

Bylaws of ISACA-Willamette Valley Chapter

Effective June 2014

ARTICLE I. Name

The name of this non-union, non-profit organization is ISACA-Willamette Valley 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 Association, is an entity independent 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, 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 property 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 of the Bylaws is eligible for membership in the Chapter and the Association, subject to rules established by the Association Board. Members are 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 are entitled to vote and to 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 must be submitted annually. Student members are entitled to vote but are not entitled to hold office at the Chapter level.
- D. Academic Advocate Member- a member who is a faculty member who teaches in functional disciplines such as MIS, Information Security, Accounting and Audit, Enterprise Governance (including IT/IS), Executive Masters programs in Business and specialist Finance degree courses at universities and/or colleges offering one or more degree courses in these areas.

Section 2. Admission

- A. Potential members must:
 1. Meet the requirements of membership as outlined in Article III, Section 1 of the Bylaws;
 2. Complete an Association membership application form;
 3. Pay required dues to the Chapter and the Association; and
 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association will be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 3. Dues

- A. Chapter dues are 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 will no longer be deemed a member.
- C. Resignation – any member who resigns is not entitled to a refund of his/her annual membership dues.

ARTICLE IV. Chapter Meetings

Section 1. Regular Membership Meetings and Educational Sessions

Regular Membership Meetings and/or Educational Sessions of the Chapter membership will be held monthly between September and June, unless otherwise ordered by the Chapter Board.

Section 2. Annual General Meeting

The annual general meeting will be held in either May or June of each year as determined by the Chapter Board. The annual general meeting will 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

Special meetings may be called by the President, the Chapter Board or upon written request by 20% of the Chapter membership. The purpose of the meeting must be stated in the call. Except in cases of emergency, at least ten (10) days notice shall be given.

Section 4. Action By Written Ballot

- A. Any action which may be taken at any meeting of members may be taken without a meeting if the Chapter delivers a written ballot to every member entitled to vote on the matter.
- B. A written ballot must:
 1. Set forth each proposed action; and
 2. Provide an opportunity to vote for or against each proposed action.
- C. Approval by written ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds any quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.
- D. All solicitations for votes by written ballot must:
 1. Indicate the number of responses needed to meet the quorum requirements;
 2. State the percentage of approvals necessary to approve each matter other than election of officers; and
 3. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted.
- E. Except as otherwise provided in the Article or Bylaws, a written ballot may not be revoked.
- F. The method of delivering the "Written Ballot" may be by hand delivery, postal mail, by email or via secured and validated web survey tools.

Section 5. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting is fifteen members.

Section 6. Act of the Membership

The affirmative vote of the majority of the members at any Chapter meeting at which a quorum is present constitutes an act of the membership.

Section 7. Notification

Members must be notified 30 days in advance of the annual general meeting. Members must be notified at least 10 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

ARTICLE V. Chapter Board

The Chapter Board is constituted of Chapter Officers and Assistant Office positions.

Section 1. Chapter Officers

The Officers of the Chapter will composed of ten members, nine elected directors for the organization and the Past President. Elected officer positions include: President, Vice President, Secretary, Treasurer, Deputy Treasurer, Director of Programs, Director of Membership, Director of Marketing, and Director of Certification Coordination.

Section 2. Assistant Office Positions

The Officers of the Chapter may appoint Assistant Office Positions to serve on the Chapter Board. These appointments must be approved per the requirements in Article V, Section 6.

Section 3. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two years, 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 may hold more than one Chapter office at a time, and no member may serve more than two consecutive terms in the same Chapter office.
- C. The Chapter Officers must perform the duties prescribed by these Bylaws, and the parliamentary authority adopted by the Chapter.
- D. The immediate Past President will serve ex-officio.

Section 4. Duties of Chapter Officers

A. The Chapter President will:

- Preside at meetings of the Chapter and the Board;
- Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board;
- Be an ex-officio member of all committees except the Nominating Committee;
- Ensure Chapter Representation at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate;
- 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 Chapter annual report 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 Vice President will:

- Preside at meetings of the Chapter and the Board, in the absence of the President;
- Perform the duties of the President in the event of his/her absence or disability;
- Chair the Program Committee and perform the duties of the Director of Programs in the event of his/her absence or disability; and
- Perform other duties as pertain to this office.

C. The Chapter Secretary will:

- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter;
- Be responsible for authenticating records and ensuring proper record management practices are in place including record retention and destruction as required;
- 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 for Chapter Board meetings and member meetings where chapter business is conducted and voted upon;
- Assist the President in the administration of Chapter membership meetings; and
- Perform other duties as pertain to this office.

D. The Chapter Treasurer will:

- 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 Chapter Board meeting and annual meetings, as appropriate;
- 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, and for inclusion in the Chapter Annual Report;
- 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 Deputy Treasurer will:

- Support the Treasury function and provide backup capability should the Treasurer be unavailable;
- Be responsible for participating in bank reconciliations and disbursements to ensure segregation of duties; and
- Perform other duties as pertain to this office.

F. The Immediate Past President will:

- Provide advice and guidance to the new President and Board; and
- Perform other duties as pertain to this office.

G. The Director of Programs will:

- Supervise the Program Committee and be responsible for the oversight of the development and implementation of Program activities;
- Coordinate initiatives involving continuing education and professional networking;
- Acquire any relevant training materials from ISACA International as authorized by the Board;
- Exercise general policy control and direction of any training materials which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
- Perform other duties as pertain to this office.

H. The Director of Membership will:

- Maintain accurate lists of membership;
- Disseminate or otherwise make available membership lists as directed by Chapter Board and as required by law, with due regard to security and privacy issues;
- Report on membership data from the Association;
- Coordinate plans for maintaining and increasing Chapter membership; and
- Coordinate CPE issuance for Chapter events and training;
- Perform other duties as pertain to this office.

