



**BYLAWS OF THE
INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION
EDMONTON CHAPTER**

ISACA EDMONTON CHAPTER BYLAWS

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ARTICLE I. Name

The name of this non-union, non-profit organization shall be the Information Systems Audit and Control Association Edmonton Chapter, operating as ISACA Edmonton 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

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 (IS) audit, security 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, IS audit and control, and IT governance;
- 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;
- to communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources; and
- to promote the Association's professional certifications.

ARTICLE III Membership and dues

Section 1. Classifications and Qualifications

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 co-extensive. 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.

Retired Member

A retired member is 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.

Student Member

A student member is any member who is a fulltime student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrolment shall be submitted annually. Student members shall be entitled to vote and hold office at the Chapter level.

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Section 2. Admissions

Potential members shall:

- Meet the requirements of membership as outlined in Article III, Section I.
- Complete an Association membership application form.
- Pay required dues to the Chapter and the Association.

Membership in the Association and in the Chapter shall be conferred upon an individual when the Association has received the required dues for that individual.

Section 3. Dues

Dues shall be payable on or before January 1 of each year in an amount determined by the Chapter Board of Directors, plus Association dues.

A member whose dues are in arrears for more than 90 days shall be deemed to have resigned.

A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.

ARTICLE IV. Meetings

Section 1. Regular Meetings

The regular meetings of the Chapter shall be held on the second Thursday of each month, unless otherwise ordered by the Chapter Board. Members shall be notified by email by the President or by the Chapter Board of Directors at least seven (7) days prior to each meeting.

Section 2. Annual General Meeting

The regular meeting in June, unless otherwise ordered by the Chapter Board, shall be known as the annual general meeting and shall be for the purpose of electing and installing officers, receiving reports of officers and committees, and for any other business that may arise. Members shall be notified by email by the President or by the Chapter Board of Directors at least 30 days prior to the annual general meeting.

Section 3. Special Meetings

Special meetings may be called by the President or by the Chapter Board of Directors and shall be called upon written request by ten members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days notice shall be given. Members shall be notified of any special meetings by email.

Section 4. Quorum and Voting Rights

Ten members shall constitute a quorum at any regular, annual general or special meeting.

All members, including retired and student, are eligible to vote in person at any regular, annual general or special meeting of the membership. Proxy votes are not permitted.

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ARTICLE V. Chapter Officers

Section 1. Chapter Officers

The officers of the Chapter shall be a President, Vice President Programs, Vice President Membership, Secretary, Treasurer, and Past President.

Section 2. Term of Office

The officers, except the 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. The term of office shall begin June 1.

No member shall hold more than one office at a time, and no member shall be eligible to serve more than three consecutive terms in the same office.

If an officer is not performing the duties as described below in Article V Section 3, a majority vote of the Chapter Board of Directors can remove the officer from their position.

Section 3. Duties of Officers

The officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Chapter.

The **President** shall:

- Preside at all meetings of the Chapter and its Chapter Board of Directors.
- Appoint all standing Committee chairmen and other Committees as authorized by the Chapter or its Chapter Board of Directors.
- Be an ex-officio member of all committees except the 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 annual general meeting.
- Supervise budgetary matters and proper internal control of finances.
- Perform other duties as pertain to the office of President or which may be delegated by the Chapter Board of Directors.

The **Vice President Programs** shall:

- Be an active aid to the President.
- In the event of the absence or inability of the President to perform his/her duties, perform the duties of the President.
- Chair the Education Committee.
- Perform other duties as pertain to this office.

The **Vice President Membership** shall:

- Perform the duties of the President and the Vice President Programs in the event of their absence or disability.
- Chair the Membership and Certification Committees.
- Perform other duties as pertain to this office.

The **Secretary** shall:

- Take and maintain minutes of the meetings of the Chapter and its Chapter Board of Directors.
- Maintain accurate attendance records.

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- Be responsible for the legal affairs, Chapter reports, and communications correspondence pertaining to the Chapter.
- Perform other duties as pertain to this office.

The **Treasurer** shall:

- Be custodian of Chapter funds.
- Receive all monies and disburse funds only upon the sanction of the Chapter Board of Directors or the membership.
- Remit dues to the Association as required.
- Submit a written report at each regular meeting.
- Maintain books and records and submit them for audit when required.
- File any and all tax forms required.
- Perform other duties as pertain to this office.

The **Past President** shall:

- Serve in an advisory capacity.
- Perform other duties as pertain to this office.

Section 4. Vacancies

If a vacancy should occur in any office, the vacancy shall be filled by the Chapter Board of Directors.

If a vacancy occurs in the office of Past President, the vacancy shall be filled by the Chapter Board of Directors from those who have previously held the office of President or remain vacant until filled by routine succession.

