

BYLAWS OF ISACA WEST FLORIDA CHAPTER,

Effective Dec 14, 2017

ARTICLE I. GENERAL PROVISIONS

Section 1.01: Name

The name of this non-union, non-profit organization shall be the ISACA West Florida Chapter, (hereinafter referred to as the “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 International Association, is an independent entity from any other association, enterprise, or entity.

ARTICLE II. PURPOSE

Section 2.01: Purpose and Objectives

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 (Information Technology) governance, IS (Information Systems) audit, security, control and assurance. The objectives of the Chapter are to:

- A. Promote the education of and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS auditing, assurance, security, and control;
- B. Encourage a free exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- C. Promote adequate communication to keep members abreast of current events in IT governance, IS audit, assurance, security, and control fields that can be of benefit to them and their employers;
- D. Communicate to management, auditors, universities and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and efficient utilization of IT resources; and
- E. Promote the Association’s professional certifications and IT governance.

ARTICLE III. MEMBERSHIP AND DUES

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities.

Section 3.01: Members

- A. 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. Members shall be entitled to vote and hold office.

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Section 3.02: Retired Members

Any member who presents proof of retirement status and subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.

Section 3.03: Student Members

Full-time students currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board, may join as student members. Proof of such enrollment shall be submitted annually. Student members shall be entitled to vote and hold office at the Chapter level. Student members will be entitled to reduced membership fees and reduced costs of certain Chapter events.

Section 3.04. Recent Graduate

Individuals who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

Section 3.05: Admission for Membership

Potential members shall:

1. Meet the requirements of membership as outlined in Article III.
2. Complete an Association membership application form.
3. Pay the required dues to the Association and the Chapter.
4. Follow the Code of Professional Ethics of the Association.

Membership in the Association shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual.

Section 3.06: Annual Dues

- A. A member shall forfeit the Association and Chapter membership if dues have not been paid to the Association and to the Chapter as required.
- B. Chapter Dues (in an amount determined by the Chapter Board of Directors) plus Association dues shall be payable according to the rules concerning dues and the dues billing cycle established by the Association.
- C. . Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- D. Resignation - any member who resigns shall not be entitled to a refund of his/her annual membership dues.

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Section 3.07. Termination and Suspension

- A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.
- B. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

ARTICLE IV. MEETINGS

Section 4.01: Regular General Meetings

Regular meetings of the Chapter membership shall be held twice a year, unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter.

Educational sessions of the Chapter membership shall be held at least four (4) times a year - unless otherwise ordered by the Chapter Board.

Section 4.02: Annual General Meeting

The regular general meeting in June shall be known as the annual general meeting and shall be for the purpose of electing Chapter Officers, receiving reports of officers and committees, and for any other business that may arise or be presented by the Chapter Board of Directors. The regular general meeting is open to all Chapter members. The date and location of the annual general meeting shall be determined by the Chapter Board.

Section 4.03: Notice of Meetings

Members shall be notified thirty (30) days in advance of regular or annual general meetings. Notification of all meetings may be by either postal mail, email or by telephone.

Section 4.04: Special Meetings

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

Section 4.05: Voting

- A. Quorum. The quorum for any regular, annual general or special meeting shall be 30 members. In absence of a quorum, the meeting will be adjourned and reconvened one (1) week later. The new date and time will be communicated to members.
- B. Act of the Membership. The affirmative vote of the majority of the members present and voting at any Chapter meeting shall constitute an act of the membership.
- C. Methods of Voting Outside of a Meeting. Paper mail or electronic means may be used for the purposes of membership voting and such correspondence will be considered a special meeting for the purposes of these Bylaws.
- D. Proxy Voting. Proxies shall **not** be permitted, whereby a member decides and votes the ballots of other members.

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- E. Retention Policy. Ballots and other documentation related to a Chapter election shall be retained by the Chapter member conducting the election (or a Chapter Officer designated by the incoming Chapter President) for one year from the date of the Annual General Meeting.

