

**Bylaws of
The North Texas Chapter**

Effective: April 2009

Article I. Name

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

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 field of Information Systems audit and control. 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 auditing, quality assurance, security, and IS audit and control;
- To encourage a free exchange of 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 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 resources.

Article III. Membership and Dues

Section 1. Classification and Qualifications

- A. Active 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. Active members in good standing shall be entitled to vote and hold office.
- B. Retired member – any member in good standing, subject to rules established by the Association Board. Proof of retirement shall be shown upon request. 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 good standing 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.
- 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 payable on or before 31 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 shall no longer be deemed a Chapter member in good standing.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.

Article IV. Chapter Meetings

Section 1. The regular meetings of the Chapter shall be held on the second Thursday of each month, 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 or by the Chapter Board and shall be called upon written request by 5 (five) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least 7 (seven) days notice shall be given. Paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 4. **Five (5)** percent of the membership shall constitute a quorum.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be 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. Term of Chapter Office

- A. The 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
 - Assures preparation and submission of annual reports to ISACA International
 - Be an ex-officio member of all committees
 - Represent the Chapter at Leadership Conferences and Regional Presidents Council Meeting(s)
 - 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 within 30 days after annual general meeting
 - Supervise budgetary matters and proper internal control of finances

- C. Secretary – responsible for maintaining the Chapter records, including but not limited to minutes of board meetings and the Chapter By-laws. 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.
 - Be responsible for legal affairs, 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 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:
 1. 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 and seminars. 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
 - Perform other duties that pertain to this office
 - Manage the functions of the following position:
 1. 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. The Chapter Vice President of Education shall:
- Report to the President

- Provide opportunities for continuing professional education by organizing seminars and programs
- Encourage 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:
 1. Education Coordinator(s) – produces chapter seminars, with the help of other board members (facilities, communications, 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:
 1. Certification Coordinator(s) – assist the VP of Certifications in coordinating certification review courses.
 2. Director of Academic Relations – 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 aides when necessary
- Manage the functions of the following positions:
 1. Hospitality Coordinator – greets members when they arrive at meetings and seminars; provide speaker gifts and door prizes.
 2. Reservation Coordinator – receives reservations from members for all monthly meetings and seminars; provides this information for others needing it in their duties; maintains Chapter web site meeting and event announcements; maintains web site calendar of local, regional, national and international events.

- 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:
 1. Newsletter Coordinator(s) – coordinates and publishes Chapter newsletter
 2. Webmaster – maintain the Chapter Web site. (This position may be outsourced as needed.); Plan and assist in implementing new technologies; Administer Internet presence and service providers: Administer web site security; Administer Chapter technology assets.
 3. Marketing Director – assists the VP of Communications with all chapter marketing, including 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:
 1. Chapter Photographer – provides photographs for website publication and chapter historical preservation.
 2. Jobs Coordinator – maintains listing of employment opportunities on the Chapter web site and provides listing to members at monthly meetings.
 3. 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.

Section 4. Chapter Vacancies

- A. If a vacancy should occur in any office, except that of immediate Past Presidents, the vacancy shall be filled by President with the approval of the Executive Council.
- B. 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.
- C. 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 shall be formed in February. The committee shall consist of the President, two immediate Past Presidents, and others 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 in good standing 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 shall consist of the Executive Council, Directors, Officers, Coordinators, and any Ex-officio members. The Executive Council shall consist of all Chapter Officers and Past Presidents.

Section 2. Duties

- A. The Executive Council shall:
 - 1. Supervise the affairs of the Chapter between business meetings
 - 2. Make recommendations to the Board of Directors
 - 3. Make recommendations to the membership
 - 4. Be subject to the orders of the membership
 - 5. Conduct meetings called at any time by the President or three members of the Executive Council
 - 6. In the absence of the President and Vice President of Programs, decide among those present in person, by majority vote, one among them to act as Chairperson for the meeting
- B. 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. 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

Section 4. Quorum – A majority of the Chapter Board shall constitute a quorum.

Section 5. Insurance – The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Section 6. 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. Any or all directors, officers or coordinators may be removed without cause by the affirmative vote of a majority of the Chapter Board 1) at a duly held meeting at which a quorum is present; or 2) by written ballot in conformity with the Chapter By-laws.
- C. Removal of any Chapter officer shall constitute removal of that person as both an officer and director. Removal of any director who is an officer shall constitute removal of that person as both director and officer.
- D. If the office of any director, officer, or coordinator shall become vacant for any cause, the President shall appoint, with Executive Council 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 Executive Council 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 Executive Council and 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 a two-thirds (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to 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. 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 XI. Amendment of Chapter Bylaws

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

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered.