

Bylaws of ISACA Kentuckiana Chapter

Effective: 1/1/2011

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Kentuckiana 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

- 59 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter
60 Board, plus Association dues.
61 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
62 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as
63 required.
64 D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.
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66 **Article IV. Chapter Meetings**
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68 ***Section 1. Regular Meetings***

69 Regular meetings of the Chapter membership shall be held monthly unless otherwise ordered by the Chapter
70 Board and shall be for the purpose of conducting the regular business of the chapter.
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72 ***Section 2. Educational sessions***

73 Educational sessions of the Chapter membership shall be held annually unless otherwise ordered by the Chapter
74 Board.
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76 ***Section 3. Annual General Meeting***

77 The annual general meeting shall be held in December and shall be for the purpose of electing officers, receiving
78 reports of officers and committees, and for any other business that may arise. The date and location of the annual
79 general meeting shall be determined by the Chapter Board.
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81 ***Section 4. Special Meetings***

82 Special meetings may be called by the President, the Chapter Board or upon written request by 15 of the
83 members. The purpose of the meeting shall be stated in the request.
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86 ***Section 5. Mail or Electronic Voting***

87 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions
88 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of
89 these bylaws.
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91 ***Section 6. Quorum for Chapter Meetings***

92 The quorum for any regular, annual general or special meeting shall be 15 members. In absence of quorum, the
93 meeting will be adjourned, and reconvened 30 days later. The new date and time will be communicated to
94 members.
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96 ***Section 7. Act of the Membership***

97 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the
98 membership.
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100 ***Section 8. Notification***

101 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 30
102 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by
103 postal mail, by email or by telephone.
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105 **Article V. Chapter Officers**
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107 ***Section 1. Chapter Officers***

108 The Officers of the Chapter shall be 13 in number, constituting:
109 President, Secretary, Treasurer, and 10 vice presidents (VP) shall be the Chapter Officers.
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111 ***Section 2. Term of Chapter Officers***
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- 113 A. The Chapter Officers shall be elected for a term of one year, or until their successors are elected and assume
114 office, or until they resign or are removed from office. The term of office shall begin at the close of the
115 annual meeting at which they are elected.
116 B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve
117 more than two consecutive terms in the same Chapter office.

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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 ,
- 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 - 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 **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.

C. 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,
- In concert with the 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.

D. The **Communications VP** shall:

- Maintain electronic lists of members and guests,
- Forward information on events and other pertinent information to e-mail lists,
- Identify and use other means of disseminating information about events and the chapter, where appropriate, and
- Perform other duties as pertain to this office.

E. The **Membership and Marketing VP** 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
- Perform other duties as pertain to this office.
- Conduct general marketing and publicity of the Chapter, CISA, CISM, CGEIT, COBIT, Val IT the

- 175 Association, and any other new initiative,
 176 • Coordinate initiatives involving partnerships and alliances,
 177 • Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 178 • Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising
 179 which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
 180 • Perform other duties as pertain to this office.
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 182 F. The **Education and Certification VP** shall:
 183 • Maintain resource material related to CISA, CISM, CGEIT and CRISC certification,
 184 • Promote accreditation within the Chapter membership, including exam preparation sessions,
 185 • Maintain exam participation rate to sustain the local area as an exam writing site,
 186 • Report to Chapter Board on exam results,
 187 • Act as a liaison between exam participants and the Association,
 188 • Coordinate Annual Educational Session with Programs VP and
 189 • Perform other duties as pertain to this office.
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 191 G. The **Professional and Academic Relations VP** shall:
 192 • Encourage Chapter membership to participate in review of Association standards and guidelines,
 193 • Promote CGEIT accreditation within the Chapter membership,
 194 • Provide liaison with Association re: IT governance issues and approaches to dissemination,
 195 • Assist in the inclusion of IT governance presentations in the chapter education sessions,
 196 • Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
 197 • Stay current with the offerings of the Association as related to COBIT and other IT-governance resources
 198 • Work with Education Director to arrange training sessions on COBIT
 199 • Assist in expanding awareness and use of COBIT, and
 200 • Perform other duties as pertain to this office.
 201 • Provide liaison with academic institutions,
 202 • Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM,
 203 CGEIT and IT governance,
 204 • Coordinate scholarship initiatives approved by the Chapter Board,
 205 • Liaise with appropriate professors, and where appropriate take steps to establish an "Academic
 206 Advocate" program in local academic institutions, and
 207 • Perform other duties as pertain to this office.
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 209 H. The **Programs VP** shall:
 210 • Develop monthly topics lists and annual education budget with the vice president for submission to
 211 the chapter board
 212 • Coordinate education committee activities as needed with other officers and chairs (e.g., programs
 213 and/or arrangements chair, newsletter editor, publicity chair)
 214 • Arrange and recommend interesting, informative topics that will contribute to the personal and
 215 professional growth of the membership
 216 • Draw on chapter members, when possible, to present the session in a presentation, panel
 217 discussion or workshop format
 218 • Identify programs that are professionally demanding and aimed at the needs of beginning and
 219 advanced information systems audit, control, security and governance professionals
 220 • Identify speakers or leaders for each meeting
 221 • Locate speakers from other chapters and other organizations (e.g., federal law enforcement,
 222 police departments, professional organizations, local companies, employers)
 223 • Collect biographical information about the speaker for use as introduction,
 224 • Manage all speaker arrangements (i.e., travel, hotel, materials),
 225 • Coordinate registration for meetings, including receipt of payment if required,
 226 • Build a library of program topics, course materials and speakers; polls membership (with the
 227 programs committee and membership director) to determine topics of interest,
 228 • Distribute and collect evaluation forms at appropriate meetings; provides report of results to Board,
 229 • Coordinate with the treasurer to obtain a gift, honorarium or fee for the speaker, if desired
 230 • Send letter of thanks to the speaker
 231 • Maintain a record of monthly meetings and attendees. This record is crucial for when a

