

**Bylaws of
The North Texas Chapter**
Effective: June 2014

Article I. Name

The name of this non-union, non-profit organization shall be the ISACA North Texas Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (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

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 and/or management consulting in 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, auditing, quality assurance, security, and IS audit and control;
- To encourage a free exchange of IT governance, IS audit and control, quality assurance, and security techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit and control, quality assurance, and security fields that can be of benefit to them and their employers, and;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IS and IT resources.
- To promote the Association's professional certifications and IT governance.

Article III. Membership and Dues

Section 1 Classification and Qualifications

- 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. Membership in the Chapter and the Association is coextensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Members shall be entitled to vote and 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. Proof of enrollment shall be shown upon request. Student members in shall be entitled to vote and hold office at the Chapter level.

Section 2 Admissions

- 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 determined by the Chapter Board, and shall be payable in conjunction with Association dues, per Association's deadlines.
- B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a Chapter member.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation – any members who resigns shall not be entitled to a refund of his/her membership dues.

Article IV. Chapter Meetings

- Section 1 The regular meetings/educational sessions of the Chapter shall be held on a monthly basis as determined by the Board, unless otherwise scheduled by the Chapter Board.
- Section 2 The regular meeting in June shall be known as the Annual Meeting and shall 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 may be called by the President, the Chapter Board or upon written request by 5 (five) members. The purpose of the meeting shall be stated in the call.
- Section 4 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, as in such correspondence will be considered a special meeting for the purposes of these bylaws.
- Section 5 The quorum for any regular, annual general or special meeting shall be 50 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 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership.

Section 7 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 regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

Article V. Chapter Officers

Section 1 Chapter Officers

The Officers of the Chapter shall be 12 in number, constituting: President, Vice President of Programs, Vice President of Membership, Vice President of Communications, Vice President of Education, Vice President of Facilities, Vice President of Certifications, Secretary, Treasurer, and immediate three Past Presidents. If any Chapter member holds an Association office, international or regional, that member shall serve as an Ex-officio Chapter Board Member.

Section 2 Terms of Chapter Officers

- A. The Chapter Officers, except the immediate Past Presidents, shall be elected annually for a term of 1 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 on July 1 and continue through June 30.
- B. No member shall hold more than 1 (one) Chapter office at a time, and no member shall be eligible to serve more than 2 (two) consecutive terms in the same Chapter office, with the exception of the past presidents, unless the nominations committee determines there are no other qualified candidates for the position, and the additional term is unanimously approved by the nominations committee and two-thirds of the Chapter Board.

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. Past President (3) – responsible for supporting and guiding the current President. The three immediate Past Presidents of the Chapter shall:
 - Serve in an advisory capacity
 - Perform other duties that pertain to this office
- B. President – responsible for overall functioning of the Chapter; main contact between the Chapter and the Association. The President shall:
 - Preside at all meetings of the Chapter and Board
 - Enforce the Bylaws and carry out all orders and resolutions of the Chapter Board
 - Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board
 - Assures annual CPE accreditation
 - Be an ex-officio member of all committees except the Nominating Committee

- Represent the Chapter at Leadership Conferences, and any other conferences and functions, where appropriate or appoint another Chapter Board member as a representative
 - Perform other duties that pertain to the office of President, or which may be delegated by the Chapter Board
 - Be responsible for submission of the Chapter annual report to the Association by the end of the month following the annual general meeting
 - Supervise budgetary matters and proper internal control of finances
 - Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees
 - Maintain communication with the Association and respond to Association enquiries
 - Manage the functions of the following position:
 - Government and Regulatory Advocacy (GRA) Coordinator – serve as the key contact with the GRA Subcommittee in the region and work with board members to understand the touch points of advocacy with local government and regulatory officials.
- C. Secretary – responsible for maintaining the Chapter records, including but not limited to minutes of board meetings and the Chapter Bylaws. The Chapter Secretary shall:
- Report to the President
 - Take minutes of the meetings of the Chapter Board and Chapter meetings and maintain the files of previous meetings for at least seven years.
 - Maintain accurate attendance records
 - Be responsible for Chapter reports, and communications and correspondence pertaining to the Chapter
 - Perform other duties that pertain to this office
- D. Treasurer – responsible for maintaining the financial records of the Chapter. The Chapter Treasurer shall:
- Report to the President
 - Be custodian of Chapter funds
 - Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter membership
 - Maintain Chapter financial records for at least seven years
 - Remit dues to the Association as required
 - Submit a written report at each regular Board meeting
 - 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
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 - Assistant Treasurer(s) – assist the Treasurer with receipt of monies, preparation of financial reports and maintenance of financial records.