ARTICLE V. CHAPTER OFFICERS

Section 5.01: Officers

The Officers of the Chapter shall be between five (5) and nine (9) in number, constituting: President, Vice President, Secretary, Treasurer, immediate Past President and up to 4 Directors at Large. The Chapter Officers shall also serve on the Chapter Board of Directors as described in Article VI, Section 6.01.

Section 5.02: Term

The officers, except the immediate past president, shall be elected annually for a term of one year, or until their successors are elected and assume office, or until they resign or are removed from office.

- A. Start of Term of Office. The term of the office shall begin either at the conclusion of the annual general meeting or July 1 whichever comes first.
- B. Limitations on Offices. No member shall hold more than one Chapter Board office at a time, and, barring extreme circumstances as determined by the Chapter Board of Directors, no member shall serve more than two consecutive terms in the same office.
- C. Progression to the Office of Chapter President. Members become qualified to become candidates for Chapter President if they have completed prior term(s) as a Vice President, or Secretary, or Treasurer, or President of this or any ISACA Chapter.

Section 5.03: Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these Bylaws, and the parliamentary authority adopted by the Chapter.

A. The Chapter President shall:

1. Preside at meetings of the Chapter and the Chapter Board of Directors;
2. Appoint all standing committee chairpersons and other committee members with approval of the Chapter Board of Directors;
3. Be an ex-officio member of all committees except the Audit Committee;
4. Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative;
5. File any and all incorporation forms required;
6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
7. Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officer and committees;
8. Maintain communications with the Association and respond to Association inquiries;

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9. Be responsible for submission of the Chapter annual report to the Association within thirty (30) days after the Annual General Meeting;
10. Supervise budgetary matters and proper internal control of finances; and
11. Perform other duties as pertain to the office of President, or which may be delegate by the Chapter Board.

B. The Chapter Vice President shall:

1. Perform the duties of the President in the event of his/her absence or disability;
2. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President; and
3. Perform other duties as pertain to this office.

C. The Chapter Secretary shall:

1. Take minutes of the meetings of the Chapter Board of Directors, membership meetings, and annual general meeting, and maintain a copy of the records;
2. Maintain accurate list of the membership (to include an electronic list suitable for supporting mailings), and attendance records;
3. Be responsible for the legal affairs, Chapter reports, communications/correspondence pertaining to the Chapter;
4. Assist the President and Vice President in the administration of Chapter membership meetings; and
5. Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:

1. Be the custodian of the Chapter funds;
2. 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;
3. Remit dues to the Association as required;
4. Submit a written report at each regular general meeting;
5. Prepare the financial statements for the fiscal year, to be presented to Chapter members at the Annual General Meeting or otherwise, and to be included in the Chapter Annual Report to ISACA International;
6. Submit books and records for audits when required;
7. In conjunction with the President and/or Vice President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
8. File any and all tax forms required;
9. File any and all insurance forms required;
10. Present the annual budget for adoption before the membership at a general meeting;
11. Perform quarterly reports on actuals to budget, and;
12. Perform other duties as pertain to this office

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- E. The Immediate Past President of the Chapter shall:
 - 1. Serve in an advisory capacity; and
 - 2. Perform other duties as pertaining to this office.

- F. The Director(s) at Large shall:
 - 1. Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board and may be assigned one or multiple Committees as defined in Article VII.

Section 5.04: Vacancies in Chapter Offices

- A. Membership Termination. If a Chapter Officer's membership shall for any reason terminate, that individual's position as Chapter Officer shall automatically become vacant.
- B. President. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- C. Immediate Past President. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. All Other Offices. If a vacancy should occur in any office, except that of President and immediate Past President, at a time longer than two (2) months before the annual elections, the vacancy shall be filled until the annual election either by a member of the Chapter Board of Directors, or by a volunteer from the general membership with the majority approval of the Chapter Board of Directors.

Section 5.05: Ethical Expectations of Chapter Officers

Chapter officers are expected to follow the ISACA code of professional ethics and shall not use their positions for immoral purposes or for inappropriate personal or business monetary gain, and shall provide proper stewardship for all Chapter assets.

