

Bylaws of ISACA Northeast Ohio Chapter

Effective: 02/17/2022

Article I. Name

Northeast Ohio Information Systems Audit and Control Association, Inc., 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 Information Technology (IT) governance, Information Security (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, colleges, 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 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 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 Association and Chapter 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

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

Article IV. Chapter Meetings

Meetings may be held in-person or electronically, provided 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 1. Educational Sessions

Educational sessions of the Chapter membership shall be held monthly, September through May, unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting (AGM)

The AGM shall be held in May and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 10% of the members. The purpose of the meeting shall be stated in the call.

Section 4. 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.

122
123 **Section 5. Quorum for Chapter Meetings**
124

125 The quorum for the AGM or special meetings shall be 5% of the membership. In the absence of a quorum, the
126 meeting will be adjourned, and reconvened at a date and time determined by the Chapter Board. The new date
127 and time will be communicated to members.
128

129 **Section 6. Act of the Membership**
130

131 Provided a quorum is present, the affirmative vote of the majority of the members present and voting shall
132 constitute an act of the membership.
133

134 **Section 7. Notification**
135

136 Members shall be notified at least thirty (30) days in advance of the AGM. Members shall be notified at least ten
137 (10) days in advance of any special meetings. Notification may be by postal mail, email, or telephone.
138

139 **Article V. Chapter Officers**
140

141 **Section 1. Chapter Officers**
142

143 The Officers of the Chapter shall be no less than nine (9) or more than eleven (11) in number, constituting, at a
144 minimum: President, Vice President, Secretary, Treasurer, Immediate Past President, and four (4) Directors.
145 Prior to nominations and elections as set forth in Article VI, the Chapter Board may approve additional Officer
146 positions, not to exceed the total of eleven.
147

148 **Section 2. Term of Chapter Officers**
149

- 150 A. The Chapter Officers, except the Immediate Past President and President, shall be elected for a term of one
151 year, or until their successors are elected and assume office, or until they resign or are removed from office.
152 The term of office shall begin at the close of the AGM at which they are elected.
153 B. The Chapter President shall be elected for a term of two year(s) or until their successors are elected and
154 assume office, or until they resign or are removed from office. The term of office shall begin at the close of
155 the AGM at which they are elected. The Immediate Past President shall serve for a term of two year(s) or
156 until their successors assume office, or until they resign or are removed from office.
157 C. No member shall hold more than one (1) Chapter office at a time. No member, other than Directors, shall be
158 eligible to serve more than two consecutive terms in the same Chapter office, except in Chapter years where
159 insufficient members are nominated and elected to Chapter Officer roles.
160 D. Directors are eligible to serve up to five (5) consecutive one-year terms as a Director.
161

162 **Section 3. Duties of Chapter Officers**
163

164 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted
165 by the Chapter.
166

- 167 A. The Chapter **President** shall:
168 1. Preside at meetings of the Chapter and the Chapter Board;
169 2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
170 3. Appoint all committee chairpersons and approve committee members, except for the Nominating
171 Committee;
172 4. Be an ex-officio member of all committees, except the Nominating Committee;
173 5. Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance
174 of individual(s) should be approved by the chapter board.
175 6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the
176 Association;
177 7. Present an annual report to members at the AGM; such report to consist of reports from various Chapter
178 officers and committees;
179 8. Maintain communications with the Association and respond to Association inquiries;
180 9. Complete/submit the required annual Compliance documentation to the Association within 30 days after
181 the AGM;
182 10. Supervise budgetary matters and proper internal control of finances;

11. Execute agreements authorized by the Chapter Board;
 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. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
 2. Perform the duties of the President in the event of his/her absence or inability to perform;
 3. Assume the office of President in the event of a vacancy in the office of President; and
 4. Perform other duties as pertain to this office.
- C. The Chapter **Secretary** shall:
1. Take minutes of the meetings of the Chapter Board, Special Meetings, and AGM, and maintain a copy of the records;
 2. Maintain accurate attendance records for Board Meetings and any meeting where minutes are required;
 3. Be responsible for coordinating and documenting the legal affairs, Chapter records and correspondence pertaining to the Chapter;
 4. Assist the President in the administration of Chapter Board, AGM, and Special Meetings; and
 5. Perform other duties as pertain to this office.
- D. The Chapter **Treasurer** shall:
1. Be custodian of Chapter funds;
 2. 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;
 3. If received locally, remit dues to the Association, as required;
 4. Submit a written report at each Chapter Board meeting;
 5. Along with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US Dollar account held at the Association;
 6. Submit annual financial statements for presentation to the membership at the AGM;
 7. Submit an annual budget for Board approval, after the turnover meeting and prior to September 1;
 8. Submit books and records for audit, if/when required;
 9. File any required tax forms; and
 10. Perform other duties as pertain to this office.
- E. The **Immediate Past President** of the Chapter shall:
1. Provide advice and guidance to the President and Chapter Board, and
 2. Perform other duties as pertain to this office.
- F. The **Director(s)** shall:
- Serve as Chairperson of such committees as may be assigned by the President and ratified by the Chapter Board.
 - Contribute to other work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.

