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2 **Bylaws of ISACA Western Michigan Chapter**  
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4 **Effective: 06/17/2021**  
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7 **Article I. Name**  
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9 West Michigan Chapter, hereinafter referred to as “Chapter,” a Chapter affiliated with the Information Systems  
10 Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association.” Although the Chapter  
11 is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the  
12 ISACA Board of Directors, the Chapter is a legally independent entity from the Association as well as any other  
13 association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including  
14 compliance with all applicable laws and regulations.  
15

16 **Article II. Purpose**  
17

18 ***Chapter’s Purpose***

19 The primary purpose of the Chapter is to promote the education of individuals and provide networking  
20 opportunities for the improvement and development of their capabilities relating to the auditing of, management  
21 consulting in, or direct management of the fields of IT governance, IS audit, cybersecurity, privacy, control and  
22 assurance.  
23

24 The objectives of the Chapter are:

- 25 A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated  
26 fields of IT governance, IS audit, cybersecurity, privacy, control and assurance;  
27 B. To encourage an open exchange of IT governance, IS audit, cybersecurity, control, and assurance techniques,  
28 approaches, and problem solving by its members;  
29 C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit,  
30 cybersecurity, control and assurance that can be of benefit to them and their employers;  
31 D. To communicate to management, auditors, universities, and IS professionals the importance of establishing  
32 controls necessary to ensure proper IT governance and the effective organization and utilization of IT  
33 resources; and  
34 E. To support the Association’s professional certifications and certificates.  
35

36 **Article III. Membership and Dues**  
37

38 ***Section 1. Classifications and Qualifications***

39 Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter  
40 will mirror membership types in the Association. Any member of the Association shall be eligible for membership  
41 in the Chapter with the same membership type, subject to rules established by the Association Board. Only the  
42 Association Board of Directors has the right to add or remove membership types in the Association. Membership  
43 types in Chapter are:

- 44 A. Professional Member—Any individual with a professional membership in the Association. Professional  
45 Members of the Chapter shall be entitled to vote and to hold office at the Chapter level.  
46 B. Retired Member—Any member of the Association, who presents proof of retirement status, subject to rules  
47 established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter  
48 level.  
49 C. Student Member—Any member of the Association who is a full-time student currently enrolled in a degree  
50 program of an accredited college or university, subject to rules established by the Association Board. Student  
51 members shall be entitled to vote and hold office at the Chapter level.  
52 D. Recent Graduate—Any member of the Association who graduated within the last two years from a  
53 recognized college or university, subject to rules established by the Association Board. Recent Graduate  
54 members shall be entitled to vote and hold office at the Chapter level.  
55

56 ***Section 2. Admission***

- 57 A. Potential members shall:  
58 • Meet the requirements of membership as outlined in Article III, Section 1.

- 59 • Complete an Association membership application form.  
60 • Pay required Chapter and Association dues to the Association.  
61 • Follow the Code of Professional Ethics of the Association.  
62 B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the  
63 membership application and received the required Association and Chapter due for that individual.  
64

65 **Section 3. Dues**

- 66 A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues  
67 shall be determined by the Chapter Board of Directors. A member shall forfeit membership in the Chapter  
68 and Association, if dues have not been paid to the Association or Chapter in compliance with terms set by the  
69 Association Board of Directors, as required.  
70 B. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association  
71 membership or Chapter dues.  
72

73 **Section 4. Member Termination**

- 74 A. Only the Association has the authority to terminate Association and Chapter membership of an individual.  
75 B. Termination of membership in the Association, for whatever reason, shall automatically terminate  
76 membership in the Chapter.  
77

78 **Article IV. Chapter Meetings**

79  
80 **Section 1. Educational sessions**

81 Educational sessions of the Chapter membership shall be held at least four times annually unless otherwise  
82 determined by the Chapter Board.  
83