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ARTICLE VI. NOMINATIONS AND ELECTIONS

Section 6.01: Chapter Nominating Committee

- A. **Formation.** The Chapter will use an electronic system to obtain nominations from the Members and for voting. The President shall administer the process.
- B. **Purpose.** The President shall solicit candidates for office from the Chapter Membership using the system and shall communicate to the Membership the candidates for officer positions to be filled in the election process, prior to the annual general meeting. Candidates will provide a biography for inclusion with the ballot. Submission of the biography will serve as consent to serve.
- C. **Agreements.** In all of the above cases, each newly elected officer shall complete a Willingness to Serve Agreement and Conflict of Interest Form following the election.

Section 6.02: Elections

Elections: The membership shall be allowed to vote for Chapter Officers in the manner identified in Article IV, Section 4.05, entitled “Methods of Voting Outside of a Meeting”. Officers shall be elected by ballot.

ARTICLE VII. CHAPTER BOARD OF DIRECTORS

Section 7.01: Board of Directors

Board of Directors: The Chapter Board of Directors shall consist of the Chapter Officers as defined in Article V, Section 5.01. Directors at Large will be assigned at least one Standing Committee as define in Article VIII. All actions taken by the Chapter Board of Directors shall result from a simple majority vote by the members of the Chapter Board of Directors, except as specified elsewhere in these Bylaws.

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Section 7.02: Duties and Responsibilities

The Chapter Board of Directors shall:

- A. Be the governing body of the Chapter and its actions shall be final, unless otherwise specifically provided by these Bylaws;
- B. Supervise the affairs and conduct the business of the Chapter between business meetings;
- C. Provide for an audit by the Chapter Audit Committee of the financial affairs of the Chapter, at least annually, and at such other times as it may deem advisable;
- D. Be empowered to establish and renew the non-profit tax-exempt legal entity constituting the Chapter;
- E. Secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter;
- F. Determine the Chapter dues required of or waived for all Chapter members;
- G. Make recommendations to the membership and be subject to the orders of the membership;
- H. Conduct a periodic, ideally annual, comparison of the Chapter practices to the Chapter Bylaws and ensure the compliance of the Chapter's Bylaws with the Association's Bylaws;
- I. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter.

Section 7.03: Financial Authority

The Chapter Board of Directors shall have the authority to:

- A. Expend funds allotted in the approved budget or direct and permit Chapter Officers to expend funds within limits sets by the Chapter Board of Directors;
- B. Approve the annual budget;
- C. Authorize non-budgeted expenditures not to exceed \$2,500 (two thousand five hundred dollars) without prior approval of the membership; and
- D. Perform any action required or permitted to be taken by the Chapter Board of Directors without a meeting, if all members of the Chapter Board of Directors shall individually or collectively consent in writing (to include electronic means) to such action (such written consent or consents shall be filed with the minutes of the proceedings of the Chapter Board of Directors and shall have the same force and effect as a unanimous vote of the Chapter Board of Directors).

Section 7.04: Meetings

- A. Regular Meetings. Regular meetings of the Chapter Board of Directors shall be held at least every other month, unless otherwise ordered by the Chapter Board of Directors and is open to all Chapter members
- B. Special Meetings. Special meetings of the Chapter Board may be called by the President, and shall be called upon the written request of 3 members of the Board. Notice must be given at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting.
- C. Quorum. A simple majority of the Chapter Board of Directors shall constitute a quorum.
- D. Meeting Participation. Chapter Board of Directors may participate in a meeting as part of a quorum through the use of conference telephone or other communications equipment,

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so long as all members participating in the meeting can interact with each another in the discussion and vote.

Section 7.05: 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 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 7.06: Insurance

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

Section 7.07: Reasons for Removal of a Chapter Officer.

An Officer of the Chapter may be removed from office at any time via procedures other than through Chapter elections for the following reasons:

- A. Being found guilty of a felony criminal offense by a court of law;
- B. Fraud or embezzlement of Chapter assets;
- C. Failure to fulfill the responsibilities of the office;
- D. Failure to uphold the ethical expectations of a Chapter officer;
- E. Inept or ineffectual leadership while in the office;
- F. Missing more than three consecutive board meetings; or
- G. Missing more than three chapter events, not including certification training.