Section 4. Chapter Officer Vacancies

- A. If a Chapter officer's membership in the Association shall for any reason terminate, 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 Vice President.
- C. If a vacancy occurs in any other office, except that of Immediate Past President, the vacancy shall be filled at the discretion of the Chapter Board.
- D. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant, until filled by routine succession.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee shall be comprised of the two immediate Past Presidents and up to three (3) members appointed by the Chapter Board.

- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the AGM.
- C. The Nominating Committee shall present for vote, a list of nominations for all Officers to the membership at the AGM.
- D. Nominations from the floor shall be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. Elections will be held at the AGM.
- B. Officers shall be elected by ballot.
- C. In the event there is only one candidate for any office, voting on that office may be by voice.
- D. 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 at a different date/time and/or electronically. If electronically, must use 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

The Chapter Board 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.
- B. Make recommendations to the membership.
- C. Hold at least four (4) Board meetings during the Chapter year, 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 three (3) members of the Board. Notice must be given to Chapter Board members in writing at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- E. 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 meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget.
- B. Expend funds not to exceed \$100 or 10%, whichever is greater, of that which is allotted in the approved budget, without additional Board approval.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from June 1 through May 31.
- 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 Chapter Board, presented to members at the AGM, and submitted annually to the Association as part of compliance reporting.
- C. In addition to presenting unaudited financial results to members at the AGM, the annual auditor's report will be distributed to the Board and made available to members upon request.

304 **Section 5. Insurance**

305
306 The Chapter Board shall continuously carry adequate insurance coverage to insure the risk associated with the
307 Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses
308 or liabilities, arising out of the activities of the Chapter.
309

310 **Section 6. Quorum**

311
312 A majority of the Chapter Board shall constitute a quorum.
313

314 **Section 7. Removal**

315
316 The Chapter Board may remove, by majority vote of the Board, any officer for cause. Cause may include, but is
317 not limited to, mental incompetence, conviction of a felony, or missing three consecutive Chapter Board meetings.
318 Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by
319 the Chapter Board before an official vote is taken.
320

321 **Article VIII. Chapter Committees**

322
323 **Section 1. Standing Committees**

324 There shall be the following standing committees: Program, Membership, Education/University Relations, and
325 Communications.
326

327 **Section 2. Committee Duties**

328
329 The Association's Chapter Leader Portal contains information regarding committee duties and can also be
330 provided upon request.
331

332 **Section 3. Other Committees**

333
334 Other committees may be created as necessary by the Chapter Board.
335

336 **Article IX. Indemnification**

337
338 Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members,
339 shareholders, employees, agents, affiliates, successors and permitted assigns ("ISACA Indemnified Parties")
340 against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements,
341 interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees,
342 and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of
343 pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any
344 claim of a third party ("Claim").
345

346 **Article X. Dissolution**

347
348 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the
349 Chapter membership present and voting at a Chapter Meeting after ten (10) days' notice has been provided via
350 postal mail or email to each member. In the event of dissolution, the Chapter shall notify the Chief Executive
351 Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter
352 and any other Chapter or Association documents to ISACA Global/the Association. All net assets shall be
353 distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter
354 membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the ISACA Board
355 Chair and Chief Executive Officer.
356

357 **Article XI. Parliamentary Authority**

358
359 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, shall govern the Chapter in all
360 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules
361 the Chapter may adopt.
362

363 **Article XII. Amendment of Chapter Bylaws**

365 The Chapter Board shall approve all suggested bylaw changes and forward them to the Association, with changes
366 indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a
367 vote by Chapter membership.
368

369 Chapter bylaw amendments can be approved at any Chapter meeting by a two-thirds (2/3) vote of the Chapter
370 Members present and voting, provided the amendments have been submitted in writing at the previous meeting, or
371 have been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which
372 they will be considered. After the amendments have been approved by the membership, the Chapter Board should
373 advise the Chapter Relations team at the Association and provide a copy of the final, approved version of the
374 bylaws.
375

376 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.
377 The Chapter must ensure the compliance of the Chapter bylaws with the Association's bylaws and any applicable
378 local laws and requirements.
379

380 * * * * *

381 **PROVISO**

382
383
384 *Provided*, That the change of the term of office of the President and the Immediate Past President, as defined in
385 Article V, Section 2B, from one year to two years shall not go into effect until the election of officers at the May,
386 2022 AGM.
387