

1
2 **Bylaws of ISACA New York Metropolitan Chapter Inc.**
3

4 **Effective: July 01, 2005**
5
6

7 **Article I. Name**
8

9 The name of this non-profit organization shall be the ISACA New York Metropolitan Chapter
10 Inc. (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems
11 Audit and Control Association (ISACA), hereinafter referred to as the "Association". The
12 Chapter, apart from its innate affiliation with the international Association, is an independent
13 entity from any other association, enterprise, or entity.
14

15 **Article II. Purpose**
16

17 This organization is an affiliated chapter of the Association. Its purpose is the same as that of
18 the Association, namely: to promote the education of individuals for the improvement and
19 development of their capabilities relating to the auditing of and/or management consulting in
20 the field of Information Systems audit and control, pursuant to Section 501(c) (6) of the
21 Internal Revenue Code of 1986, as amended, and in accordance with laws of the state of
22 New York.
23

24 More specifically, the objectives of the Association, and of this Chapter, are:

- 25 • To promote the education of, and help expand the knowledge and skills of its members in
26 the interrelated fields of auditing, quality assurance, security, IS audit and control, and IT
27 governance;
- 28 • To encourage an open exchange of IS audit and control, quality assurance, and security
29 techniques, approaches, and problem solving by its members;
- 30 • To promote adequate communication to keep members abreast of current events in IS
31 audit and control, quality assurance, and security fields that can be of benefit to them and
32 their employers;
- 33 • To communicate to management, auditors, universities, and IS professionals the
34 importance of establishing controls necessary to ensure the effective organization and
35 utilization of IT resources, and;
- 36 • To promote the Association's professional certifications.
37

38 **Article III. Membership and Dues**
39

40 **Section 1. Classifications and Qualifications**

41 Membership in the Association is a requirement for membership in a Chapter. Therefore,
42 upon joining the Chapter, a person must also join the Association, with accompanying rights
43 and responsibilities.
44

- 45 A. Active Member - any person interested in the purpose and objectives of the Chapter as
46 stated in Article II shall be eligible for membership in the Chapter, and the Association,
47 subject to rules established by the Association Board. Active members in good standing
48 shall be entitled to vote and hold office.
- 49 B. Retired Member - any member who presents proof of retirement status, subject to rules
50 established by the Association Board. Retired members shall be entitled to vote and hold
51 office at the Chapter level.
- 52 C. Student Member – any full-time student currently enrolled in a degree program of an
53 accredited college or university, subject to rules established by the Association Board.

54 Proof of enrollment shall be submitted annually to the Association. Student members
55 shall be entitled to vote but shall not hold office at the Chapter level.
56

57 **Section 2. Admissions**

- 58
59 A. Potential members shall:
60 1. Meet the requirements of membership as outlined in Article III, Section 1.
61 2. Complete an Association membership application form.
62 3. Pay required dues to the Chapter and the Association.
63 B. Membership in the Association shall be conferred upon an individual when the
64 Association has received the required Association dues for that individual.
65

66 **Section 3. Dues**

- 67
68 A. Chapter dues shall be payable on or before January 1 of each year, in an amount
69 determined by the Chapter Board, plus Association dues.
70 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a
71 member.
72 C. A member shall forfeit membership if dues have not been paid to the Association and to
73 the Chapter as required.
74

75 **Article IV. Chapter Meetings**

76
77 **Section 1.** The regular meetings of the Chapter shall be held as ordered by the Chapter
78 Board at least quarterly.
79

80 **Section 2.** The June meeting, a.k.a. June Gala, shall be known as the annual general
81 meeting and shall be for the purpose of announcing newly elected officers;
82 providing officers and committees updates, and for any other business deemed
83 appropriate.
84

85 **Section 3.** Special meetings may be called by the President, the Chapter Board or upon
86 written request by 1% of the members. The purpose of the meeting shall be
87 stated in the call.
88

89 **Section 4.** Members shall be notified within 21 days of the annual general meeting and all
90 special general meetings as they are called.
91

92 **Section 5.** A quorum at any regular or special Chapter meeting where a vote of the
93 membership is required shall consist of 5% of the Chapter membership. The
94 affirmative vote of 66.67% of the Chapter members present in quorum at any
95 regular or special Chapter meeting shall constitute an act of the Chapter
96 membership.
97

98 **Article V. Chapter Officers**

99
100 **Section 1.** The President, 1st Vice President, 2nd Vice President, Treasurer, Corresponding
101 Secretary, and Recording Secretary are the Chapter Executive Officers and are
102 listed in order of ranking.
103

104 **Section 2.** The 3 immediate Past Presidents serve as non-elected Directors and form the
105 Board of Governors body of the Chapter. The 3 immediate Past Presidents
106 maintain the same rights as the Chapter Directors.
107

108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162

Section 3. There shall be between 9 and 12 Chapter Directors on the Board, who serve as Chapter Officers and assist the President and Executive Officers in the execution of their duties.