84 **Section 2. Annual General Meeting (AGM)**

85 The annual general meeting shall be held in June and shall be for the purpose of electing officers, unless  
86 previously conducted electronically, receiving reports of officers and committees, and for any other business  
87 that may arise.  
88

89 The AGM may be held in-person or electronically, as long as all members can simultaneously hear each other and  
90 participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter  
91 Board.  
92

93 **Section 3. Special Meetings**

94 Special meetings may be called by the President, at least three members of the Chapter Board, or upon written  
95 request by 75 of the members. The purpose of the meeting shall be stated in the call.  
96

97 **Section 4. Electronic Meetings**

98 Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can  
99 simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically  
100 shall be approved by the Chapter Board.  
101

102 **Section 5. In-person or Electronic Voting (NOT elections)**

- 103 A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter  
104 delivers a ballot to every member entitled to vote on the matter.  
105 B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated  
106 electronic/internet-based tools.  
107 C. A ballot must:  
108 1. Set forth each proposed action; and  
109 2. Provide an opportunity to vote for or against each proposed action.  
110 D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals  
111 or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that  
112 would be required to approve the matter.  
113 E. All solicitations for votes by written ballot must:  
114 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;  
115 2. Indicate the number of responses needed to meet the quorum requirements;  
116 3. State the percentage of approvals necessary to approve each matter;  
117 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and

- 118 5. Be considered a special meeting for the purposes of these bylaws.  
119

120 **Section 6. Quorum for Chapter Meetings**

121 The quorum for any annual general or special meeting shall be 20 members. In absence of quorum, the meeting  
122 will be adjourned, and reconvened within one week, unless otherwise determined by the chapter board. The new  
123 date and time will be communicated to members.  
124

125 **Section 7. Act of the Membership**

126 The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an  
127 act of the membership.  
128

129 **Section 8. Notification**

130 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least  
131 10 days in advance of any special meetings. Notification may be by postal mail, by email or by telephone.  
132

133 **Article V. Chapter Officers**

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135 **Section 1. Chapter Officers**

136 The Officers of the Chapter shall be a minimum of nine in number, constituting:  
137 President, Vice President, Secretary, Treasurer, Immediate Past President, Communication Director, Membership  
138 Director, Marketing Director, and Certification Director. Other director positions may include: Website Director,  
139 IT Governance Director, Cybersecurity Director, Academic Relations Director, Research Director, and Directors  
140 and Liaison Directors, referred to as Director(s) at Large shall be elected. The maximum number of directors  
141 shall not exceed 16.  
142

143 **Section 2. Term of Chapter Officers**

- 144 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two year(s), or until  
145 their successors are elected and assume office, or until they resign or are removed from office. The term of  
146 office shall begin at the close of the annual meeting at which they are elected.  
147 B. No member shall hold more than two Chapter office(s) at a time, and no member shall be eligible to serve  
148 more than two consecutive terms in the same Chapter office. The exception may occur when no other  
149 Chapter Member desires that office, additional terms may be held by that Chapter officer, but the Chapter  
150 officer must still be elected by the Chapter Membership.  
151

152 **Section 3. Duties of Chapter Officers**

153 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted  
154 by the Chapter. Other Chapter Officers, as well as other duties for these Chapter Officers, may be listed in  
155 Western Michigan ISACA's Standard "Chapter Officers and Responsibilities" (standard number 040).  
156

- 157 A. The Chapter **President** shall:

- 158 • Preside at meetings of the Chapter and the Chapter Board;
- 159 • Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- 160 • Appoint all committee chairpersons and members, with approval of the Chapter Board;
- 161 • Be an ex-officio member of all committees, except the Nominating Committee;
- 162 • Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance  
163 of individual(s) should be approved by the chapter board.
- 164 • Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the  
165 Association;
- 166 • Present an annual report to members at the AGM; such report to consist of reports from various Chapter  
167 officers and committees;
- 168 • Maintain communications with the Association and respond to Association enquiries;
- 169 • Be responsible for submission of the required annual Compliance documentation to the Association  
170 within 30 days after the AGM;
- 171 • Supervise budgetary matters and proper internal control of finances;
- 172 • Execute agreements authorized by the Chapter Board of Directors.
- 173 • Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
- 174 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter  
175 Board.

