

Bylaws of ISACA Los Angeles Chapter

Effective: 06/08/10

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Los Angeles 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.

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:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- 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;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- 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.

- 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.

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 dues to the Chapter and the Association.
 4. Follow the Code of Professional Ethics of 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.
- D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. Educational Sessions

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

Section 2. Annual General Meeting

The Annual General Meeting shall be held in June and shall be for the purpose of installing 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. Mail or Electronic Voting

If required, 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 5. Quorum for Chapter Meetings

The quorum for any Annual General Meeting or special meeting shall be 20 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time will be communicated to members.

Section 6. Act of the Membership

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

Section 7. Notification

Members shall be notified 30 days in advance of the Annual General Meeting. Members shall be notified at least 10 days in advance of any special meetings, except in case of emergency. Notification may be by postal mail, email or telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be eleven (11) in number, constituting:
President, Vice President, Secretary, Treasurer, Immediate Past President, six (6) of directors shall be

the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of one 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.
- B. No member shall hold more than one Chapter office at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office, with the exception of the director position.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed in 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,
 - Be an ex-officio member of all committees except the Nominating Committee,
 - Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
 - Present an annual report to members at the Annual General Meeting,
 - Maintain communications with the Association and respond to Association inquiries,
 - 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 that pertain to the office of the 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 that pertain to this office.
- C. The Chapter **Secretary** shall:
 - Take minutes of the meetings of the Chapter Board, Annual General Meeting, special meetings, 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 that pertain to this office.
- D. The Chapter **Treasurer** shall:
 - Be custodian of Chapter funds,
 - Receive and disburse such funds of the Chapter 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 financial report at each Chapter Board meeting, Annual General Meeting, or special meeting if required,
 - In concert with the President, authorize expenditures or transfers of funds from/to the Chapter account held at the Association,

- Submit an annual financial report 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 that 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.
- F. The **Directors at Large** shall:
- Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.
 - Shall provide oversight and direction over areas such as: marketing, membership, certifications, communications, education, professional development and academic relations.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in any chapter office, the vacancy shall be filled by the Chapter Board.
- B. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- C. 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. A Nominating Committee of three members shall be appointed by the Chapter Board at a board meeting held no later than March.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be installed at the Annual General Meeting. Each candidate must agree to serve and have completed a Willingness to Serve Agreement and Conflict of Interest form.
- C. Nominations from the floor shall not be permitted prior to the election.
- D. The Nominating Committee shall report the results of the nominations to the membership at the educational session in May.

Section 2. Chapter Elections

- A. Officers shall be elected by ballot.
- B. The results of the election will be certified by the Election Committee to the Board of Directors and announced at the Annual General Meeting.
- C. Only members in good standing as of March 31st of each year shall be entitled to receive a ballot.

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. Be subject to serving the membership
- D. Meet bi-monthly at a time and location determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- F. Regular or special meetings of the Chapter Board may be held electronically. 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 in-person meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget
- B. Expend funds allotted in the approved annual budget
- C. Authorize non-budgeted expenditures

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from July 1 to June 30 unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial report 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.

Article VIII. Chapter Committees

Section 1. Standing Committees

The Chapter shall have the following Standing Committees: Spring Conference, Program, Membership, Marketing, Certification, Audit, Academic Relations, Advisory and Bylaws.

Section 2. Duties of Standing Committees

- A. The Spring Conference Committee shall plan and host an annual educational conference for the year.

- B. The Program Committee shall develop and implement the Chapter monthly educational and development events for the year.
- C. The Membership Committee shall promote interest in the Chapter and in the Association. It will 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. The committee shall maintain accurate lists of membership and disseminate membership lists as directed by Chapter Board with due regard to security and privacy issues. The committee shall report on membership statistics from the Association.
- D. The Marketing Committee shall conduct general marketing and publicity of the Chapter, certifications, and any new Chapter or Association initiatives. The committee shall coordinate initiatives involving partnerships and alliances. The committee shall obtain any required marketing collateral from ISACA International as authorized by the Chapter Board, and 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.
- E. The Certification Committee shall be comprised of the Chairs for each certification appointed annually by the Chapter Board. The certification committee shall promote interest in each certification and coordinate Chapter certification recognition.
- F. The Audit Committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and reporting its results to the Chapter Board. Members of the Audit Committee shall be appointed by the Chapter Board and will be selected in a manner void of any conflict of interest (example: the Treasurer shall not be part of the Audit Committee).
- G. The Academic Relations Committee shall liaise with academic institutions and professors for the purposes of promoting ISACA, ITGI, educational events and its professions. Where appropriate, it will work to establish an "Academic Advocate" program in local academic institutions. The committee shall coordinate scholarship initiatives approved by the Chapter Board.
- H. The Advisory Committee, comprised of Chapter past-presidents and other members, shall review the affairs of the Chapter and make strategic recommendations to the Chapter Board and members that promote the chapter's purpose as described in Article II. The committee shall consist of a chairperson appointed by the President plus at least four additional members approved by the Chapter Board.
- I. The Bylaws Committee shall report to the Chapter Board. It shall maintain the bylaws. The Bylaws Committee shall expedite the process of changing the bylaws in accordance with Article XII of the bylaws, ensure 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 recommend proposed wording changes.

Section 3. 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 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 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 and with the approval of the Association's International President and Chief Executive Officer.

Article XI. Parliamentary Authority

The rules contained in the current edition of *Roberts 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 XII. Amendment of Chapter Bylaws

To amend the Chapter Bylaws, the Chapter Board must approve all bylaw changes and forward them to the Membership Division of the Association with changes indicated. The Association must approve 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 Bylaws are subordinate to the Association bylaws. Where matters and issues are not specifically addressed by the Chapter Bylaws, but are addressed by the Association bylaws, the Association bylaws will apply.

Article XIII. Legal Construction

If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

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