

Bylaws of ISACA New Jersey Chapter
Effective: 06/21/2022

Article I. Name

Information Systems Audit and Control Association, Inc. (State of New Jersey), 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:

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control, and assurance;
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques, approaches, and problem solving by its members;
- C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, privacy, control and assurance that can be of benefit to them and their employers;
- D. To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- E. To support the Association’s professional certifications and 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 not be entitled to vote and not 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 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 at least 4 times annually preferably quarterly unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the Chapter. This includes the Annual General Meeting (AGM).

Section 2. Educational sessions

Educational sessions of the Chapter membership shall be held at least 4 times annually unless otherwise ordered by the Chapter Board.

Section 3. Annual General Meeting (AGM)

The annual general meeting shall be held in June and shall be for the purpose of announcing election results, receiving reports of officers and committees including the Board approved annual budget, and for any other business that may arise. The date and location of the AGM 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, Chapter Board, or upon written request by 50 of the members. The purpose of the meeting shall be stated in the call. NS1

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 30 Chapter members. In absence of quorum, the meeting will be adjourned, and reconvened preferably within 2 weeks unless otherwise 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.

Section 9. Notification

Members shall be notified 30 days in advance of the AGM. 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 telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be up to 20 in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President, and up to 15 Directors. The number shall be determined by the Chapter Board.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of 1 year 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 1 Chapter office at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office of President, Vice President, Secretary, Treasurer, or Immediate Past President. Directors can hold office for more than 2 consecutive years.

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:

- 1. Preside at meetings of the Chapter and the Chapter Board;
- 2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- 3. Appoint all committee chairpersons, except for the Nominating and Audit Committees, with approval of the Chapter Board;
- 4. Be an ex-officio member of all committees, except the Nominating and Audit Committees;
- 5. 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.
- 6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
- 7. Present an annual report to members at the AGM; such report to consist of reports from various Chapter officers and committees;
- 8. Maintain communications with the Association and respond to Association inquiries;
- 9. Complete/submit the required annual Compliance documentation to the Association within 30 days after the Chapter's AGM;
- 10. Supervise budgetary matters and proper internal control of finances;
- 11. Execute agreements authorized by the Chapter Board of Directors;
- 12. Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
- 13. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter **Vice President** shall:

- 1. In the absence of the Chapter president, preside at meetings of the Chapter and the Chapter Board;
- 2. In the event the president is absent or unable, perform the duties of the President;
- 3. In the event of a vacancy in the office of President, assume the office of President; and
- 4. Perform other duties as pertain to this office.

- 181 C. The Chapter **Secretary** shall:
182 1. Take minutes of the meetings of the Chapter Board, membership meetings, and AGM, and maintain a
183 copy of the records,
184 2. Maintain accurate attendance records,
185 3. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
186 4. Assist the President in the administration of Chapter meetings, and
187 5. Perform other duties as pertain to this office.
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- 189 D. The Chapter **Treasurer** shall:
190 1. Be custodian of Chapter funds;
191 2. Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
192 carrying on of its activities or as directed by the Chapter Board;
193 3. If received locally, remit dues to the Association as required;
194 4. Submit a written report at each regular Chapter and Board meeting;
195 5. Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter's US
196 Dollar account held at the Association;
197 6. Submit annual financial statements for presentation to the membership at the AGM;
198 7. Submit books and records for audit or financial review, if/when required;
199 8. File any and all required tax forms; and
200 9. Perform other duties as pertain to this office.
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- 202 E. The **Immediate Past President** of the Chapter shall:
203 1. Provide advice and guidance to the President and Chapter Board, and
204 2. Perform other duties as pertain to this office.
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- 206 F. **Directors** shall: Serve as Chairpersons and members of the various committees as assigned.
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208 **Section 4. Chapter Officer Vacancies**

- 209 A. If the membership of a Chapter officer terminates for any reason, that individual's position as Chapter officer
210 shall automatically become vacant.
211 B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
212 C. If a vacancy occurs in any office, except that of Immediate Past President or President, the vacancy shall be
213 filled by Chapter Board vote.
214 D. If a vacancy occurs in the office of Immediate Past President, the position shall remain vacant until filled by
215 routine succession. A previous past president would not fill this role.
216

217 **Article VI. Nominations and Elections**

218 **Section 1. Chapter Nominations**

- 219 A. A Nominating Committee of 3 members shall be elected by the Chapter Board by the December meeting.
220 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
221 nominate candidates for offices. These solicitations can be by email, postal mail, via the chapter website, in-
222 person announcements at educational sessions, or a combination thereof. The Nominating Committee shall
223 maintain Board approved procedures in a separate document for this nominations process, as long as they do
224 not conflict with these bylaws.
225 C. Nominations from the floor shall not be permitted prior to the election.
226 D. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve
227 agreement and Conflict of Interest form. These documents should be retained electronically in a location that
228 is determined and accessible by all members of the Chapter board.
229

