates for task completion.
- Compare records with previous periods to determine the percent increase/decrease in membership. Provide comparison to membership director.
- Manage surveys of the chapter membership.
- Manage all correspondence pertaining to or on behalf of the chapter. Assist in writing and mailing all correspondence on behalf of the chapter.
- Collaborate with the chapter board to manage legal affairs.
- Update chapter bylaws according to changes approved by the chapter board and approved by the membership,.
- Submit reports to ISACA for compliance and award eligibility.
- Collaborate with the chapter president to develop an agenda for each board meeting. • Assist with scheduling meetings. Issue meeting notices for board and chapter meetings.
- Act as parliamentarian for board and chapter meetings to ensure procedures are followed per bylaws.
- Record and maintain accurate attendance records of board meetings and chapter meetings.
- Call the roll as necessary.
- Record meeting minutes during the chapter board meetings, membership meetings, and annual general meeting. Distribute minutes to the appropriate audiences. Maintain copies of all chapter meeting minutes and ensure they are stored in the chapter's Library in the chapter's Chapter Leader Community.

D. The Chapter **Treasurer** shall:

- Maintain data privacy as per chapter and ISACA policies, as well as local regulations.
- •Ensure there is a complete, clear, and balanced audit trail of all chapter financial transactions for the current and prior years, including:
 - Checkbook
 - Monthly treasurer reports
 - Financial correspondence
 - General ledger, including journal entries
- Purchase and/or authorize the purchase of supplies as approved by president
- Making payments as approved by president

- 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;
- Maintain an inventory of physical equipment owned by the chapter, if applicable.
 - Collect all funds owed to the chapter.
 - Track and record local dues received from ISACA Global.
 - Track and record sponsorships and donations received by the chapter.
 - Track and record donations, contributions, awards, and scholarships given/distributed.
- Report directly to the president and is responsible to the chapter board and the chapter membership
- Report the chapter's financial condition to the membership, after board review, and post for the membership to access it.
- Submit independent audit or financial verification letter and other reports to ISACA Global, as required.
- Prepare a regular treasurer's report for board meetings and membership meetings to ensure the board and the membership know the financial position of the chapter at all times
- Arrange for insurance and provide recommendations regarding coverage amounts.
- Review financial activity to ensure income and expenses are adequately supported.
- Recommend an investment strategy for chapter's reserve funds
- If received locally, remit dues to the Association as required;
- Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter's US Dollar account held at the Association;
- Perform other duties as pertain to this office.
- Organize an annual audit of chapter finances and activities for the previous year.
- Initiate independent review to verify accounting is valid and accurate.

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 Communications** shall:

- Notifies chapter members and other interested parties of chapter events.
- Responsible for all internal chapter communications, including, but not limited to, the publication of a monthly newsletter.
- Encourages member articles in association publications.
- Encourages local press coverage of chapter activities.
- Distributes copies of publicity placements (e.g., articles, news releases, blog posts) to members of the chapter and ISACA Global, as appropriate

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

- Maintain data privacy, per chapter and ISACA policies, as well as local regulations.
- Report on membership data at board and/or chapter meetings, as needed.
- Work with secretary, education and/or program committees/chairs to develop an annual survey that helps identify member needs.

- Contact members periodically to learn if ISACA and the chapter are meeting their needs; report findings to the Chapter Board.
- Prepare special invitations for meetings of significant/higher importance.
- Conduct and coordinate annual membership campaign with rest of board, with the goal of increasing chapter membership.
- Work with treasurer to prepare annual budget for membership campaign.
- Introduce ISACA to potential members (e.g., public accounting firms, banks, government agencies, universities, private industry, media, etc.).
- Respond to correspondence regarding membership.
- Support joint meetings with local chapters of other professional organizations.
- Contact members who have not renewed to encourage them to renew and/or determine reasons for discontinuing their membership.
- Promote availability of ISACA Engage Communities.
- Work with marketing director to develop strategies for growth, retention, etc.
- Identify ways the chapter can recognize members who have achieved the platinum, gold, silver, or bronze levels of membership. For example, you might offer a deeper chapter dues discount for a longstanding member.

