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3 **CHAPTER BY- LAWS**
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5 **BIRMINGHAM CHAPTER – Chapter # 065**
6 **Information Systems Audit and Control Association (ISACA)**
7

8 As Amended May, 2009
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10 **ARTICLE I** NAME
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12 The name of this non-union, non-profit organization shall be the ISACA Birmingham Chapter (hereinafter referred to as
13 “Chapter”), a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred
14 to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent
15 entity from any other association, enterprise, or entity.
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17 **ARTICLE II** PURPOSE AND OBJECTIVE
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19 The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of
20 their capabilities relating to the auditing of and/or management consulting in the field of IT governance, IS audit, security
21 and control. The objectives of the Chapter are:

- 22 • To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of
23 auditing, quality assurance, security, IS audit and control, and IT governance;
- 24 • To encourage an open exchange of IS audit and control, quality assurance, and security techniques, approaches,
25 and problem solving by its members;
- 26 • To promote adequate communication to keep members abreast of current events in IS audit and control, quality
27 assurance, and security fields that can be of benefit to them and their employers;
- 28 • To communicate to management, auditors, universities, and to IS professionals the importance of establishing
29 controls necessary to ensure the effective organization and utilization of IT resources, and;
- 30 • To promote the Association’s professional certifications and IT governance.
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32 **ARTICLE III** MEMBERSHIP
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34 Section 1: Classifications and Qualifications: Membership in the Association is a requirement for membership in a
35 Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with
36 accompanying rights and responsibilities.
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- 38 A. Member - any person interested in the purpose and objectives of the Chapter as stated in Article II shall be
39 eligible for membership in the Chapter, and the Association, subject to rules established by the Association
40 Board. Members shall be entitled to vote and hold office.
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- 42 B. Retired Member - any member who presents proof of retirement status, subject to rules established by the
43 Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
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- 45 C. Student Member - full-time student currently enrolled in a degree program of an accredited college or university,
46 subject to rules established by the Association Board. Proof of enrollment shall be submitted annually to the
47 Association. Student members shall not be entitled to vote and hold office at the Chapter level.
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49 Section 2: Admissions
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- 51 A. Potential members shall:
 - 52 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 53 2. Complete an Association membership application form.
 - 54 3. Pay required dues to the Chapter and the Association.
 - 55 4. Follow the Code of Professional Ethics of the Association.
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- 57 B. Membership in the Association shall be conferred upon an individual when the Association has received the
58 required Association dues for that individual.
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Section 7: Meetings

- a. The Chapter Board shall meet at least quarterly at a time and place selected by the Chapter Board.
- b. Meetings may be called at any time by the President or three members of the Chapter Board.
- c. For the transaction of business requiring a vote, a majority of the Chapter Board then in office shall constitute a quorum.
- d. At all meetings of the Chapter Board, the President, if present, shall act as Chairman. In his absence the Chairman shall be the Vice President, if present. In the absence of both the President and the Vice President, the Secretary shall preside until the election of chairman pro tem, which should take place immediately. The members of the Chapter Board who are present in person shall, by majority vote, choose one among them to act as Chairman for that meeting.
- e. Notice of meetings of the Chapter Board shall be given to each Director in writing not less than two days in advance of the meeting or as the Chapter Board may otherwise direct, but no failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings thereat. Notice may be waived by unanimous consent of the Directors in writing.

ARTICLE VI OFFICERS AND DUTIES

Section 1: The Officers of this chapter shall be President, Vice President, Secretary, and Treasurer.

Section 2: Duties of the President

The 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 except the Auditing and Nominating Committee
- 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 the annual general meeting
- Supervise budgetary matters and proper internal control of finances

Section 3: Duties of the Vice President

The Vice President shall report to the President and in the absence of or disability of the President shall perform all the duties of the President. The Vice President shall be the Chairman of the Program Committee.

