

Bylaws of ISACA Central Florida Chapter
Effective: September 1, 2021

Article I. Name

ISACA Central Florida Chapter, hereinafter referred to as “Chapter”, is 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 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 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. Membership Types 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 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 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; and
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 set by the ISACA Board of Directors, as required.
- C. Resignation — any member who resigns shall not be entitled to a refund of their 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 quarterly, unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter.

Section 2. Educational Sessions

Educational sessions of the Chapter membership shall be held quarterly, unless otherwise ordered by the Chapter Board.

Section 3. Annual General Meeting

The Annual General Meeting (AGM) shall be held in the second quarter (April, May, or June) as determined by the Chapter Board, and shall be for the purpose of announcing elected Officers and Board Members, receiving reports of Officers and Committees, and for any other business that may arise.

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 (20) Chapter members. The purpose of the meeting shall be stated in the meeting notification.

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 for Chapter Meetings

The quorum for any regular, annual general, or special meeting, in-person or electronically, shall be fifteen (15) members. In absence of quorum, the meeting will be adjourned, and reconvened as determined by the Chapter Board. The new date and time will be communicated to members.

Section 8. Act of the Membership

As long as a quorum is present, the affirmative vote of the majority of the members present and voting at any Chapter meeting shall constitute an act of the membership as a whole.

Section 9. Notification

Members shall be notified at least thirty (30) days in advance of an AGM. Members shall be notified at least seven (7) days in advance of any regular meetings or special meetings of the membership. Notification may be made by postal mail, e-mail, telephone, via the web site, or a combination thereof.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be up to eleven (11) in number, constituting: President, President-Elect, Secretary, Treasurer, Immediate Past President, Education Director, Communications Director, Site Administrator, Director, Marketing Director, and up to two (2) Directors-at-Large. Officers must have served at least one (1) year on a local or international ISACA board to qualify to run for Chapter 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 AGM at which they are elected.
- B. No member shall hold more than two (2) Chapter offices at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter Office. The same member cannot assume both the President and Treasurer duties.

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 standing committee chairpersons and other committee chairpersons as approved by the Chapter Board;
 - Be an ex-officio member of all committees except the Nominating Committee;
 - Ensure the Chapter is represented by a Chapter leader at all ISACA Chapter leadership events. Attendance of individual(s) should be approved by the Chapter Board;
 - Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
 - Present an annual report to the membership at the AGM – such report is to consist of reports from various Chapter Officers and committees;
 - Maintain communications with the Association and respond to Association inquiries;
 - Arrange for the financial records audit;
 - Be responsible for submission of the required annual compliance documentation to the Association within 30 days after the Chapter's AGM;
 - Execute agreements authorized by the Chapter Board;
 - Ensure Chapter trainers for ISACA certifications are accredited by ISACA;
 - Supervise budgetary matters and proper internal control of finances; and
 - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter **President-Elect** 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;
 - 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 AGM, and maintain a copy of such records;
 - Maintain accurate attendance records of the Chapter Board, membership meetings, and AGM;
 - 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.
- D. 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;
 - If received locally, remit dues to the Association as required;
 - Submit a written report at each regular Chapter Board meeting;
 - In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter's US Dollar account held at the Association;
 - Submit annual financial statements for presentation to the membership at the AGM;
 - Submit books and records for audit when required;
 - File any and all tax forms required;
 - Update annually the signature cards for all bank accounts; and
 - Perform other duties as pertain to this office.
- E. The **Immediate Past President** of the Chapter shall:
- Provide advice to the Chapter Board; and
 - Perform other duties as pertain to this office.
- F. The **Education Committee Chair (Director)** of the Chapter shall:
- Perform duties as assigned by the President, with approval of the Chapter Board.
- G. The **Communications Director** of the Chapter shall:
- Perform duties as assigned by the President, with approval of the Chapter Board.
- H. The **Site Administrator (Director)** of the Chapter shall:
- Perform duties as assigned by the President, with approval of the Chapter Board.
- I. The **Marketing Director** of the Chapter shall:
- Perform duties as assigned by the President, with approval of the Chapter Board.
- J. The **Director(s)-at-Large** of the Chapter shall:
- Perform duties as assigned by the President, with approval of the Chapter Board.

