

**Bylaws of Austin Chapter
Of the Information Systems Audit and Control Association**

Effective: 03/07/2006

Article I. Name

The name of this non-union, non-profit organization shall be the Austin Chapter of the Information Systems Audit and Controls Association (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.

Article II. 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 and/or management consulting in the field of IS audit, security and control. The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of auditing, quality assurance, security, IS audit and control, and IT governance;
- To encourage an open exchange of IS audit and control, quality assurance, and security techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IS audit and control, quality assurance, and security fields that can be of benefit to them and their employers, and;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources.
- Promote the Association's professional certifications

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.

- A. Active 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. Active members shall be entitled to vote and 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. Proof of enrollment shall be submitted annually to the Association. Student members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admissions

- 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 dues to the Chapter and the Association
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues 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.
- B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.

Article IV. Chapter Meetings

- Section 1. The regular meetings of the Chapter shall be held on the first Tuesday of each month, from September through June, unless otherwise ordered by the Chapter Board. Members will be notified of changed meeting dates at least one week in advance.
- Section 2. The regular meeting in May shall be known as the annual general meeting 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 may be called by the President or by the Chapter Board and shall be called upon written request by fifteen (15) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days notice shall be given. 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 4. Members shall be notified within 30 days of annual general meeting and special general meeting.
- Section 5. Forty-five (45) members shall constitute a quorum at any regular or special meeting.
- Section 6. The affirmative vote of the majority of the members present at a regular or special meeting at which a quorum is present shall constitute an act of the members.

Article V. Chapter Officers

- Section 1. The President, Vice President, Membership Director, Secretary, Treasurer, and two immediate Past Presidents shall be the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past Presidents, shall be elected annually for a term of one (1) year, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected. The application of term limits shall not include partial terms served because of appointment or special election.

- B. No member shall hold more than one (1) Chapter office at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office, unless approved by the Chapter Board and affirmed by a majority vote of the members present at a regular or special meeting at which a quorum is present.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter Board, or the parliamentary authority adopted by the Chapter.

- A. The Chapter President shall:
- Preside at all meetings of the Chapter and the Chapter Board
 - Appoint, with the approval of the Chapter Board, all committee chairpersons and committee members not otherwise specified by these by-laws
 - Be an ex-officio member of all committees except the Nominating Committee
 - Represent the Chapter at Leadership Conference/Presidents Council Meeting(s)
 - Maintain communications with the Association and respond to Association inquiries
 - Be responsible for submission of the chapter annual report to the Association within 30 days after annual general meeting
 - Supervise budgetary matters and proper internal control of finances
- B. The Chapter Vice President shall:
- Be an active aid to the president
 - Perform the duties of the President in the event of his/her absence or disability
 - Chair the Education and Long Range Planning Committees
 - Perform other duties as pertain to this office or which may be delegated by the president or the Board
- C. The Chapter Membership Director shall:
- Be an active aid to the president and vice president.
 - Perform the duties of the president and the vice president in the event of their absence or disability.
 - Maintain accurate lists of the membership and attendance records
 - Chair the Membership Committee
 - Perform other duties as pertain to this office or which may be delegated by the president or the Board
- D. The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board and membership meetings and maintain the files of previous minutes for at least 3 years
 - Be responsible for the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter
 - Serve as the primary liaison with the Chapter's Webmaster for coordination of additions or updates to the website
 - Perform other duties as pertain to this office or which may be delegated by the president or the Board
- E. The Chapter Treasurer shall:
- Be custodian of Chapter funds
 - Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter membership
 - Remit dues to the Association as required
 - Submit a written report at each regular meeting

- Submit books and records for audit
- File any and all tax forms required
- Perform other duties as pertain to this office or which may be delegated by the president or the Board

F. The two immediate Past Presidents of the Chapter shall:

- Serve in an advisory capacity
- Perform other duties as assigned by the President or the Board

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in any office, except that of the two immediate Past Presidents, the vacancy shall be filled by Chapter Board appointment.
- B. If a vacancy occurs in the office of the two past presidents, the vacancy(s) may remain until filled by routine succession or may be filled by the Chapter Board with any former officer who is currently a member of the Chapter.
- C. Chapter Officers must maintain their membership throughout their entire term of office.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of three (3) members shall be elected by the Chapter Board at their February meeting.
- B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership at the regular meeting in May.
- D. Nominations from the floor shall be permitted prior to the election. Any candidate nominated from the floor shall have consented to serve before the nomination will be accepted.
- E. 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 paper or electronic ballot at the annual general meeting.
- 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. The Chapter Board shall consist of the Chapter officers. The Chapter Board shall have full power and authority over the affairs of the Chapter between membership meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the Chapter and none of its acts shall conflict with action taken by the Chapter.

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. Meet at least bi-monthly at a time and place determined by the Chapter Board

- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- F. Meetings of the chapter board may be held electronically. A conference call 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 in-person meeting.

Section 3. 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 \$1,000 without prior approval of the membership

Section 4. Quorum - A majority of the Chapter Board shall constitute a quorum.

Section 5. Action - The affirmative vote of the majority of directors present at a meeting at which a quorum is present shall constitute an act of the Chapter Board.

Section 6. Insurance - The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Article VIII. Chapter Committees

Section 1. There shall be the following standing committees: Membership, Education, Academic Relations, Certification, Audit, Long Range Planning, Bylaws.

Section 2. Duties of standing committees

- A. The Membership Committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- B. The Education Committee shall recommend and oversee seminars and programs of professional education, except exam review courses.
- C. The Academic Relations Committee shall recommend and oversee actions to develop and maintain relationships with institutions of public and higher education designed to promote formal education related to IT audit and related disciplines and to promote student interest in the Chapter and the Association.
- D. The Certification Committee shall assist the chapter CISA and CISM coordinator(s) in promoting the CISA and CISM examinations and professional designations locally, and shall provide assistance in planning and conducting the Chapter's exam review courses.
- E. The Audit Committee shall be appointed by the Chapter Board whose duty shall be to audit the Chapter accounts at the close of the fiscal year and to report at the annual general meeting. (Duty on chapter board and reported to chapter in time for the AGM.)
- F. The Long Range Planning Committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the Chapter members concerning ways and means by which the Chapter's purpose given in Article II can be met. The committee shall consist of the Vice President, the two immediate Past Presidents, plus at least two additional members approved by the Board. The term of office shall be one year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.

- G. The Bylaws Committee shall be appointed by the president and approved by the Board. The committee shall report to the Board and shall maintain the bylaws. The bylaws committee shall expedite the process of changing the bylaws in accordance with Article IX of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes. The committee will forward all changes to bylaws to the Association.

Section 3. Special committees may be created as necessary by the Chapter Board.

Article IX. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after ten (10) 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 go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

Article X. Parliamentary Authority

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the chapter may adopt.

Article XI. Amendment of Chapter Bylaws

The Chapter shall forward all bylaws changes to the Association, with changes indicated, as the Association Membership Board must give approval to all bylaws changes prior to submitting for vote by the chapter membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws with the Association's bylaws and applicable country requirements.

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered.

Approved by vote of 53 members out of 54 members present at the Information Systems Audit and Control Association monthly meeting, March 7, 2006 after announcement and unanimous vote by the Board members at the January 19, 2006 Board meeting. Current membership is 300 members.