Section 4: Treasurer

The Treasurer shall report to the President and shall be responsible for the financial affairs of the chapter, for the performance of all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned to him by the Chapter Board. He shall have power to receive and to disburse such funds of the chapter, subject to such restrictions as may be imposed by the Chapter Board, as shall be required in the conduct of its affairs and the carrying of its activities.

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185 The Treasurer will be required to perform the following financial reporting activities during the chapter's
186 business year (June 1st through May 31st).

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188 a. Prepare monthly, financial statements (i.e. General Ledger Journal, Balance Sheet, and
189 Income Statement).
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191 b. Provide each Board Member with monthly financial statements, along with a supporting
192 monthly Receipts and Disbursements Schedule, at the following month's Chapter Board
193 Meeting.
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195 c. Financial statements for the July 1st through the August 31st time period will be presented at
196 the September Chapter Board Meeting.
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198 d. Additionally, the Treasurer will be responsible for collecting, recording, and accounting for all
199 monies of all chapter meetings and socials.

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201 During the chapter business year the Treasurer will be required to establish the reporting dates for all
202 required chapter financial and tax information to International ISACA. The Treasurer will be responsible
203 for making the chapter's financial records and financial statements available for the chapter's May 31st
204 audit. The financial information shall be made available to the Auditor(s) no later than 20 business days
205 after the financial reporting period is reached. Finally, the Treasurer will respond to each audit period's
206 audit report within 20 business days after receiving the audit report.

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208 Section 5: Secretary

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210 The Secretary shall report to the President and shall be responsible for the legal affairs; chapter reports,
211 membership records, and such other duties as may be authorized and delegated by the Chapter Board.

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213 The Secretary shall keep the roll of the Membership of the chapter; shall keep minutes of the
214 proceedings at the Regular Membership and Chapter Board meetings; shall preserve communications
215 pertaining to the affairs of the chapter.

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217 Section 6: Only members shall be eligible to serve as an officer.

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220 **ARTICLE VII** CHAPTER STANDING COMMITTEES

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222 Section 1: The Chapter's Standing Committees shall be the:

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224 Program Committee,
225 Membership and Publications Committee,
226 Auditing and Nominating Committee,
227 Meetings Committee
228 Certifications Committee

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230 a. Each Director shall serve as Chairman of such standing committees as may be assigned by the
231 President, and ratified by the Chapter Board. The Chairman of the Program Committee will be
232 the chapter Vice President unless changed by the chapter President. The Treasurer shall not
233 chair or be a member of the Auditing and Nominating Committee.
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235 b. Each Committee Chairman shall appoint the members of his committee.

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238 Section 2: The Program Committee shall report to the President and shall be responsible for preparing and
239 recommending the chapter programs for the year, including a schedule of meeting dates, obtaining
240 speakers for all programs, presiding at the speaker's program at each meeting, and maintaining a
241 library of program topics and speakers. The Committee shall have each monthly meeting speaker
242 identified no later than 60 days prior to the chapter meeting. The speakers, speaking dates, and
243 speech topics will be made available to the Chapter Board prior to the chapter meeting.

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Section 3: The Membership and Publications Committee shall report to the President and shall be responsible for publicizing all chapter activities during the program year, assisting in publicizing major events and accomplishments of the Association, supporting and publishing the Chapter Website, developing and recommending chapter editorial policies, soliciting articles for the Chapter Website.

Section 4: The Auditing and Nominating Committee shall report to the Chapter Board and shall be responsible for coordinating a fiscal year-end audit with an independent Certified Public Accountant. The Auditing and Nominating Committee may also audit the chapter's books anytime there is a change of officers, whether the change is as a result of an election or vacancy. All audit findings shall be reported by the Auditing and Nominating Committee to the Chapter Board. The Auditing and Nominating Committee shall also be responsible for soliciting suggestions for likely candidates for the next slate of officers and Chapter Board at least sixty (60) days prior to the May meeting.