Section 7.08: Process for Removal

Charges may be made by any member of the Chapter. The individual being charged will be informed of the determination process. The facts will be reviewed by the Chapter Board of Directors (excluding the individual being charged). The individual being charged will be given the opportunity to address the Board of Directors. Removal of an officer or board member will require two-thirds (2/3) vote by the Chapter Board of Directors (excluding the individual being charged).

ARTICLE VIII. CHAPTER COMMITTEES

Section 8.01: Standing Committees

There may be the following standing committees: Membership, Education, Certification, Audit, Bylaws, Events, Academic Liaison, and Marketing. Members and directors of the standing committees (except for the Director of the Education Committee) are appointed by the Chapter President with the approval of the Chapter Board of Directors.

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Section 8.02: Duties of Standing Committees

- A. Membership Committee. The Membership Committee shall promote interest in the Chapter and in the Association and conduct an ongoing membership campaign. The Chapter, through its Membership Committee, shall receive and forward applications for membership to the Association.
- B. Education Committee. The Education Committee shall recommend and oversee seminars and programs of professional education including arranging facilities and meals for Chapter meetings and sponsored seminars. The Education Committee shall report to and be chaired by the Chapter Vice President.
- C. Certification Committee. The Certification Committee shall assist the Chapter certification coordinators in promoting the certification examinations and professional designations locally, and shall provide assistance in planning and conducting the Chapter's certification review courses.
- D. Audit Committee. The Audit Committee shall complete an annual audit (and at such other times as the Audit Committee shall deem advisable) of the records of the Chapter, and report those findings to the Chapter Board of Directors.
- E. Bylaws Committee. The Bylaws Committee shall review any Chapter Bylaws changes, and ensure their compliance with the Association's Bylaws. The Bylaws Committee shall then forward all Chapter Bylaws changes to the Association, with changes indicated.
- F. Events Committee. The Events Committee shall help organize and create educational events for the chapter and maintain lists of speakers, venues, and work with the Marketing Committee in promoting these events.
- G. Academic Liaison Committee. The Academic Liaison Committee shall facilitate interaction and encourage participation by college students and faculty in fields relating to IS audit and control, quality assurance, and security.
- H. Marketing Committee. The Marketing Committee shall market to the members and also non-member aspects of the chapter activities deemed appropriate to promote the chapter, events and other activities. This includes, but is not limited to, install, maintain, and upgrade the chapter's website and related content, manage social media content and maintain electronic lists of members and guests. Additionally, it will raise awareness of the Chapter within different professional communities; expose chapter-branded product to different constituents; outline the areas in which we excel and in which it can provide outstanding value and any other marketing needs identified by the committee.

Section 8.03: Other Committees

Other committees will be formed at the direction of the Chapter membership or the Chapter Board, as necessary. Members and directors of these other committees are appointed by the Chapter President with the approval of the Chapter Board of Directors. Possible committees include: the IT Governance/COBIT Committee, and Long-Range Planning Committee.

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Section 8.04: Duties of Other Committees

- A. IT Governance/COBIT Committee. The IT Governance/COBIT Committee shall encourage Chapter membership to participate in review of Association standards and guideline; provide liaison with Association regarding IT governance issues and approaches to dissemination; assist to present IT governance in Chapter education sessions; coordinate with outside bodies on awareness, presentations, and conferences related to IT governance; and keep the Chapter current with training, awareness, and offerings related to COBIT.
- B. Long-Range Planning Committee. The Long-Range Planning Committee shall recommend goals to the Chapter Board of Directors to further the purpose and objectives of the Chapter and the Association.

ARTICLE IX. 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.

ARTICLE X. DISSOLUTION

If dissolution of the Chapter becomes inevitable, 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 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 XI. PARLIAMENTARY AUTHORITY

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

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RTICLE 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.