Section 4. There should not be more than 2 members from the same organization who are part of the same department or reporting line, serving on the Chapter Board at the same time.

Section 5. Term of Chapter Officers

- A. The Chapter Executive Officers shall be elected for a term of 2 years or until they resign or are removed from office. The term of office shall begin July 1st immediately following the election.
- B. The Chapter Directors shall be elected for a term of 1 year or until they resign or are removed from office. The term of office shall begin July 1st immediately following the annual election for Chapter Directors.
- C. No Chapter Officer shall hold more than 1 Chapter office at a time, and no Chapter Executive Officer shall be eligible to serve more than one term in the same elected Chapter Executive office.

Section 6. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws and according to Association Guidelines.

- 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
 - Be an ex-officio member of all committees
 - 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 1st Vice President shall:
 - Perform the duties of the President in the event of his/her absence or disability
 - Chair the Chapter Education committee
- C. The Chapter 2nd Vice President shall:
 - Chair the Membership committee
- D. 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 board meeting or as requested by the President.
 - Submit books and records for audit
 - File any and all tax forms required
- E. The Corresponding Secretary shall:
 - Be responsible for the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter (written and/or electronic)
- F. The Recording Secretary shall:
 - Take minutes of the meetings of the Chapter Board and membership meetings and maintain the files of previous minutes for at least 7 years
 - Maintain accurate lists of the membership and attendance records
- G. The 3 Past Presidents of the Chapter shall:

- 163 • Serve in an advisory capacity
- 164 • Perform other duties as assigned by the President
- 165 • Form the Nominating Committee for the election of Chapter Officers, Directors and
- 166 Wasserman candidates
- 167 • Conduct the Election Process
- 168

169 **Section 7. Chapter Officer and Director Vacancies**

- 170
- 171 A. If a vacancy should occur at the Executive office level, the vacancy shall be filled by the
- 172 next ranking Executive Officer with Chapter Board approval. If the Recording Secretary's
- 173 office becomes vacant, for any reason, the Chapter Board would be responsible to
- 174 nominate and elect a replacement.
- 175 B. If a vacancy occurs in the office of a Past President, the vacancy shall remain open for
- 176 that term.
- 177 C. If a vacancy occurs at a Director level, for any cause, a majority of the remaining
- 178 members of the Board of Directors then in office shall appoint a Chapter member to fill
- 179 the unexpired portion of his term.
- 180 D. Chapter Executive Officers and Directors must maintain their membership in good
- 181 standing throughout their entire term of office.
- 182 E. If any Chapter Executive Officer or Director fails to attend at least 50% of regularly
- 183 scheduled Chapter Board Meetings for 2 consecutive calendar quarters, they will be
- 184 considered by the Board to have resigned their position, and a replacement for their
- 185 vacancy will be made as provided by these Bylaws.
- 186

187 **Article VI. Nominations and Elections**

188 **Chapter Nominations and Election**

189 The Nominating Committee, comprised of the 3 Past Presidents, is responsible for

190 overseeing the annual election process.

- 191
- 192
- 193
- 194 A. The Nominating Committee shall propose the new ballot to the Chapter Board for
- 195 approval by the March Chapter Board meeting.
- 196 B. Chapter Executive Officers shall be presented in order of succession and/or as
- 197 recommended by the Nominating Committee.
- 198 C. The Nominating Committee shall solicit from the current Chapter Board and Chapter
- 199 Members candidates for any open Director positions to be filled. Candidates should be
- 200 screened and that process properly documented and properly retained for future use.
- 201 D. The Nominating Committee shall present the Board approved candidates to the
- 202 membership via mailed ballots for voting purposes. Accompanying each ballot will be a
- 203 self-addressed, stamped envelope. At least 5% of members must vote for the election to
- 204 be official. Mail-in votes must be post-marked as specified by the return date mentioned
- 205 in the ballot. Ballots not returned will be counted as abstentions.
- 206 E. Each candidate shall have consented to serve and shall complete and sign the
- 207 "Willingness to Serve agreement" and "Conflict of Interest" form and submit to the
- 208 Chapter Secretary at the first meeting of the Board of Directors.
- 209 F. Electronic voting may be permitted when a controlled process is approved by the Board.
- 210

211 **Article VII. Chapter Board**

- 212
- 213 **Section 1.** The Chapter Board shall consist of the Chapter Officers as described in Article V.
- 214 The Chapter Board shall have full power and authority over the affairs of the
- 215 chapter between membership meetings except as defined in these bylaws. The
- 216 Chapter Board shall be subject to the orders of the Chapter and none of its acts
- 217 shall conflict with action taken by the Chapter.

218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241
242
243
244
245
246
247
248
249
250
251
252
253
254
255
256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between Member 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
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

Section 3. Authority

The Chapter Board shall have the authority to:

- A. Expend funds for the benefit of the Chapter's membership.
- B. All expenditures must be approved by a Board of Directors vote or in a budget, pre-approved by the Board of Directors.
- C. Authorize non-budgeted expenditures not to exceed \$20,000.00 without prior approval of the membership. The amount must not be broken-down into smaller transactions.