Section 5: The Meetings Committee shall report to the President and shall be responsible for coordinating the arrangements of facilities and food for each chapter meeting. The Meetings Committee shall also be responsible for the processing of attendees at each chapter meeting.

Section 6: The Certifications Committee shall make known existing programs of continuing professional education for members of this chapter. This committee shall be responsible for coordinating the offering of preparation courses for the various certification exams, i.e. CISA, CISM and CGEIT. This committee is also responsible for all other administrative duties of the Board, such as acquiring the speaker gifts and awards for all chapter meetings.

Section 7: Other committees may be appointed by the President whenever deemed necessary, subject to the approval of the Chapter Board.

Section 8: Committee Chairman can be replaced at the discretion of the President, subject to approval by the Chapter Board, and committee members can be replaced at the discretion of Committee Chairman.

ARTICLE VIII **CHAPTER FINANCIAL AUDIT**

Section 1: The fiscal year end audit will be performed by an independent Certified Public Accountant selected by the Auditing and Nominating Committee and approved by a majority of the Chapter Board.

Section 2: It shall be the responsibility of the Auditing and Nominating Committee to coordinate obtaining the chapter's financial records with the chapter Treasurer.

It shall be the Treasurer's responsibility to have the chapter's financial records available for audit no later than 20 business days after a calendar or fiscal year end has been reached.

Section 3: All Chapter financial audit scopes shall include an opinion of the fairness of presentation of the chapter financial statements and provide, where necessary, recommendations for improved internal control or operational procedures.

Section 4: The chapter Treasurer will be required to respond to chapter audit finding reports within 20 business days after receiving such a report.

ARTICLE IX **NOMINATIONS AND ELECTIONS**

Section 1: An election of all Officers and Directors shall be held at the regular May meeting of the chapter.

- Section 2: Nominations
- a. The Auditing and Nominating Committee shall present, subject to the approval of the Chapter Board, a list of nominations for all Officers and Directors to the membership at the regular May meeting of the chapter.
 - b. Other nominations may be made from the floor.

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307 Section 3: The Officers and Directors nominated shall be elected by a plurality of the votes of the members
308 present and voting at the meetings.
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310 Section 4: Newly elected Officers and Chapter Board members shall be installed at the regular May meeting of
311 each year and shall take office at the beginning of the administrative year.
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314 **ARTICLE X** CHAPTER MEETINGS

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316 Section 1: This chapter shall hold a minimum of six regular monthly meetings each year, at a time and place fixed
317 by the Chapter Board.
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319 Section 2: The regular meeting in May shall be known as the annual general meeting and shall be for the purpose
320 of electing officers, receiving reports of officers and committees, and for any other business that may
321 arise.
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323 Section 3: Special meetings may be called by the President, the Chapter Board, or the International President of
324 ISACA. One calendar week notice shall be given of such special meetings.
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326 Section 4: For the transaction of Chapter business requiring a vote, thirty (30) members shall constitute a quorum.
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329 **ARTICLE XI** PARLIAMENTARY AUTHORITY

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331 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Chapter in all cases
332 to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Chapter
333 may adopt.
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336 **ARTICLE XII** AMENDMENTS

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338 The Chapter shall forward all bylaws amendments to the Association, with changes indicated, as the Association
339 Membership Board must give approval to all bylaws amendments prior to submitting them for a vote by the Chapter
340 membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the
341 bylaws. The Chapter Board must ensure the compliance of the bylaws with the Association's bylaws and applicable
342 country requirements.
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344 These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided that the amendment has been
345 submitted in writing at the previous regular meeting, or has been emailed to the entire Chapter membership at least ten
346 (10) days prior to the meeting at which it will be considered.
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349 **ARTICLE XIII** DISSOLUTION

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351 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter
352 membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the
353 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for
354 dissolution and shall return the Chapter charter and any other Chapter or Association documents to
355 International Headquarters. All net assets shall go to a welfare, education or civic project designated by the
356 Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue Code with the approval of the
357 Association's International President and Chief Executive Officer.