- E. VP of Programs – responsible for producing all Chapter programs at monthly meetings. The Chapter Vice President of Programs shall:
- Report to the President
 - Perform the duties of the President in the event of his/her absence or disability
 - Arrange for speakers and special social or technical programs for the membership meetings
 - Develop, maintain, publish, and distribute an annual calendar of all Chapter meeting to include preliminary agenda items, subject to Board approval
 - Provide speaker gifts
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 - Programs Coordinator(s) – assist the VP of Programs in choosing appropriate meeting topics and securing speakers.
- F. VP of Education – responsible for the education of Chapter members and prospective Chapter members at events other than the monthly meetings and certification review courses. The Chapter Vice President of Education shall:
- Report to the President
 - Provide opportunities for continuing professional education by organizing seminars and programs
 - Encourage participation in the Knowledge Center and research projects by individuals and groups within the organization
 - Make available to the Chapter membership current publications in the field of IS auditing
 - Perform other duties that pertain to this office
 - Manage the functions of the following positions:
 - Education Coordinator(s) – produces Chapter seminars, with the help of other board members (facilities, communications, and membership).
- G. VP of Certifications
- Report to the President
 - Plan and coordinate certification review courses
 - Promote the ISACA certification designations by recognizing newly certified Chapter members.
 - Encourage others to sit for the certification exams
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 - Certification Coordinator(s) – assist the VP of Certifications in coordinating certification review courses.
 - Academic Relations Coordinator – promotes and coordinates interaction between the Chapter and regional schools offering programs in accounting, auditing and/or information technology.
- H. VP of Facilities – responsible for ensuring adequate facilities and food for all monthly meetings and seminars. The Chapter Vice President of Facilities shall:
- Report to the president

- Make the location and meal arrangements for all meetings of the membership and the Board
 - Make arrangements for audio and visual aids when necessary
 - Manage the functions of the following positions:
 - Reservation Coordinator – receives reservations from members for all monthly meetings and seminars; provides this information for others needing it in their duties.
- I. VP of Communications – responsible for notifying all Chapter members and other interested parties of Chapter events. The Chapter Vice President of Communications shall:
- Report to the President
 - Be responsible for all internal Chapter communications, to include, but not limited to the publication of a monthly newsletter
 - Encourage member articles in the Association publications
 - Distribute copies of publicity to the Chapter members and the Association
 - Encourage local press coverage of Chapter activities
 - Perform other duties that pertain to this office.
 - Manage the functions of the following positions:
 - Newsletter Coordinator(s) – coordinates and publishes Chapter newsletter
 - Website Coordinator(s) – maintain the Chapter website, including maintaining Chapter meeting and event announcements and calendar of local Chapter and ISACA international events. Plan and assist in implementing new technologies as needed.
 - Marketing Coordinator(s) – assists the VP of Communications with all Chapter marketing, including social media, third party partnerships and other ISACA organizations.
- J. VP of Membership – responsible for maintaining the database of current Chapter member information, including but not limited to name, place of employment, address, phone number, and the e-mail address of each member. The Chapter Vice President of Membership shall:
- Report to the President
 - Maintain the Chapter’s official membership roll of current members in good standing
 - Develop, distribute, collect and evaluate meeting evaluation forms and provide the report to the Board members
 - Maintain records of attendance at Chapter functions
 - Recruitment and retention of Chapter membership
 - Distribute welcome letters and invitations to join Chapter
 - Perform other duties that pertain to this office
 - Manage the functions of the following positions:
 - Chapter Photographer – provides photographs for website publication and Chapter historical preservation.
 - Jobs Coordinator – maintains listing of employment opportunities on the Chapter web site and provides listing to members at monthly meetings.

- CPE Compliance Coordinator - Maintain documentation of Continuing Professional Education (CPE) credits granted to attendees at Chapter events and reviews all continuing education communication for CPE accreditation compliance. Also responsible for distribution of CPE certificates to attendees of education functions.
- Volunteer Coordinator – greets members when they arrive at meetings, Chapter events, serve as the point of contact for members attending Chapter events and provide door prizes.

Section 4 Chapter Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the VP of Membership.
- B. If a vacancy should occur in any other office, except that of immediate Past Presidents, the vacancy shall be filled by President with the approval of the Chapter Board.
- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall be filled by the next Past President with the ability to serve. If there are not three Past Presidents available, the vacancy shall remain open until filled by routine succession.
- 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 3 shall be formed in February. The committee shall consist of three immediate Past Presidents, or others if necessary to total three as approved by the Chapter Board.
- B. The Nominating Committee shall nominate candidates for offices to be filled. The slate of Officers shall be approved by the Board prior to submitting the slate to the membership. Nominations shall be requested from the general membership at the regular meeting in April.
- C. The approved Slate of Officers shall be presented to the membership at the regular meeting in May. Nominations from the floor shall be permitted at this time. Each candidate shall have consented to serve.

