

Bylaws of ISACA Los Angeles Chapter
Effective: 06/08/2021

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, 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 and provide network opportunities 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, risk, security, privacy, 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, risk, security, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, risk, 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, risk, security, control and assurance that can be of benefit to them and their employers;
- D. 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
- E. To promote the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types and Qualifications

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

- A. Professional Member Any individual with a professional membership in the Association. Professional 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—Any member of the Association who is a full-time student currently enrolled in a degree program of a recognized 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—Any member of the Association 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:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete an Association membership application form.
 - 3. Pay required Chapter and Association dues to the Association.
 - 4. 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 and Chapter dues for that individual.

Section 3. Dues

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

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 (AGM) 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. Electronic Meetings

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

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

- A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.
- C. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would

be required to approve the matter.

- E. All solicitations for votes by written ballot must:
1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
 2. Indicate the number of responses needed to meet the quorum requirements;
 3. State the percentage of approvals necessary to approve each matter;
 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
 5. Be considered a special meeting for the purposes of these bylaws.

Section 6. Quorum for Chapter Meetings

The quorum for any Annual General Meeting or special meeting, in-person or electronically, shall be 20 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later, unless otherwise determined by the Board of Directors. The new date and time will be communicated to members.

Section 7. 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 8. Notification

Members shall be notified 30 days in advance of the AGM. 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 up to eleven (11) in number, constituting: President, Vice President, Secretary, Treasurer, Immediate Past President. The remaining officers are a pool of directors between two (2) and six (6) Directors who will constitute 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 AGM at which they are elected. The term of Director has no limit on the number of terms served.
- B. No member shall hold more than one Chapter office at a time. 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 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;
 - Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
 - Appoint all committee chairpersons and members, (except for the Advisory Committee, Audit Committee, and the Nominating Committee,) with approval of the Chapter Board;
 - Be an ex-officio member of all committees, except the Nominating Committee;
 - Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be approved by the chapter board;
 - 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 AGM; such report to consist of reports from various Chapter officers and committees;

- 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 AGM;
 - Supervise budgetary matters and proper internal control of finances;
 - Ensure Chapter trainers for ISACA certifications are accredited by ISACA; 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;
 - Assume the office of President in the event of a vacancy in the office of President; 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 AGM, 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;
 - If received locally, remit dues to the Association as required;
 - Submit a written report at each Board meeting;
 - Along with the President, authorize expenditures from, or transfers of funds from/to the Chapter account held at the Association;
 - Submit annual financial report for presentation to the membership at the AGM;
 - 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.
- 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, except that of Immediate Past President or President, 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. A previous past president would not fill this role.
- C. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
- 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. 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. Elections shall be held electronically using a secure online voting tool (e.g., www.eballot.com, www.electionrunner.com, www.votenet.com) and following the election rules, as determined by local law and the Chapter Board of Directors.
- C. The results of the election will be certified by the Election Committee to the Board of Directors and announced at the Annual General Meeting.
- D. Only members 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. Meet at an interval established by the Chapter Board where notice is given to Chapter Board members at least 48 hours before a Special or Regular Meeting of the Chapter Board and must include the purpose of the meeting
- D. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter;
- E. 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 is prepared, audited, or verified – as required by local law and/or these chapter bylaws – by an individual(s), who is NOT a member of this Chapter. and the verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted as part of the Chapter Annual Report to the Association as part of compliance reporting.

Section 5. Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities 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 Officer who fails to attend 50% of all Chapter Board meetings within a year may be brought before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter Board.
- B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees

Section 1. Standing Committees

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

Section 2. Duties of Standing Committees

- A. The 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

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns (“ISACA Indemnified Parties”) against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys’ fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party (“Claim”).

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 ISACA Global/the Association. 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 Chair of ISACA’s 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* 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

In conjunction with the Chapter Bylaws Committee, the Chapter Board shall approve all suggested bylaw changes and forward them to the Association, in English, with changes indicated. The Association must give written approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter bylaw amendments can be approved at *any* Chapter meeting by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the bylaws.

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