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

- Maintain resource material related to ISACA certifications offered by the Chapter,
- Promote accreditation of ISACA Certifications within the Chapter membership, including exam preparation sessions,
- Maintain exam participation rate 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, and
- Perform other duties as pertain to this office.

I. The **Director of IT Governance** shall:

- Encourage Chapter membership to participate in review of Association standards and guidelines,
- Promote CGEIT accreditation within the Chapter Membership,
- 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 COBIT,
- Arrange training sessions on COBIT,
- Assist in expanding awareness and use of COBIT, and
- Perform other duties as pertain to this office.

J. The **Director of Marketing** shall:

- Conduct general marketing and publicity of the Chapter, CISA, CISM, CGEIT, COBIT, VALIT, 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 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 Director of Academic Relations shall:

- Provide liaison with academic institutions,
- Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT, IT governance and other certificates.
- 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.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the 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 or filled by a new member endorsed by the Nominating Committee and approved by the chapter board for the remaining term.
- C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- D. 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/Nominating Committee

- A. A committee of past presidents shall be formed to nominate the upcoming president and Chapter officers. In case of any of the past presidents is unavailable, then an ex-board member selected by the chapter board will be invited to serve in the nomination committee. The nomination committee shall have at least 3 members and approved by the Chapter Board at their December meeting or during the 1st board meeting.
- 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. Members may also submit nominations to the Nominating Committee.
- C. The Nominating Committee shall report to the membership at the AGM in March
- D. Nominations from the floor shall only be permitted prior to the election when there are fewer nominations than the number of officers to be filled.
- E. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter board.

The Nominating Committee shall have sole discretion regarding the acceptance of nominations and the selection of nominees from those eligible for nomination.

Section 2. Chapter Elections

- A. Chapter 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.
- C. In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may determine that elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

- A. The Chapter 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. Meet on monthly basis 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 4 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. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. 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.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

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

Section 4. Fiscal Year & Annual Financial Statements

A. The fiscal year of the Chapter shall run from January to December unless otherwise established by the Chapter Board.

B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited—as required by local law and/or these chapter bylaws—by an individual(s), who is NOT a member of this chapter. The verification or audit will be approved by the 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 carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

A majority of the Chapter Board of Directors shall constitute a quorum for any regular or special meeting of the Chapter Board.

Section 7. Removal

A. If a Chapter officer is absent for at least 25% of the board meetings without a reason acceptable to the Board he/she is deemed to have vacated the post.

B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following standing committees: membership, education, certification, audit, long-range planning, bylaws, and program.

Section 2. Duties of Standing Committees

A. 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.

B. The education committee shall recommend and oversee seminars and programs of professional education, except exam review courses.

C. The certification committee shall assist the chapter Certification coordinator(s) in promoting ISACA 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 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 long range 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. The bylaws committee 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.

F. The bylaws committee shall report to the chapter board and shall maintain the bylaws. The bylaws committee shall expedite the process of changing the bylaws in accordance with Article XI of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes.

The bylaws committee shall, before submitting a proposed Chapter bylaws amendment to ISACA, ensure all proposed changes conform with local law.

G. There shall be a Program Committee, which will be chaired by the Vice President, with the objective of developing and implementing the Chapter training and development events for the year.

Section 3. Special Committees

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

Section 4. Meetings

Chapter committee meetings may be held in-person or electronically, as long as all participants can simultaneously hear each other and participate during the meeting.

Article IX. Indemnification

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns ("ISACA Indemnified Parties") against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party ("Claim").

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 present and voting at a Chapter Meeting, 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 ISACA Global/the Association. 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 Social Associations and Clubs Law promulgated by Amiri Decree Law No. 21/1989 with the approval of the Association's International President 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

In conjunction with the Chapter Bylaws Committee, the Chapter Board shall approve all suggested bylaw changes and forward them to the Association, in English, with changes indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

The Chapter bylaws amendments can be approved, at any Chapter meeting, by a two-thirds (2/3) vote of the Chapter Members present and voting, provided that the amendment has been submitted in writing at the previous regular 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 Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the bylaws. If the bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter bylaws translated. Such request is subject to review and final approval by the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the chapter bylaws comply with the Association's bylaws and applicable local laws and requirements.