- 176 B. The Chapter **Vice President** shall:  
177     • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,  
178     • Perform the duties of the President in the event of his/her absence or disability,  
179     • In the event of a vacancy in the office of President, assume the office of President, and  
180     • Perform other duties as pertain to this office.
- 181 C. The Chapter **Secretary** shall:  
182     • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,  
183     and maintain a copy of the records,  
184     • Maintain accurate attendance records,  
185     • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,  
186     • Assist the President in the administration of Chapter membership meetings, and  
187     • Perform other duties as pertain to this office.
- 188 D. The Chapter **Treasurer** shall:  
189     • Be custodian of Chapter funds,  
190     • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the  
191     carrying on of its activities or as directed by the Chapter Board,  
192     • If received locally, remit dues to the Association as required,  
193     • Submit a written report at each meeting,  
194     • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US  
195     dollar credit account held at the Association,  
196     • Submit annual financial statements for presentation to the membership at the annual general meeting,  
197     • Submit books and records for audit when required,  
198     • File any and all tax forms required, and  
199     • Perform other duties as pertain to this office.
- 200 E. The **Immediate Past President** of the Chapter shall:  
201     • Provide advice and guidance to the new President and Chapter Board, and  
202     • Perform other duties as pertain to this office.
- 203 F. The **Communications Director** shall:  
204     • Maintain electronic lists of members and guests,  
205     • Forward information on events and other pertinent information to e-mail lists,  
206     • Identify and use other means of disseminating information about events and the chapter, where  
207     appropriate, and  
208     • Perform other duties as pertain to this office.
- 209 G. The **Membership Director** shall:  
210     • Maintain accurate lists of membership,  
211     • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy  
212     issues,  
213     • Report on membership data from the Association,  
214     • Coordinate plans for maintaining and Increasing Chapter membership, and  
215     • Perform other duties as pertain to this office.
- 216 H. The **Certification Director** shall:  
217     • Maintain resource material related to ISACA’s certifications,  
218     • Promote ISACA’s accreditations within the Chapter membership, including exam preparation sessions,  
219     • Maintain exam participation rate to sustain the local area as an exam writing site,  
220     • Report to Chapter Board on exam results,  
221     • Act as a liaison between exam participants and the Association, and  
222     • Perform other duties as pertain to this office.
- 223 I. The **IT Governance Director** shall:  
224     • Encourage Chapter membership to participate in review of Association standards and guidelines,  
225     • Promote CGEIT accreditation within the Chapter membership,  
226     • Provide liaison with Association re: IT governance issues and approaches to dissemination,  
227     • Assist in the inclusion of IT governance presentations in the chapter education sessions,  
228     • Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,  
229     • Stay current with the offerings of the Association as related to COBIT and other IT-governance resources  
230     • Work with Education Director to arrange training sessions on COBIT  
231     • Assist in expanding awareness and use of COBIT, and

- 232 • Perform other duties as pertain to this office.  
233 J. The **Marketing Director** shall:  
234 • Conduct general marketing and publicity of the Chapter, ISACA’s certifications, COBIT, the Association,  
235 and any other new initiative,  
236 • Coordinate initiatives involving partnerships and alliances,  
237 • Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,  
238 • Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising  
239 which the Chapter may issue, authorize, or sponsor under the direction of the Chapter Board, and  
240 • Perform other duties as pertain to this office.  
241 K. The **Academic Relations Director** shall:  
242 • Provide liaison with academic institutions,  
243 • Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM,  
244 CGEIT and IT governance,  
245 • Coordinate scholarship initiatives approved by the Chapter Board,  
246 • Liaise with appropriate professors, and where appropriate take steps to establish an “Academic  
247 Advocate” program in local academic institutions, and  
248 • Perform other duties as pertain to this office.  
249 L. The **Director at Large** shall:  
250 • Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the  
251 President and Chapter Board.  
252