Section 2 Chapter Elections and Voting

- A. Elections shall take place at the Annual Meeting in June.

- B. The President of the Chapter shall preside over the Annual Meeting. In the event the President shall not be able to preside, the presiding Officer shall be in accordance with the lines of succession established by the Board of Directors.
- C. All members shall be notified in writing of the date and location of such Annual Meeting at least one month in advance of the date selected. No failure in delivery of such notice shall invalidate the meeting or any action taken or proceedings.
- D. Officers shall be elected by ballot. In the event there is only one candidate for any office, voting on that office may be by voice. Electronic means may also be used for the purposes of membership voting.
- E. All business coming before the members at the Annual Meeting for approval shall be approved by a majority vote.

Article VII. Chapter Board of Directors

Section 1 Chapter Board of Directors

Chapter Board of Directors shall consist of the Chapter Officers and Past Presidents.

Section 2 Duties

- A. The Board of Directors shall:
 1. Conduct the business of the Chapter between business meetings.
 2. Make recommendations to the membership
 3. Be subject to the orders of the membership
 4. Meet at least 4 (four) times annually at a time and place determined by the Chapter Board
 5. Conduct meetings called at any time by the President or three members of the Board
 6. In the absence of the President and Vice President of Programs, the Board shall decide among those present in person, by majority vote, one among them to act as Chairperson for the meeting
 7. Receive advance written notice of meetings of the Board of Directors or as the Board may otherwise direct. Notice may be waived by unanimous consent of the Directors
 8. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter
 9. Appoint person(s) to perform an audit of the financial affairs of the Chapter at least annually or as often as deemed appropriate

Section 3 Financial Authority

The Chapter Board shall have authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-budgeted expenditures not to exceed \$2,500 without prior approval of the membership

- C. Approve the annual budget

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 statements are prepared, approved the 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 Quorum

A majority of the Chapter Board shall constitute a quorum.

Section 6 Meeting Formats

Board meetings may be conducted via conference telephone call and/or Webcast. Such meetings will be conducted in such a way that all members participating can hear each other at the same time. Rules are in place to specify the equipment required to participate, as well as methods for seeking recognition, obtaining the floor, submitting motions in writing, determining the presence of a quorum, and taking and verifying votes.

Section 7 Electronic Voting

Voting by e-mail can be used for amendments to the bylaws, and for such other important matters as the Board may order to be voted on in this way. If an amendment to the bylaws or other important matters are to be voted on by e-mail, an electronic copy of the proposed matter must be mailed to every Board member with the words "yes" and "no" underneath the message, or on a separate attachment, with directions to select one of them, and reply to the message with the words, "Ballot for X" in the subject line. The reply e-mail must be "signed" by the person placing the vote.

Any email ballot needs to receive approval from a majority of Board members to allow an action to be taken. It should be noted that unofficial actions, such as opinion polls, do not need to follow this rule.

Section 8 Insurance

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

Section 9 Removal of Chapter Officer, Director, or Coordinator

- A. The Chapter Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of a court of law, or convicted of a felony, or who misses 3 out of 4 consecutive board meetings.
- B. The Chapter Board may, by a two-thirds vote, remove any Chapter Director, Officer or coordinator who has been declared of unsound mind by a final order of

the court, convicted of a felony, fails to perform their assigned responsibilities with appropriate due diligence, or who has been guilty of conduct detrimental to the best interests of the Chapter or the Association, provided that such person shall have been granted an opportunity for a hearing before the Chapter Board of Directors prior to expulsion as a Chapter Officer.

The Board shall cause at least thirty days' notice of the hearing, including the reasons for termination, to be given in writing, delivered by registered mail to the last address shown in the Association's or Chapter's records for such Chapter Officer against whom charges have been preferred. Such action by the Board of Directors shall be final and shall terminate rights, interest, or privileges as a Chapter Officer in the service or resource of the Chapter.

- C. If the office of any Director, Officer, or coordinator shall become vacant for any cause, the President shall appoint, with Chapter Board ratification, a person to fill the unexpired portion of his or her term.
- E. In case of the absence or disability of any Officer and of any person hereby authorized to act in his or her place during such period of absence or disability, the Chapter Board may from time to time delegate the powers and duties of that Officer to any other Officer or any other person it may select.
- F. The President shall notify the International office of any change in board membership.
- G. If the office of President is declared vacant, the Vice President of Programs shall be responsible for notifying the International office of the change.

Article VIII. Chapter Committees

The Board will have the power to appoint committees as is deemed necessary.

Article IX. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by 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 go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

Article X. 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 XI. Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised shall be the authority for all matters of procedure for the Chapter not specifically covered by these bylaws.

Article XII. Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to 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 Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.