- 232 CISA/CISM/CGEIT/CRISC in the chapter is audited and needs to verify attendance.
233 • Provide biographical material of all speakers to the newsletter editor for publication in the chapter
234 newsletter
235 • Provide speaker and topic recommendations to the conferences department at ISACA International
236 Headquarters to be considered for the Computer Audit, Control and Security (CACCS) conferences, the
237 IT Audit Management Forum, the Network Security/Information Security Management Conference,
238 the IT Governance Risk and Compliance Conference and the International Conference
239 • Promote the participation of volunteers to assist in the development of CISA and CISM study
240 materials and communicates the same to the education department at ISACA International
241 Headquarters Contribute to the work of the Chapter Board on a wide variety of topics and projects, as
242 directed by the President and Chapter Board.
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244 ***Section 4. Chapter Officer Vacancies***

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246 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Chapter Board at the
247 Board meeting immediately following the vacancy by a current Board member.
248 B. If a vacancy should occur in any other office, the vacancy shall be filled by the Chapter Board, and can be
249 filled by a member not previously elected as a Chapter Officer.
250 C. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position
251 as Chapter officer shall automatically become vacant.
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253 **Article VI. Nominations and Elections**

254 ***Section 1. Chapter Nominations***

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258 A. Nominations shall be open, and will be declared open by the president at the regular meeting in the month of
259 December. Nominations will then be accepted from the floor from any member of the Chapter.
260 B. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and
261 Conflict of Interest form.
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263 ***Section 2. Chapter Elections***

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265 A. Officers shall be elected by ballot, which shall be submitted electronically.
266 B. In the event there is only one candidate for any office, voting on that office may be by voice.
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268 **Article VII. Chapter Board**

269 ***Section 1. Composition of the Chapter Board***

270 The Chapter Board shall consist of the officers listed in Article V, Section 1.
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272 ***Section 2. Duties***

273 The Chapter Board shall:
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276 A. Supervise the affairs and conduct the business of the Chapter between business meetings
277 B. Make recommendations to the membership
278 C. Be subject to the orders of the membership
279 D. Meet monthly at a time and place determined by the Chapter Board
280 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
281 F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be
282 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before
283 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be
284 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.
285 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.
286 The minutes of the meeting shall be approved at the next in-person meeting.
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289 ***Section 3. Financial Authority***

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- 291 The Chapter Board shall have the authority to:
292 A. Approve the annual budget
293 B. Expend funds allotted in the approved budget

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295 **Section 4. Fiscal Year & Annual Financial Statements**

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

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303 **Section 5. Insurance**

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

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307 **Section 6. Quorum**

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

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310 **Article VIII. Chapter Committees**

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312 **Section 1. Program Committee**

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314 There shall be a Program Committee with the objective of developing and implementing the Chapter training and
315 development events for the year. The committee shall consist of the Programs VP, Education and Certification
316 VP, President and additional members as determined necessary by the Board.

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318 **Section 2. Special Committees**

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

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322 **Article IX. Indemnification**

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

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

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338 **Article X. Dissolution**

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340 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the
341 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the
342 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for
343 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International
344 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or
345 civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code
346 with the approval of the Association's International President and Chief Executive Officer.

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348 **Article XI. Parliamentary Authority**

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

350 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules
351 the chapter may adopt.

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

354 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of
355 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them
356 being submitted for a vote by chapter membership.

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

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

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