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. Nominations

A Nominating Committee of three (3) members shall be appointed by the Chapter Board of Directors at least 60 days prior to the annual general meeting and shall consist of one (1) member of the Chapter Board of Directors, the Vice President Membership and one (1) member at large.

The Nominating Committee shall nominate candidates for offices to be filled at the annual general meeting.

The Nominating Committee shall report to the membership at the annual general meeting. Each candidate shall have consented to serve.

Nominations from the floor shall be permitted and called for prior to the election, (providing that the member has given their consent.)

Section 2. Elections

Officers shall be elected by voice or by a show of hands.

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ARTICLE VII. Chapter Board of Directors

Section 1. Chapter Board of Directors

The Chapter Board of Directors shall consist of the officers and a minimum of two (2) Directors. Directors shall be nominated and elected pursuant to Article VI, and vacancies filled pursuant to Article V, Section 4.

Section 2. Duties

The Chapter Board of Directors shall:

- Supervise the affairs and conduct the business of the Chapter between business meetings.
- Make recommendations to the membership.
- Be subject to the orders of the membership.
- Meet monthly at a time and place determined by the Chapter Board of Directors.
- Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Authority

The Chapter Board of Directors shall have the authority to:

- Expend funds allotted in the approved budget.
- Authorize non-budgeted expenditures not to exceed \$500.00 without prior approval of the Chapter Board.
- Borrow money or issue debentures, only by special resolution of the membership.

The Chapter Board of Directors are not paid to perform the duties as outlined in Article V, Section 3 and Article VII, Section 2.

Section 4. Quorum

A majority of the Chapter Board of Directors shall constitute a quorum.

Section 5. Action

The affirmative vote of the majority of directors present at a meeting at which a quorum is present shall constitute an act of the Chapter Board.

Section 6. Insurance

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

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ARTICLE VIII. Committees

Section 1. Standing Committees

There shall be the following standing committees: Membership, Education, Certification, Audit, Long Range Planning, and Bylaws.

Section 2. Duties of Standing Committees

The **Membership Committee** shall promote interest in the Chapter and the Association, and conduct an on-going membership campaign. When requested by the Association, the local Chapter, through its Membership Committee, shall receive and forward applications for membership to the Association.

The **Education Committee** shall recommend and oversee seminars and programs of professional education.

The **Certification Committee** shall organize support for the Certified Information Systems Auditor (CISA), Certified Information Security Manager (CISM), Certified in the Governance of Enterprise IT (CGEIT) and Certified in Risk and Information Systems Control (CRISC) designations.

The **Audit Committee** shall complete an annual audit of the records of the Chapter, and report those findings to the Chapter Board of Directors. The Audit Committee will be composed of two (2) active non-board members appointed by the Chapter Board.

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.

The **Bylaws Committee** shall review any local Chapter bylaws changes, and ensure their compliance with the Association's bylaws and applicable country requirements. The committee shall forward all Chapter bylaws changes to the Association.

ARTICLE IX. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by a 75% vote of the membership after 21 days notice has been sent to each member at the last known address as recorded by the Association. 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 materials to International Headquarters. All net assets shall go to a welfare, education or civic project designated by the membership pursuant to the Canadian Income Tax Act with the approval of the Association's International President and Chief Executive Officer.

ARTICLE X. Parliamentary Authority

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

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ARTICLE XI. Amendment of Bylaws

The Chapter shall forward all bylaw 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 75% vote, provided that the amendment has been submitted in writing at the previous regular meeting or has been sent to each member at the last known address as recorded by the Association at least 21 days prior to the meeting at which it will be considered.

ARTICLE XII. Electronic Communications and Voting

Section 1. Electronic Communications

Communications and notifications within the Chapter and between the Chapter and the Association shall be by electronic mail unless otherwise required.

Where "address" is used in these bylaws, it is deemed to be the most recent electronic mail address registered with the Association.

Section 2. Electronic Voting

Electronic voting shall be permitted by the Chapter Board of Directors under the following conditions:

- the resolution shall be electronically mailed to each board member;
- responses shall be made known to all Chapter Board members (use of reply-all); and
- the Secretary will record the resolution and results as a special meeting and the minutes will be approved at the next regular meeting of the Chapter Board.

An electronic resolution will pass when an affirmative response is received from a majority of the Chapter Board or if after 24 hours the majority of the responses received are affirmative and the total number of responses received are a quorum of the Chapter Board.

Electronic voting shall not be used on resolutions put to the general membership.

ARTICLE XIII. Chapter Records

The last three (3) years of meeting minutes and annual financial statements are stored on the Chapter website and available to the members upon written request. The financial books and records are reviewed annually by two (2) non-board members elected at the annual general meeting.

The Chapter is not adopting a society seal.