



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

**Effective date:  
March 11, 2010**

# ISACA EDMONTON CHAPTER BYLAWS

Effective March 11, 2010

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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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## 53 **Section 2. Admissions**

54  
55 Potential members shall:

- 56
- 57 • Meet the requirements of membership as outlined in Article III, Section I.
  - 58 • Complete an Association membership application form.
  - 59 • Pay required dues to the Chapter and the Association.

60  
61 Membership in the Association and in the Chapter shall be conferred upon an individual when the  
62 Association has received the required dues for that individual.

## 63 **Section 3. Dues**

64  
65  
66 Dues shall be payable on or before January 1 of each year in an amount determined by the Chapter  
67 Board of Directors, plus Association dues.

68  
69 A member whose dues are in arrears for more than 90 days shall no longer be deemed a member, and is  
70 deemed to have resigned.

71  
72 A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as  
73 required.

## 74 75 **ARTICLE IV. Meetings**

### 76 **Section 1. Regular Meetings**

77  
78  
79 The regular meetings of the Chapter shall be held on the second Thursday of each month, unless  
80 otherwise ordered by the Chapter Board. Members shall be notified by email by the President or by the  
81 Chapter Board of Directors at least seven (7) days prior to each meeting.

### 82 **Section 2. Annual General Meeting**

83  
84  
85 The regular meeting in June, unless otherwise ordered by the Chapter Board, shall be known as the  
86 annual general meeting and shall be for the purpose of electing and installing officers, receiving reports of  
87 officers and committees, and for any other business that may arise. Members shall be notified by email  
88 by the President or by the Chapter Board of Directors at least 30 days prior to the annual general  
89 meeting.

### 90 **Section 3. Special Meetings**

91  
92  
93 Special meetings may be called by the President or by the Chapter Board of Directors and shall be called  
94 upon written request by ten members. The purpose of the meeting shall be stated in the call. Except in  
95 cases of emergency, at least three (3) days notice shall be given. Members shall be notified of any  
96 special meetings by email.

### 97 **Section 4. Quorum and Voting Rights**

98  
99  
100 Ten members shall constitute a quorum at any regular, annual general or special meeting.

101  
102 All members, including retired and student, are eligible to vote in person at any regular, annual general or  
103 special meeting of the membership. Proxy votes are not permitted.

104

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105 **ARTICLE V. Chapter Officers**

106  
107 **Section 1. Chapter Officers**

108  
109 The officers of the Chapter shall be a President, Vice President Programs, Vice President Membership,  
110 Secretary, Treasurer, and Immediate Past President.

111  
112 **Section 2. Term of Office**

113  
114 The officers, except the Immediate Past President, shall be elected annually for a term of one year, or  
115 until their successors are elected and assume office, or until they resign or are removed from office. The  
116 term of office shall begin June 1.

117  
118 No member shall hold more than one office at a time, and no member shall be eligible to serve more than  
119 three consecutive terms in the same office.

120  
121 If an officer is not performing the duties as described below in Article V Section 3, a majority vote of the  
122 Chapter Board of Directors can remove the officer from their position.

123  
124 **Section 3. Duties of Officers**

125  
126 The officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted  
127 by the Chapter.

128  
129 The **President** shall:

- 130
- 131 • Preside at all meetings of the Chapter and its Chapter Board of Directors.
  - 132 • Appoint all standing Committee chairmen and other Committees as authorized by the Chapter or  
its Chapter Board of Directors.
  - 133 • Be an ex-officio member of all committees except the Nominating Committee.
  - 134 • Represent the Chapter at Leadership Conference/Presidents Council Meeting(s).
  - 135 • Maintain communications with the Association and respond to Association inquiries.
  - 136 • Be responsible for submission of the chapter annual report to the Association within 30 days after  
137 annual general meeting.
  - 138 • Supervise budgetary matters and proper internal control of finances.
  - 139 • Perform other duties as pertain to the office of President or which may be delegated by the  
140 Chapter Board of Directors.

141  
142 The **Vice President Programs** shall:

- 143
- 144 • Be an active aid to the President.
  - 145 • In the event of the absence or inability of the President to perform his/her duties, perform the  
146 duties of the President.
  - 147 • Chair the Education Committee.
  - 148 • Perform other duties as pertain to this office.

149 The **Vice President Membership** shall:

- 150
- 151 • Perform the duties of the President and the Vice President Programs in the event of their  
absence or disability.
  - 152 • Chair the Membership and Certification Committees.
  - 153 • Perform other duties as pertain to this office.