#### 253 **Section 4. Chapter Officer Vacancies**

- 254 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.  
255 B. If a vacancy should occur in any other office, except that of Immediate Past President or President, the  
256 vacancy shall be filled by the Chapter Board.  
257 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by  
258 routine succession. A previous past president would not fill this role.  
259 D. If a Chapter officer’s membership shall for any reason terminate, that individual’s position as Chapter officer  
260 shall automatically become vacant.  
261

### 262 **Article VI. Nominations and Elections**

#### 263 **Section 1. Chapter Nominations**

- 264  
265 A. A Nominating Committee of no less than three members shall be elected by the Chapter Board at their  
266 February meeting.  
267 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall  
268 nominate candidates for offices to be filled at the annual general meeting.  
269 C. The Nominating Committee shall report to the membership at the special meeting in March and by email.  
270 D. Nominations from the floor shall be permitted prior to the election.  
271 Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement  
272 (Form 02) and Conflict of Interest form (Form 03). These documents should be retained electronically in a  
273 location that is determined and accessible by all members of the Chapter board.  
274  
275

#### 276 **Section 2. Chapter Elections**

- 277 A. Officers shall be elected by ballot.  
278 B. In the event there is only one candidate for any office, voting on that office may be by voice.  
279 C. Elections may be held electronically using a secure online voting tool (e.g., [www.eballot.com](http://www.eballot.com),  
280 [www.electionrunner.com](http://www.electionrunner.com), [www.votenet.com](http://www.votenet.com)) and following the election rules, as determined by local law  
281 and the Chapter Board of Directors.  
282

### 283 **Article VII. Chapter Board**

#### 284 **Section 1. Composition of the Chapter Board**

285 The Chapter Board shall consist of the officers listed in Article V, Section 1.  
286  
287

#### 288 **Section 2. Duties**

289 The Chapter Board shall:

- 290 A. Supervise the affairs and conduct the business of the Chapter between business meetings  
291 B. Make recommendations to the membership  
292 C. Have regular Chapter Board meetings – at least six per year, at a time and place determined by the Chapter  
293 Board. Special meetings of the Chapter Board may be called by the President, and shall be called upon the  
294 written request of three members of the Board. Notice must be given at least 48 hours before a Special  
295 Meeting of the Chapter Board.  
296 D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.  
297 E. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be  
298 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before  
299 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be  
300 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.  
301 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.  
302 The minutes of the meeting shall be approved at the next board meeting.  
303

### 304 ***Section 3. Financial Authority***

305 The Chapter Board shall have the authority to:

- 306 A. Approve the annual budget.  
307 B. Expend funds allotted in the approved budget  
308 C. Authorize non-budgeted expenditures not to exceed \$5,000 without prior approval of the membership as  
309 allowed by Chapter policies and procedures.  
310

### 311 ***Section 4. Fiscal Year & Annual Financial Statements***

- 312 A. The fiscal year of the Chapter shall run from July 1 to June 30 unless otherwise established by the Chapter  
313 Board.  
314 B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited – as  
315 required by local law and/or these chapter bylaws – by an individual who is NOT a member of this chapter.  
316 The verification or audit will be approved by the Chapter Board, presented to members at the annual general  
317 meeting, and submitted annually to the Association as part of compliance reporting.  
318

### 319 ***Section 5. Insurance***

320  
321 The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the  
322 Chapter’s activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses  
323 or liabilities, arising out of the activities of the Chapter.  
324