- I. The Director of Marketing will:
 - Conduct general marketing and publicity of the Chapter, Association Certifications, the Association, and any other new initiative.
 - Coordinate initiatives involving partnerships, alliances, and sponsorships under the direction of the Chapter Board;
 - Acquire any required marketing materials from ISACA International as authorized by the Board;
 - Exercise general policy control and direction of any mail-out kits, publications, editorials or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board; and
 - Perform other duties as pertain to this office.
- J. The Director of Certification Coordination will:
 - Maintain resource material related to ISACA certification;
 - Promote ISACA certification accreditation within the Chapter membership, including exam preparation sessions;
 - Maintain exam participation rate to sustain the local area as an exam writing site;
 - Report to Chapter Board on exam results;
 - Act as a liaison between exam participants and the Association; and
 - Perform other duties as pertain to this office.

Section 5. Chapter Officer Vacancies

- A. If a vacancy occurs in the office of President, the vacancy will be filled by the Vice President.
- B. If a vacancy occurs in any other office, except that of Immediate Past President, the vacancy will be filled by the Chapter Board.
- C. If a vacancy occurs in the office of Immediate Past President, the vacancy will remain vacant until filled by routine succession.
- D. If a Chapter officer's membership in the Association for any reason terminates, that individual's position as Chapter officer will automatically become vacant.

Section 6. Appointment and Roles of Assistant Office Positions

- A. The Officers of the Chapter may appoint Assistant Office Positions to serve on the Chapter Board. Each Assistant Position must initially be approved by two-thirds of the Chapter Officers at a Board meeting and re-confirmed at the beginning of each Chapter year.
- B. The roles and responsibilities of these members will be specific to their respective position and must be documented and presented to the Board.
- C. Each person serving in this capacity must provide a "WILLINGNESS TO SERVE" form.
- D. Voting Rights of Assistant Office Positions: Those who are serving in a specific Assistant Office Position may act as the representative or their respective office in Board meetings and vote as a delegate of the Chapter Officer. When in this capacity, their attendance at the Chapter Board meetings is to be considered when determining if the requirements of quorum are met.

ARTICLE VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of two members will be selected by the Chapter Board not later than March 31 of each year in which there is an election.
- B. The Nominating Committee must solicit nominations from the Chapter membership and must nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee must report to the membership at the regular meeting prior to the annual general meeting.
- D. Nominations from the floor will be permitted prior to the election.
- E. Each candidate must provide a signed "WILLINGNESS TO SERVE" form.

Section 2. Chapter Elections

- A. Officer elections are to be completed at the annual meeting.
- B. Elections may be conducted by vote of attending members, or via written ballot per Article IV, Section 4.
- C. Officers shall be elected by written ballot.
- D. 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. Composition of the Chapter Board

The Chapter Board will consist of the officers listed in Article V Section 1.

Section 2. Duties

The Chapter Board will:

- 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 four times per year at a time and place determined by the Chapter Board; and
- E. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Financial Authority

The Chapter Board has the authority to:

- A. Expend funds allotted in the approved budget; and
- B. Authorize non-budgeted expenditures not to exceed \$5,000.00 without prior approval of the membership.
- C. Enter into legal contracts and agreements on behalf of the Chapter, in alignment with the Chapter's Purpose as defined in Article II.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter runs from January 1 through December 31 unless otherwise established by the Chapter Board.
- B. The Chapter Board will ensure that annual financial statements are prepared, approved by the 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 must secure whatever insurance coverage is deemed necessary by the Chapter Board to meet the needs of the Chapter.

Section 6. Chapter Board Quorum and Voting:

A majority of the active Chapter Officers, as defined in Article V, Section 1, or their appointed Assistant Office representative must be in attendance to qualify as a quorum for board voting.

Section 7. Meetings by Telephone Conference

The Chapter Board may hold meetings by conference telephone or similar equipment by means of which all persons participating in the meeting can hear each other.

Section 8: Action in Lieu of Meeting

Any action required or permitted by this chapter to be taken by the Chapter Board may be taken without a meeting if the action is taken and documented in the following manner:

- a) All elected Officers are included in the official "Action" written communication on the matter.
- b) The action shall be evidenced by one or more written consents describing the action taken, signed (voted upon) by at least one-half of the officers or their delegates and requires a consenting majority of responses to pass.
- c) The action and subsequent consent and dissent responses are included in the minutes of the next board meeting or filed with the corporate records reflecting the action taken.

For purposes of this Article VII, Section 8, "sign" includes an electronic sound, symbol or process attached to or logically associated with a record and executed by a person with the intent to sign the record. Written includes a communication that is transmitted or received by electronic means.

ARTICLE VIII. Chapter Committees

Section 1. Program Committee

There will be a Program Committee, which will be chaired by the Vice President, with the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Other Committees

Other committees will be formed at the direction of the Chapter Board, as necessary.

ARTICLE IX. Dissolution

If dissolution of the Chapter becomes inevitable, these Bylaws must be rescinded by a two-third (2/3) vote of the Chapter membership after ten (10) days notice has been mailed or emailed to each member. In the event of dissolution, the Chapter must notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and must return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets will 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 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 Roberts Rules of Order Newly Revised govern the Chapter in all cases to which they are applicable in which they are not inconsistent with these Bylaws and any special rules the Chapter may adopt.

ARTICLE XI. Amendment of Chapter Bylaws

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 Board will conduct a periodic, ideally annual, comparison of the Chapter practice to the Bylaws. The Chapter must ensure the compliance of the Bylaws with the Association's bylaws and any applicable country requirements.