154  
155 The **Secretary** shall:

- 156
- 157 • Take and maintain minutes of the meetings of the Chapter and its Chapter Board of Directors.
  - Maintain accurate attendance records.

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- 158
- Be responsible for the legal affairs, Chapter reports, and communications correspondence
- 159 pertaining to the Chapter.
- Perform other duties as pertain to this office.
- 160
- 161

162 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.
- 163
- 164
- 165
- 166
- 167
- 168
- 169
- 170

171

172 The **Immediate Past President** shall:

- Serve in an advisory capacity.
  - Perform other duties as pertain to this office.
- 173
- 174
- 175

## 176 **Section 4. Vacancies**

177

178 If a vacancy should occur in any office, except that of Immediate Past President, the vacancy shall be

179 filled by the Chapter Board of Directors.

180

181 If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled by

182 routine succession.

183

184 If a Chapter officer's membership in the Association shall for any reason terminate, that individual's

185 position as Chapter officer shall automatically become vacant.

186

## 187 **ARTICLE VI. Nominations and Elections**

### 188 **Section 1. Nominations**

189

190

191 A Nominating Committee of three (3) members shall be appointed by the Chapter Board of Directors at

192 least 60 days prior to the annual general meeting and shall consist of one (1) member of the Chapter

193 Board of Directors, the Vice President Membership and one (1) member at large.

194

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

196 meeting.

197

198 The Nominating Committee shall report to the membership at the annual general meeting. Each

199 candidate shall have consented to serve.

200

201 Nominations from the floor shall be permitted and called for prior to the election, (providing that the

202 member has given their consent.)

203

### 204 **Section 2. Elections**

205

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

207

208

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## 209 **ARTICLE VII. Chapter Board of Directors**

210

### 211 **Section 1. Chapter Board of Directors**

212

213 The Chapter Board of Directors shall consist of the officers and a minimum of two (2) Directors. Directors  
214 shall be nominated and elected pursuant to Article VI, and vacancies filled pursuant to Article V, Section  
215 4.

216

### 217 **Section 2. Duties**

218

219 The Chapter Board of Directors shall:

220

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

227

### 228 **Section 3. Authority**

229

230 The Chapter Board of Directors shall have the authority to:

231

- 232 • Expend funds allotted in the approved budget.
- 233 • Authorize non-budgeted expenditures not to exceed \$500.00 without prior approval of the  
234 Chapter Board.

235 Debentures can only be issued by special resolution of the membership.

236

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

239

### 240 **Section 4. Quorum**

241

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

243

### 244 **Section 5. Action**

245

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

248

### 249 **Section 6. Insurance**

250

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

253

## 254 **ARTICLE VIII. Committees**

255

### 256 **Section 1. Standing Committees**

257

258 There shall be the following standing committees:

259

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260 Membership, Education, Certification, Audit, Long Range Planning, Bylaws.

261

## 262 **Section 2. Duties of Standing Committees**

263

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

267

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

270

271 The **Certification Committee** shall organize support for the Certified Information Systems Auditor (CISA)  
272 and the Certified Information Security Manager (CISM) designations.

273

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

277

278 The **Long Range Planning Committee** shall recommend goals to the Chapter Board of Directors to  
279 further the purpose and objectives of the Chapter and the Association.

280

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

284

## 285 **ARTICLE IX. Dissolution**

286

287 To effect dissolution of the Chapter, these bylaws must be rescinded by a 75% vote of the membership  
288 after 21 days notice has been sent to each member at the last known address as recorded by the  
289 Association. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the  
290 Association, in writing indicating the reason(s) for dissolution and shall return the Chapter charter and any  
291 other Chapter or Association materials to International Headquarters. All net assets shall go to a welfare,  
292 education or civic project designated by the membership pursuant to the Canadian Income Tax Act with  
293 the approval of the Association's International President and Chief Executive Officer.

294

## 295 **ARTICLE X. Parliamentary Authority**

296

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

299

## 300 **ARTICLE XI. Amendment of Bylaws**

301

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

307

308 These bylaws may be amended at any regular meeting by a 75% vote, provided that the amendment has  
309 been submitted in writing at the previous regular meeting or has been sent to each member at the last  
310 known address as recorded by the Association at least 21 days prior to the meeting at which it will be  
311 considered.

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## 313 **ARTICLE XII. Electronic Communications and Voting**

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### 315 **Section 1. Electronic Communications**

316

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

319

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

322

### 323 **Section 2. Electronic Voting**

324

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

326

- 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.

327

328

329

330

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

334

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

336

## 337 **ARTICLE XIII. Chapter Records**

338

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

342

343 The Chapter is not adopting a society seal.

344