230 **Section 2. Chapter Elections**

- 231 A. Chapter officers except for the Immediate Past President shall be elected by ballot. Elections shall be held
232 electronically using a secure online voting tools and following the election rules, as determined by local law
233 and the Chapter Board of Directors.
234 B. The Nominating Committee shall report the election results to the membership at the AGM meeting.
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236 **Article VII. Chapter Board**

237 **Section 1. Composition of the Chapter Board**

238 The Chapter Board shall consist of the officers listed in Article V, Section 1.
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242 **Section 2. Duties**

243 The Chapter Board shall:

- 244 A. Supervise the affairs and conduct the business of the Chapter;
245 B. Make recommendations to the membership;
246 C. Hold Chapter Board meetings at least quarterly at a time and place determined by the Chapter Board. Special
247 meetings of the Chapter Board may be called by the President and shall be called upon the written request of
248 over 50% of the members of the Board. Notice must be given to Chapter Board members at least 48 hours
249 before a Special Meeting of the Chapter Board and must include the purpose of the meeting;
250 D. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can
251 simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter
252 Board Meetings shall be approved by the Chapter President or the Chapter Board. A conference meeting
253 must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the
254 chair before beginning to speak, and each member should identify himself or herself prior to speaking.
255 Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call
256 for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded
257 in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.
258 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in
259 compliance with local law.
260

261 **Section 3. Financial Authority**

262 The Chapter Board shall have the authority to:

- 263 A. Approve the annual budget.
264 B. Expend funds allotted in the approved budget.
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266 **Section 4. Fiscal Year & Annual Financial Statements**

- 267 A. The fiscal year of the Chapter shall run from July 1 to June 30.
268 B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited—as
269 required by local law and/or these chapter bylaws—by an individual(s), who is NOT a member of this
270 chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM,
271 and submitted annually to the Association as part of compliance reporting.
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273 **Section 5. Insurance**

274 The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the
275 Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses
276 or liabilities, arising out of the activities of the Chapter.
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278 **Section 6. Quorum**

279 The quorum for any regular or special meeting of the Chapter Board shall be a majority of the voting members of
280 the Chapter Board.
281

282 **Section 7. Removal**

- 283 A. Any Officer who fails to attend 2 unexcused Chapter Board meetings within a year and/or 2 unexcused
284 committee meetings (as applicable) within a 12-month period may be brought before the Chapter Board of
285 Directors and may be removed from office by a majority vote of the Chapter Board.
286 B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a
287 majority vote of the members of the Chapter Board. Any Officer being considered for removal from the
288 Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is
289 taken.
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291 **Article VIII. Chapter Committees**

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293 **Section 1. Standing Committees**

294 There shall be the following standing committees:

- 295 A. Audit Committee
296 B. Bylaws Committee
297 C. Certification Committee
298 D. Education Committee
299 E. Executive Committee
300 F. Finance Committee

- G. Governance Committee
- H. Membership Committee
- I. Nominating Committee
- J. Program Committee
- K. Technology Committee

Section 2. Duties of Standing Committees

- A. 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).
- B. 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. The Bylaws Committee shall report to the Chapter Board. The Bylaws Committee shall expedite the process of changing the Chapter bylaws in accordance with Article XII of the Chapter bylaws, examine the consistency of the proposed change with other provisions of the Chapter 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 the Association, ensure all proposed changes conform with local law.
- C. Certification Committee shall assist in promoting the Association's certification examinations and professional designations locally, and shall provide assistance in planning and conducting the Chapter's exam review courses.
- D. Education Committee shall recommend and oversee professional education activities, except exam review courses.
- E. Executive Committee shall be comprised of the President, Vice President, Treasurer and Secretary to act on behalf of the Chapter Board with respect to the affairs of the Chapter when an urgent response is required and it is impossible or impractical to convene a meeting of the full Chapter board.
- F. Finance Committee shall be responsible for financial oversight, budget activities, and investigating and recommending insurance policy options to the Board. The Committee must comply with Federal, State and other reporting requirements. The Treasurer shall not be the chair of the Finance Committee, but must be a member of the Committee.
- G. Governance Committee shall advise the Board and oversee the development, implementation, and maintenance of the governance practices of the Chapter.
- H. Membership Committee shall maintain accurate lists of members; disseminate membership lists as directed by the Chapter Board with due regard to security and privacy issues; promote interest in the Chapter and Association; and conduct an ongoing membership campaign. When requested by the Association, the Membership Committee shall receive and forward membership applications to the Association.
- I. Nominating Committee shall establish and perform procedures for nominations and ballot elections of Officers and Directors in accordance with Chapter bylaws.
- J. Program Committee shall develop and implement the Chapter training and development events and maintain a calendar of events.
- K. Technology Committee shall assist the Chapter's Board of Directors in the use of technology and information systems to facilitate operations and decision making. And perform technology needs assessments.

Section 3. Special Committees

Other committees may be created as necessary by the Chapter Board. All committees shall have charters approved by 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 chapter 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 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 a welfare, education, or civic project designated by the Chapter membership, pursuant to Section 501(c) of the US Internal Revenue Code and/or the appropriate New Jersey State requirements 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

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.

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 the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter 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.

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