

Bylaws of ISACA Rwanda Chapter

Effective: 09/18/2019

Article I. Name

The name of this non-union, non-profit organization shall be **ISACA Rwanda 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 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 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, 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, 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, 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 IT governance.

Article III. Membership and Dues

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter.

- A. **Member**—Any member of the Association shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. 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 shall be entitled to vote and hold office at the Chapter level.
- C. **Student Member**—Full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.
- D. **Recent Graduate**—Individuals 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:
 - Meet the requirements of membership as outlined in Article III, Section 1.
 - Complete an Association membership application form.
 - Pay required Chapter and Association dues to the Association.

- 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 dues, fees, and assessments for that individual, and the Association or individual designates the Chapter.

Section 3. Dues

- A. Chapter dues shall be payable by 1 January of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to the Association. A member shall forfeit membership in the Chapter and Association, if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the Association Board of Directors and to the Chapter as required.
- B. Any additional Chapter dues or assessments that is paid directly to the Chapter must be pre-approved by the Association Board.
- C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association membership or Chapter dues.

Section 4. Termination and Suspension

- 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.
- C. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Article IV. Chapter Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held as ordered by the Chapter Board at least 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 at least twice a quarter unless otherwise ordered by the Chapter Board.

Section 3. Annual General Meeting

The annual general meeting shall be held in **November** 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.

Section 4. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 5% of the members. The purpose of the meeting shall be stated in the call.

Section 5. Mail or Electronic Voting

Paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 6 Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting shall be 40% members. In absence of quorum, the meeting will be adjourned, and reconvened within thirty (30) days. The new date and time should be communicated to members.

89 *Section 7. Act of the Membership*

90 The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an
91 act of the membership.

92 *Section 8. Notification*

93 Members shall be notified thirty (30) days in advance of the annual general meeting. Members shall be notified at
94 least ten (10) days in advance of any regular meetings or special meetings. Notification may be by postal mail,
95 email, or telephone.

96 **Article V. Chapter Officers**

97 *Section 1. Chapter Officers*

98 The Officers of the Chapter shall be fifteen (15) in number, constituting:
99 President, Vice President, Secretary, Treasurer, Membership Director, Certifications Director, Immediate Past
100 President, 8 of Directors.

101 *Section 2. Term of Chapter Officers*

- 102 A. The Chapter Officers, except the Immediate Past President, shall be elected for a term of 2 year(s), or until
103 their successors are elected and assume office, or until they resign or are removed from office. The term of
104 office shall begin at the close of the annual meeting at which they are elected.
105 B. No member shall hold more than 1 Chapter office(s) at a time, and no member shall be eligible to serve more
106 than two consecutive terms in the same Chapter office.

107 *Section 3. Duties of Chapter Officers*

108 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted
109 by the Chapter.

110 A. The Chapter **President** shall:

- 111 • Preside at meetings of the Chapter and the Chapter Board;
112 • Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
113 • Appoint all committee chairpersons and members, with approval of the Chapter Board;
114 • Be an ex-officio member of all committees, except the Nominating Committee;
115 • Represent the Chapter at ISACA Leadership Conferences, and other conferences and functions, where
116 appropriate, or appoint another Chapter Board member as a representative;
117 • Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the
118 Association;
119 • Present an annual report to members at the annual general meeting such report to consist of reports from
120 various Chapter officers and committees;
121 • Maintain communications with the Association and respond to Association enquiries;
122 • Be responsible for submission of the required annual Chapter reports to the Association within 30 days
123 after the annual general meeting;
124 • Supervise budgetary matters and proper internal control of finances;
125 • Ensure chapter trainers for ISACA certifications are accredited by ISACA; and
126 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
127 Board.

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

- 129 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President;
130 • Perform the duties of the President in the event of his/her absence or disability;
131 • Assume the office of President in the event of a vacancy in the office of President; and
132 • Perform other duties as pertain to this office.

133 C. The Chapter **Secretary** shall:

- 134 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,

- 135 and maintain a copy of the records,
136 • Maintain accurate attendance records,
137 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
138 • Assist the President in the administration of Chapter membership meetings, and
139 • Perform other duties as pertain to this office.
- 140 D. The Chapter **Treasurer** shall:
141 • Be custodian of Chapter funds;
142 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
143 carrying on of its activities or as directed by the Chapter Board;
144 • Remit dues to the Association as required;
145 • Submit a written report at each regular Chapter and Board meeting;
146 • Along with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US
147 dollar credit account held at the Association;
148 • Submit annual financial statements for presentation to the membership at the annual general meeting;
149 • Submit books and records for audit, when required;
150 • File any and all tax forms required; and
151 • Perform other duties as pertain to this office.
- 152 E. The **Immediate Past President** of the Chapter shall:
153 • Provide advice and guidance to the new President and Chapter Board, and
154 • Perform other duties as pertain to this office.
- 155 G. The **Membership Director** shall:
156 • Maintain accurate lists of membership, in accordance with local applicable privacy laws;
157 • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy;
158 • Report on Chapter membership data from the Association;
159 • Coordinate plans for maintaining and increasing Chapter membership; and
160 • Perform other duties as pertain to this office.
- 161 H. The **Certification Director** shall:
162 • Maintain resource material related to ISACA's certifications;
163 • Promote ISACA's certifications within the Chapter membership, including exam preparation sessions;
164 • Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
165 • Report to Chapter Board on Chapter member exam results;
166 • Act as liaison between Chapter member exam participants and the Association, as needed; and
167 • Perform other duties as pertain to this office.
- 168 I. J. The **Ordinary Director** shall:
169 • Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the
170 President and Chapter Board.

