

ISACA Amman Chapter Bylaw

Effective: __/__/__

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Amman Chapter, hereinafter referred to as "Chapter," a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the "Association." The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity, and complying with the applicable Jordanians 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, security, control and assurance.

The objectives of the Chapter are:

- A. To promote the education of, and help expand the knowledge and skills interrelated fields of IT governance, IS audit, security, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, security, 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, security, 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 promote 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. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities taking into consideration the applicable laws and regulations in Jordan.

- A. Member — Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- B. Retired Member — Any member, 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 dues to the Chapter and the Association.
 - Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association 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.

Section 3. Dues

- A. Chapter dues shall be payable on or before 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 ISACA International. In addition, local fees shall be paid in Amman within the first two months of the beginning of the fiscal year (as mandated by Jordanian laws). A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- B. Resignation — Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 4. Termination and Suspension

- A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
- B. 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. Educational sessions

Educational sessions of the Chapter membership shall be held at least quarterly unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting

The annual general meeting shall be held in March, and shall be for the purpose of electing officers, receiving reports of officers and committees, approving budget, 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 3. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 20% of the members. The purpose of the meeting shall be stated in the call.

Section 4. Quorum for Chapter Meetings

- A. The quorum for any annual general shall be not less than 51% of members. In absence of quorum, the meeting will be adjourned, and reconvened 15 days. The new date and time will be communicated to members, and the quorum at the second meeting shall be considered valid with the presence of the members who attended.
- B. The quorum for any special meeting shall be not less than 66% of members. In absence of quorum, the meeting will be adjourned., and reconvened 15 days. The new date and time will be communicated to members, and the quorum at the second meeting shall be considered valid with the presence of the members who attended.

Section 5. Act of the Membership

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

- A. For the annual meetings, Resolutions are passed by the voting of more than 50% of the attendees.
- B. For the special meetings, Resolutions are passed by the voting of more than 66% of the attendees

Section 6. Notification

Members shall be notified **2 weeks** in advance of the annual general meeting. Members shall be notified at least 2 weeks in advance of any special meetings. Notification may be by postal mail or by email.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be **7** in number, constituting:

President, Vice President, Secretary, Treasurer, Immediate Past President, Membership and Marketing Director, Certification and Academic Relations Director.

Section 2. Term of Chapter Officers

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

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,
 - Appoint all committee chairpersons and members, with approval of the Chapter Board,
 - Be an ex-officio member of all committees except the Nominating Committee,
 - Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
 - Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association,
 - Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees,
 - Maintain communications with the Association and respond to Association enquiries,
 - Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
 - 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 **Vice President** 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, and
 - Perform other duties as pertain to this office.
- C. The Chapter **Secretary** shall:
 - Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
 - Maintain accurate attendance records,
 - 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,
 - Remit dues to the Association as required,

- Submit a written report at each regular meeting of the Chapter Board,
 - With the Chapter President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
 - Submit annual financial statements for presentation to the membership at the annual general meeting,
 - Submit books and records for audit when required,
 - File any and all tax forms required, and
 - Perform other duties as pertain to this office.
- E. The **Immediate Past President** of the Chapter shall:
- Provide advice and guidance to the new President and Chapter Board, and
 - Perform other duties as pertain to this office.
- G. The **Membership and Marketing Director** shall:
- Maintain accurate lists of membership,
 - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
 - Report on membership data from the Association,
 - Coordinate plans for maintaining and Increasing Chapter membership, and
 - Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, the Association, and any other new initiative,
 - Coordinate initiatives involving partnerships and alliances,
 - Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 - Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
 - Perform other duties as pertain to this office.
- H. The **Certification and Academic Relations Director** shall:
- Maintain resource material related to ISACA's certifications,
 - Promote ISACA's accreditations within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to Chapter Board on exam results,
 - Act as a liaison between exam participants and the Association, and
 - Provide liaison with academic institutions,
 - Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT, CRISC, CSXP, and IT governance,
 - Coordinate scholarship initiatives approved by the Chapter Board,
 - Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions, and
 - Perform other duties as pertain to this office

Section 4. Chapter Officer Vacancies

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

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. Nominations shall be open, and will be declared open by the president electronically (by email to all members) in the month of December. Nominations will then be accepted from any member of the Chapter.
- B. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

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

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 between business meetings
- B. Make recommendations to the membership
- C. Be subject to the orders of the membership
- D. Have regular Chapter Board meetings monthly at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written request of 4 members of the Board. Notice must be given at least 48 hours before a Special Meeting of the Chapter Board.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-budgeted expenditures not to exceed 500 JD without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from 1/1 to 31/12 unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Insurance

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Section 6. Quorum

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

Section 7. Removal

- A. Any member of the Chapter Board of Directors who fails to attend 3 board meetings within a year or 3 committee meetings within a year will be brought before the Board and may be removed from office by a majority vote of the Board of Directors.
- B. Any board member may be removed with or without cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.

- C. Any board member being considered for removal from the Board shall have the right to be heard by the Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Program Committee

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

Section 2. Special Committees

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

Article IX. Indemnification

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

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

Article X. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after fourteen (14) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. 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 or the Society Registration Council in accordance with the applicable Jordanian laws and regulations with the approval of the Association's Chair of the Board of Directors and Chief Executive Officer.

Article XI. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, or as mandated by the applicable Jordanian laws and regulations 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 Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the 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 compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

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