

1 Bylaws of Minnesota Chapter
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5 Effective: __ February 2007
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8 **Article I. Name**
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10 The name of this non-union, non-profit organization shall be the Minnesota Chapter (hereinafter
11 referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control
12 Association (ISACA), hereinafter referred to as the "Association". The Chapter, apart from its
13 innate affiliation with the international Association, is an independent entity from any other
14 association, enterprise, or entity.
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16 **Article II. Purpose**
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18 The primary purpose of the Chapter is to promote the education of individuals for the
19 improvement and development of their capabilities relating to the auditing of and/or management
20 is consulting in the field of IS audit, security and control. The objectives of the Chapter are:

- 21 • To promote the education of, and help expand the knowledge and skills of its members in the
22 interrelated fields of auditing, quality assurance, security, IS audit and control, and IT
23 governance;
- 24 • To encourage an open exchange of IS audit and control, quality assurance, and security
25 techniques, approaches, and problem solving by its members;
- 26 • To promote adequate communication to keep members abreast of current events in IS audit
27 and control, quality assurance, and security fields that can be of benefit to them and their
28 employers;
- 29 • To communicate to management, auditors, universities, and to IS professionals the
30 importance of establishing controls necessary to ensure the effective organization and
31 utilization of IT resources, and;
- 32 • To promote the Association's professional certifications.
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35 **Article III. Membership and Dues**
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37 Section 1 Classifications and Qualifications: Membership in the Association is a
38 requirement for membership in a Chapter. Therefore, upon joining the Chapter,
39 a person must also join the Association, with accompanying rights and
40 responsibilities.
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- 42 A. Member - any person interested in the purpose and objectives of the Chapter as stated in
43 Article II shall be eligible for membership in the Chapter, and the Association, subject to
44 rules established by the Association Board. Members shall be entitled to vote and hold
45 office.
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- 47 B. Retired Member - any member who presents proof of retirement status, subject to rules
48 established by the Association Board. Retired members shall be entitled to vote and hold
49 office at the Chapter level.
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- 51 C. Student Member - full-time student currently enrolled in a degree program of an
52 accredited college or university, subject to rules established by the Association Board.
53 Proof of enrollment shall be submitted annually to the Association. Student members
54 shall be entitled to vote and hold office at the Chapter level.
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56 Section 2 Admissions

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- 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 1 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 member.
- C. A member shall forfeit 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 / roundtables of the Chapter shall be held on a monthly basis from September through May, unless otherwise ordered by the Chapter Board.

Section 2 The regular meeting in May shall be known as the annual general 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 three (3) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least five (5) 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 Members shall be notified within 30 days of annual general meeting and special general meeting.

Section 5 Twenty (20) members shall constitute a quorum at any regular or special meeting.

Article V. Chapter Officers

Section 1 The President, President Elect, Secretary, Treasurer, immediate Past President, Vice Presidents of the standing committees and two (2) directors shall be the Chapter Officers.

Section 2 Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected annually for a term of one (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 at the start of the next chapter year (June).
- B. No member shall hold more than one (1) Chapter office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office.

Section 3 Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter Board, or the parliamentary authority adopted by the Chapter.

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114 A. The Chapter President shall:
115 • Preside at all meetings of the Chapter and the Chapter Board
116 • Appoint, with the approval of the Chapter Board, all committee chairpersons and
117 committee members
118 • Be an ex-officio member of all committees except the Nominating Committee
119 • Represent the Chapter at Leadership Conference/Presidents Council Meeting(s)
120 • Maintain communications with the Association and respond to Association inquiries
121 • Be responsible for submission of the chapter annual report to the Association within
122 30 days after annual general meeting
123 • Supervise budgetary matters and proper internal control of finances
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125 B. The Chapter President Elect shall:
126 • Perform the duties of the President in the event of his/her absence or disability
127 • Be responsible for execution of such actions as may be authorized and delegated by
128 the Chapter Board
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130 C. The Chapter Secretary shall:
131 • Take minutes of the meetings of the Chapter Board and membership meetings and
132 maintain the files of previous minutes for at least seven (7) years
133 • Maintain chapter board meeting attendance records
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135 D. The Chapter Treasurer shall:
136 • Be custodian of Chapter funds
137 • Receive all monies and disburse funds only upon the sanction of the Chapter Board,
138 or the Chapter membership
139 • Remit dues to the Association as required
140 • Submit a written report at each regular chapter board meeting
141 • Submit books and records for audit
142 • File any and all tax forms required
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144 E. The immediate Past President and Directors of the Chapter shall:
145 • Serve in an advisory capacity
146 • Perform other duties as assigned by the President
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148 F. Vice Presidents
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150 The Vice Presidents shall report to the President and shall be responsible for coordination of
151 the activities and actions of the officers of the Chapter as follows:
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- 154 • **Vice President - Administration** is responsible for the Chapter's publicity, administration
155 of the Chapter's website, publication of the newsletter, publication of meeting notices,
156 public relations, advertising and maintaining records of the Chapter's membership.
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158 The Vice President – Administration shall oversee the Membership and Communication
159 standing committees.
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- 161 • **Vice President - Roundtables** is responsible for planning, marketing and coordinating
162 monthly roundtables for the Chapter's membership.
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- **Vice President - Education** is responsible for planning and coordinating educational seminars and programs for the Chapter's membership. Additionally, the Vice President - Education is responsible for promoting and coordinating review courses for the Chapter membership regarding certification programs offered by the Association.

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The Vice President – Education shall oversee the Certification and Seminar standing committees.

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- **Vice President – Academic Relations** is responsible for promoting the benefits of careers in audit and control of information technology.