171 ***Section 4. Chapter Officer Vacancies***

- 172 A. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position
173 as Chapter officer shall automatically become vacant.
174 B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
175 C. If a vacancy occurs in any other office, except that of Immediate Past President, the vacancy shall be filled by
176 the Chapter Board.
177 D. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant, until filled by
178 routine succession.

179 **Article VI. Nominations and Elections**

180 ***Section 1. Chapter Nominations***

- 181 A. A Nominating Committee of 3 members shall be:
182 Elected by the Chapter membership at a regular meeting in the month of June

- 183 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
184 nominate candidates for offices to be filled at the annual general meeting
185 C. The Nominating Committee shall report to the membership at the regular meeting in **September**.
186 D. Nominations from the floor shall be permitted prior to the election.
187 E. Each candidate shall have consented to serve and shall have completed/signed a Willingness to serve
188 agreement and Conflict of Interest form.

189 ***Section 2. Chapter Elections***

- 190 A. Officers shall be elected by ballot.
191 B. In the event there is only one candidate for any office, voting on that office may be by voice.

192 **Article VII. Chapter Board**

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

194 The Chapter Board shall consist of the officers listed in Article V, Section 1.

195 ***Section 2. Duties***

196 The Chapter Board shall:

- 197 A. Supervise the affairs and conduct the business of the Chapter between business meetings;
198 B. Make recommendations to the membership;
199 C. Have regular Chapter Board meeting every quarter at a time and place determined by the Chapter Board.
200 Special meetings of the Chapter Board may be called by the President and shall be called upon the written
201 request of half of the members of the Board. Notice must be given to Chapter Board members at least 48
202 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting;
203 D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
204 E. Regular or special meetings of the Chapter Board may be held electronically. A conference meeting must be
205 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before
206 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be
207 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.
208 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The
209 minutes of the meeting shall be approved at the next in-person meeting.

210 ***Section 3. Financial Authority***

211 The Chapter Board shall have the authority to:

- 212 A. Approve the annual budget
213 B. Expend funds allotted in the approved budget

214 ***Section 4. Fiscal Year & Annual Financial Statements***

- 215 A. The fiscal year of the Chapter shall run from 1st January to 31st December.
216 B. The Chapter Board shall ensure that annual financial statements are prepared, audited or verified by
217 individual(s) other than the Chapter Board, and approved by the Chapter Board, presented to members at the
218 annual general meeting, and submitted annually to the Association as part of compliance reporting.

219 ***Section 5. Insurance***

220 The Chapter Board shall use commercially reasonable efforts to carry at all times adequate insurance coverage to
221 insure the risk associated with the Chapter's activities, and shall hold the Association harmless from any lawsuits,
222 damages, other expenses or liabilities, arising out of the activities of the Chapter.

223 ***Section 6. Quorum***

224 The quorum for any regular or special meeting of the Chapter Board shall be a majority of members of the Board.

225 ***Section 7. Removal***

- 226 A. Any Officer who fails to attend two (2) Chapter Board meetings within a year or four (4) committee meetings
227 within a year will be brought before the Chapter Board and may be removed from office by a majority vote of
228 the Chapter Board of Directors.
229 B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board, by a majority vote
230 of the members of the Chapter Board of Directors.
231 C. Any Officer being considered for removal from the Chapter Board shall have the right to be heard by the
232 Chapter Board before an official vote is taken.

233 **Article VIII. Chapter Committees**

234 ***Section 1. Program Committee***

235 There shall be a Program Committee with the objective of developing and implementing the Chapter training and
236 development events for the year.

237 ***Section 2. Special Committees***

238 Other committees may be created as necessary by the Chapter Board.

239 **Article IX. Indemnification**

240 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person
241 who may have served at its request or by its election as a director or officer of another corporation, against
242 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit
243 or proceeding, in which they, or any of them, are made parties, or a party, by reason of being or having been
244 directors or a director or officer of the corporation or of such other corporation. Notwithstanding the forgoing,
245 this indemnification obligation shall not extend to matters as to which any such director or officer or former
246 director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct
247 in performance of duty and to such matters as shall be settled by agreement predicated on existence of such
248 liability.

249 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking
250 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or
251 otherwise, both as to action in his or her official capacity and as to action in another capacity, while holding such
252 office.

253 **Article X. Dissolution**

254 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the
255 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the
256 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for
257 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International
258 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or
259 civic project designated by the Chapter membership with the approval of the Association's Chair of ISACA's
260 Board of Directors and Chief Executive Officer.

261 **Article XI. Parliamentary Authority**

262 The rules contained in the Law n°05/2012 of 17/02/2012 governing the organization and functioning of
263 international non-governmental organizations, shall govern the chapter in all cases to which they are applicable
264 and in which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

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

266 The Chapter Board shall approve all suggested bylaw changes and forward them to the Association, with changes
267 indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a
268 vote by chapter membership.

269 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided the
270 amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire
271 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter
272 Relations team of the Association will be advised that the bylaw amendments have been approved and will be sent
273 a copy of the approved version of the bylaws.
274 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.
275 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country
276 or state requirements.
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