### 325 ***Section 6. Quorum***

326 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.  
327

### 328 ***Section 7. Removal***

- 329 A. Any member of the Board of Directors who fails to attend 3 board meetings within a year or 3 committee  
330 meetings within a year will be brought before the Board and may be removed from office by a majority vote  
331 of the Board of Directors.  
332 B. Any board member may be removed with or without cause, at any meeting of the Board, by a majority vote  
333 of the members of the Board of Directors.  
334 C. Any board member being considered for removal from the Board shall have the right to be heard by the  
335 Board before an official vote is taken.  
336

## 337 **Article VIII. Chapter Committees**

### 338 ***Section 1. Standing Committees***

339 There shall be the following standing committees:  
340 events, membership, certification, audit, long-range planning, policy, academic relations.  
341  
342

### 343 ***Section 2. Duties of Standing Committees***

344 Additional committees and other duties for standing committees may be added and documented in “WMISACA  
345 Committees and Responsibilities” (standard number 050).  
346

- 347 A. The events committee shall develop and implement the Chapter training and development events for the year.  
348 The committee shall recommend and oversee seminars of professional education, except exam review

- 349 courses.
- 350 B. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an
- 351 ongoing membership campaign. When requested by the Association, the local Chapter, through its
- 352 membership committee, shall receive and forward applications for membership to the Association.
- 353 C. The certification committee shall assist the chapter certification exam coordinator(s) in promoting ISACA's
- 354 certification examinations and professional designations locally, and shall provide assistance in planning and
- 355 conducting chapter's exam review courses.
- 356 D. The audit committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and
- 357 reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the
- 358 completion date of the audit will be after the annual general meeting, members are to be advised that they
- 359 may request a copy of the audit letter, to be communicated to them upon completion. Members of the audit
- 360 committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have a
- 361 conflict of interest (example: the Treasurer shall not be part of the audit committee).
- 362 E. The long-range planning committee shall review the affairs of the Chapter and make recommendations to the
- 363 Chapter Board and the chapter members concerning ways and means by which the Chapter's purpose given
- 364 in Article II can be met. The committee shall consist of a chairperson appointed by the president plus at least
- 365 four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the
- 366 duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and
- 367 submit plan amendments to the Chapter Board for adoption.
- 368 F. The policy committee shall report to the chapter board and shall maintain the bylaws, standards, policies, and
- 369 procedures. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any
- 370 applicable country or state requirements. The policy committee shall expedite the process of changing the
- 371 bylaws in accordance with Article XI of the bylaws, assure that all proposed changes conform to any local
- 372 laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of
- 373 the Association, and suggest wording for proposed changes.

374

375 ***Section 3. Special Committees***

376 Other committees may be created as necessary by the Chapter Board. Reference "WMISACA Committees and

377 Responsibilities" (standard number 050).

378

379 **Article IX. Indemnification**

380

381 Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members,

382 shareholders, employees, agents, affiliates, successors and permitted assigns ("ISACA Indemnified Parties")

383 against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements,

384 interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees,

385 and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of

386 pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any

387 claim of a third party ("Claim").

388

389 **Article X. Dissolution**

390

391 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the

392 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the

393 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for

394 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International

395 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or

396 civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue

397 Code, or the appropriate governing code in Michigan and with the approval of the ISACA Board Chair and Chief

398 Executive Officer.

399

400 **Article XI. Parliamentary Authority**

401

402 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, shall govern the chapter in all

403 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules

404 the chapter may adopt.

405

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

407

408 In conjunction with the Chapter Policy Committee, the Chapter Board shall approve all suggested bylaw changes  
409 and forward them to the Membership Division of the Association, with changes indicated. The Association must  
410 give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.  
411

412 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote of the Chapter  
413 members present and voting, provided that the amendment has been submitted in writing at the previous meeting,  
414 or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at  
415 which it will be considered. The Membership Division of the Association will be advised that the Bylaw  
416 amendments have been approved, and will be sent a copy of the approved version of the Bylaws.  
417

418 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.  
419 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country  
420 or state requirements.  
421

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