Section 4. Quorum

1/3 of the Chapter Board members then in office shall constitute a quorum.

Section 5. Action

The affirmative vote of the majority of directors present at a meeting (either physically, or via phone, or via video conference) at which a quorum is present shall constitute an act of the Chapter Board. Since the voting process should take place after everyone has been witness to all related discussions and information; prior dated electronic votes, emails, and faxes are not valid.

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, certification, audit, long range planning, bylaws, academic relations, automation. The Chapter Board reserves the right to create other standing committees as deemed appropriate.

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 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 chapter's exam review courses.

- 274 D. The Audit committee shall be appointed by the Chapter Board whose duty shall be to
275 ensure that the Chapter accounts are properly audited and reported at the close of the
276 fiscal year. Annual Audit results shall be provided to the chapter membership in time for
277 the Annual General Meeting.
- 278 E. The Long Range Planning Committee shall review the affairs of the Chapter and make
279 recommendations to the Chapter Board and the chapter members concerning ways and
280 means by which the Chapter's purpose given in Article II can be met. The committee
281 shall include a chairperson appointed by the President. It shall be the duty of this
282 committee to develop a strategic plan, to regularly review the adopted plan, and to
283 prepare and submit plan amendments to the Chapter Board for adoption.
- 284 F. The Bylaws committee shall be appointed by the President and approved by the Chapter
285 Board. The committee shall report to the Board and shall maintain the bylaws. The
286 Bylaws committee shall expedite the process of changing the Bylaws in accordance with
287 Article IX of the Bylaws, assure that all proposed changes conform to any local laws,
288 examine the consistency of the proposed change with other provisions of the Bylaws and
289 with those of the Association, and suggest wording for proposed changes.
- 290 G. The Academic Relations committee shall promote Student awareness of the Audit &
291 Control professions, identify member schools and maintain on-going working
292 relationships with School Advocates. The committee shall consist of a chairperson
293 appointed by the President. It shall be the duty of this committee to develop a strategic
294 plan & budget, to regularly review the adopted plan, and to prepare and submit plan
295 amendments to the Chapter Board for adoption.
- 296 H. The Automation committee shall be responsible for planning, building, and operating
297 automated systems to support the Chapter and Association activities, including but not
298 limited to the Chapter website. The committee shall consist of a chairperson appointed by
299 the President.

300
301 **Section 3.** Special Committees may be created as necessary by the Chapter membership
302 or the Chapter Board.
303

304 **Article IX . Indemnification**

305
306 The Chapter shall indemnify any and all of its directors or officers or former directors or
307 officers or any person who may have served at its request or by its election as a director or
308 officer of another corporation, against expenses actually and necessarily incurred by them in
309 connection with the defense or settlement of any action, suit or proceeding in which they, or
310 any of them, are made parties, or a party, by reason of being or having been directors or a
311 director or officer of the Chapter or of such other corporation, except in relation to matters as
312 to which any such director or officer or former director or officer or person shall be adjudged
313 in such action, suit or proceeding to be liable for willful misconduct in performance of duty
314 and to such matters as shall be settled by agreement predicated on existence of such liability.

315
316 The indemnification provided hereby shall not be deemed exclusive of any other rights to
317 which anyone seeking indemnification may be entitled under any by-law, agreement, vote of
318 members or disinterested directors or otherwise, both as to action in his/her official capacity
319 and as to action in another capacity while holding such office.
320

321 **Article X. Dissolution**

322
323 To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote
324 of the chapter membership after ten (10) days notice has been mailed to each member. In
325 the event of dissolution, the Chapter shall notify the Chief Executive Officer of the
326 Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter
327 charter and any other Chapter or Association documents to International Headquarters. All
328 net assets shall go to a welfare, education or civic project designated by the Chapter

329 membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code with the
330 approval of the Association's International President and Chief Executive Officer.
331

332 **Article XI. Parliamentary Authority**
333

334 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
335 govern the Chapter in all cases to which they are applicable and in which they are not
336 inconsistent with these Bylaws and any special rules the Chapter may adopt.
337

338 **Article XII. Amendment of Chapter Bylaws**
339

340 The Chapter shall forward all bylaws changes to the Association, with changes indicated, as
341 the Association Membership Board must give approval to all bylaws changes prior to
342 submitting for vote by the chapter membership. The Chapter Board shall conduct a periodic,
343 ideally annual, comparison of the Chapter practices to the Bylaws. The Chapter Board must
344 ensure the compliance of the Bylaws with the Association's Bylaws and applicable country
345 requirements.
346

347 Changes to the Chapter bylaws must be mailed to the entire Chapter membership for vote,
348 carried by simple majority of votes returned, or may be amended at any regular meeting by a
349 two-thirds (2/3) in-favor vote with at least 10% of the Chapter membership in attendance
350 provided that the amendment had been mailed to the entire Chapter membership prior to that
351 meeting.