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The Vice Presidents shall be responsible for the execution of such other actions as may be authorized and delegated by the Chapter Board, or delegated by the President within the confines of the By-Laws.

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Section 4 Chapter Officer Vacancies

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- A. If a vacancy should occur in any office, except that of the President or immediate Past President, the vacancy shall be filled by Chapter Board appointment.
 - B. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
 - C. Chapter Officers must maintain their membership throughout their entire term of office.

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Article VI. Nominations and Elections

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Section 1 Chapter Nominations

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- A. A Nominating Committee of at least two (2) members shall be selected by the Chapter Board at or by their January meeting.
 - B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
 - C. The Nominating Committee shall submit to the Chapter membership, subject to the approval of the Chapter Board, prior to the annual meeting at which the chapter board positions shall be elected.
 1. The nominations from this committee shall be submitted to the Chapter Board for approval
 2. The candidates, approved by the Chapter Board, shall be submitted to the Chapter membership for consideration at the annual meeting.
 - D. Nominations from the floor shall be permitted prior to the election.
 - E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

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Section 2 Chapter Elections

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- A. Officers shall be elected by ballot.
 - B. In the event there is only one candidate for any office, voting on that office may be by voice.

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Article VII. Chapter Board

216 Section 1 The Chapter Board shall consist of the Chapter officers. The Chapter Board
217 shall have full power and authority over the affairs of the chapter between
218 membership meetings except as defined in these bylaws. The Chapter Board
219 shall be subject to the orders of the chapter and none of its acts shall conflict with
220 action taken by the chapter.

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222 Section 2 Duties

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224 The Chapter Board shall:

- 225 A. Supervise the affairs and conduct the business of the Chapter between business
226 meetings
- 227 B. Make recommendations to the membership
- 228 C. Be subject to the orders of the membership
- 229 D. Meet monthly at a time and place determined by the Chapter Board
- 230 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by
231 the Chapter
- 232 F. Meetings of the chapter board may be held electronically. A conference meeting must be
233 arranged at least 48 hours in advance of the call. Each member should seek recognition
234 from the chair before beginning to speak, and each member should identify himself or
235 herself prior to speaking. Motions will be voted on by voice vote. If the chair has a
236 problem determining the vote, he or she may call for a roll call vote. The roll call vote is
237 for determination of the outcome of the vote and shall not be recorded in the minutes.
238 The minutes of the meeting shall be approved at the next in-person meeting.

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240 Section 3 Authority

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242 The Chapter Board shall have the authority to:

- 243 A. Expend funds allotted in the approved budget
- 244 B. Non-budgeted expenditures require approval of the Chapter Board.

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

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248 Section 5 Action - The affirmative vote of the majority of directors present at a meeting at
249 which a quorum is present shall constitute an act of the Chapter Board.

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251 Section 6 Insurance - The Chapter Board shall secure whatever insurance coverage is
252 deemed necessary to meet the needs of the Chapter.

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254 **Article VIII. Chapter Committees**

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256 Section 1 There shall be the following [recommended] standing committees: Audit,
257 Certification, Communication, Membership, Nominating and Seminar

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259 Section 2 Duties of standing committees

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261 A. The Audit Committee shall be appointed by the Chapter Board whose duty shall be to
262 audit the Chapter accounts. The Audit Committee shall audit the books of the Treasurer
263 at least annually and at other times as deemed necessary by the Chapter Board. A
264 report of the audit shall be submitted to the Chapter Board and also to ISACA
265 headquarters in the Annual Chapter Report.

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267 B. The Certification Committee shall assist the chapter CISA and CISM coordinator(s) in
268 promoting the CISA and CISM examinations and professional designations locally, and
269 shall provide assistance in planning and conducting chapter's exam review courses.

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- 271 C. The Membership Committee shall promote interest in the Chapter, and in the
272 Association, and conduct an ongoing membership campaign. When requested by the
273 Association, the local Chapter, through its membership committee, shall receive and
274 forward applications for membership to the Association.
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- 276 D. The Nominating Committee is responsible for recommending a slate of candidates for the
277 Chapter Board in accordance with Article V, A. These recommendations shall be
278 submitted to the Chapter membership, subject to the approval of the Chapter Board at
279 the annual meeting at which Directors shall be elected
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- 281 E. The Seminars Committee is responsible for planning, advertising and administering
282 seminars on topics relevant to expanding the knowledge and skills of Chapter members
283 and professionals in related fields.
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- 285 Section 3 Special committees may be created as necessary by the chapter membership or
286 the chapter board.
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288 **Article IX. Dissolution**

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290 To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of
291 the chapter membership after ten (10) days notice has been mailed to each member. In the
292 event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in
293 writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other
294 Chapter or Association documents to International Headquarters. All net assets shall go to a
295 welfare, education or civic project designated by the Chapter membership, pursuant to Section
296 501 (c) (6) of the US Internal Revenue Code with the approval of the Association's International
297 President and Chief Executive Officer.
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299 **Article X. Parliamentary Authority**

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301 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
302 the chapter in all cases to which they are applicable and in which they are not inconsistent with
303 these bylaws and any special rules the chapter may adopt.
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305 **Article XI. Amendment of Chapter Bylaws**

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307 The Chapter shall forward all bylaws changes to the Association, with changes indicated, as the
308 Association Membership Board must give approval to all bylaws changes prior to submitting for
309 vote by the chapter membership. The Chapter Board shall conduct a periodic, ideally annual,
310 comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the
311 compliance of the bylaws with the Association's bylaws and applicable country requirements.
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313 These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided the
314 amendment has been submitted in writing at the previous regular meeting, or has been mailed to
315 the entire Chapter membership at least ten (10) days prior to the meeting at which it will be
316 considered.