Section 4. Chapter Officer Position Vacancies

- A. If the membership of a Chapter Officer terminates for any reason, 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 President-Elect.
- C. If a vacancy occurs in any other office, except that of Immediate Past President or the President, the vacancy shall be filled by Chapter Board vote.
- D. If a vacancy occurs in the office of Immediate Past President, the position shall remain vacant until filled by routine succession.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of up to three (3) members shall be elected by the Chapter Board, at their regular Chapter Board meeting.
- B. The Nominating Committee shall solicit candidates from the Chapter Membership and shall nominate candidates for positions to be filled prior to the AGM.

- C. The Nominating Committee shall report to the Chapter Board and the Chapter Membership their list of candidates prior to the distribution of electronic ballots to the membership.
- D. Nominations from the floor shall not be permitted prior to the election.
- E. The Nominating Committee shall provide validation of the nominees qualifications to the Chapter Board when the list is presented.
- F. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form. Candidates running for Chapter Officer positions must meet the qualifications specified in Article V, Section 1.
- G. The Nominating Committee will announce the results of the election to the membership at the AGM.

Section 2. Chapter Elections

- A. Officers shall be elected by electronic ballot prior to the AGM.
- B. Elections shall be held using a secure online voting tool and following the election rules, as determined by local law and the Chapter Board. If for some reason such an election has not been completed by then, a manual ballot can be used at the AGM.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the Chapter 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;
- B. Make recommendations to the membership;
- C. Hold Chapter Board meetings at least four (4) times a year at a time and place determined by the Chapter Board;
- D. 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 Chapter Board. Notice must be given to the Chapter Board members at least 48 hours before a special meeting of the Chapter Board and must include the purpose of the meeting;
- E. 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 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 circulated via email and approved by the Chapter Board prior to the next meeting when possible; and
- F. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Establish the annual budget;
- B. Approve the annual budget; and
- C. Expend funds allotted in the approved budget.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from June 1 to May 31 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 who is NOT a member of this Chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted as part of the Chapter Annual Report to the Association.

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

Section 7. Removal

- A. Any Board Member who fails to attend at least 80% of Chapter Board meetings within a year, or at least 80% of Committee meetings within a year, will be brought before the Chapter Board and may be removed from office by a majority of the members of the Chapter Board.
- B. Any Board Member may be removed with or without cause, at any meeting of the Chapter Board, by a majority of the members of the Chapter Board.
- C. Any Board Member 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. Education Committee

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

Section 2. Communications Committee

There shall be a Communications Committee with the objective of notifying members of upcoming chapter events, overseeing involvement with sponsorship of third-party events, and determining the appropriate avenues for chapter communications (e.g., website, newsletter, social media, email).

Section 3. Site Administrator

There shall be a Webmast/Content Author Committee with the objective of adding and managing events on the chapter's Engage site, editing the chapter's Engage site content, organizing the chapter library, and maintaining information on other chapter social media platforms.

Section 4. Special Committees

Other committees may be created as necessary, and designated by the Chapter Board.

Section 5. 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 two-thirds (2/3) vote of the chapter membership present and voting at a Chapter meeting, after ten (10) days' notice has been provided via postal mail or email 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 welfare, education, or civic projects designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the ISACA Board Chair 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 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.

Chapter Bylaw 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 meeting, or has been mailed or emailed to the entire Chapter membership at least seven (7) 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.

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 country or state requirements.

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Glossary

Association	Information Systems Audit and Control Association, Inc.
Chapter	ISACA Central Florida Chapter
Chapter Board	All Officers and Directors
Chapter Members/Membership	All members of the Chapter, in good standing.
Directors	Committee chairs. Directors are voting members of the Board.
Officers	President, President-Elect, Secretary, Treasurer, Immediate Past President, and Directors. Officers are voting members of the Board.