



BYLAWS OF THE EDMONTON CHAPTER

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ISACA EDMONTON CHAPTER BYLAWS

Effective

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ARTICLE I. Name

The name of this non-union, non-profit organization shall be the 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 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**

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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
64 **Section 3. Dues**

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.

70
71 A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as
72 required.

73

74 **ARTICLE IV. Meetings**

75
76 **Section 1. Regular Meetings**

77
78 The regular meetings of the Chapter shall be held on the second Thursday of each month, unless
79 otherwise ordered by the Chapter Board.

80
81 **Section 2. Annual General Meeting**

82
83 The regular meeting in June, unless otherwise ordered by the Chapter Board, shall be known as the
84 annual general meeting and shall be for the purpose of electing and installing officers, receiving reports of
85 officers and committees, and for any other business that may arise.

86
87 **Section 3. Special Meetings**

88
89 Special meetings may be called by the President or by the Chapter Board of Directors and shall be called
90 upon written request by ten members. The purpose of the meeting shall be stated in the call. Except in
91 cases of emergency, at least three (3) days notice shall be given.

92
93 **Section 4. Quorum**

94
95 Ten members shall constitute a quorum at any regular or special meeting.

96

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97 **ARTICLE V. Chapter Officers**

98

99 **Section 1. Chapter Officers**

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

103

104 **Section 2. Term of Office**

105

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

109

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

112

113 **Section 3. Duties of Officers**

114

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

117

118 The **President** shall:

119

- Preside at all meetings of the Chapter and the Chapter Board of Directors.
- Appoint all standing Committee chairmen and other Committees as authorized by the Chapter or the 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.

129

130 The **Vice President Programs** shall:

131

- 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.

137

138 The **Vice President Membership** shall:

139

- 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.

142

143 The **Secretary** shall:

144

- Take minutes of the meetings of the Chapter and the Chapter Board of Directors.
- Maintain accurate attendance records.
- Be responsible for the legal affairs, Chapter reports, and communications correspondence pertaining to the Chapter.
- Perform other duties as pertain to this office.

149

150 The **Treasurer** shall:

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

159

160 The **Immediate Past President** shall:

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

163

164 **Section 4. Vacancies**

165

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

167 filled by the Chapter Board of Directors.

168

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

170 routine succession.

171

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

173 position as Chapter officer shall automatically become vacant.

174

175 **ARTICLE VI. Nominations and Elections**

176

177 **Section 1. Nominations**

178

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

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

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

182

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

184 meeting.

185

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

187 candidate shall have consented to serve.

188

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

190 member has given their consent.)

191

192 **Section 2. Elections**

193

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

195

196

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196 **ARTICLE VII. Chapter Board of Directors**

197 198 **Section 1. Chapter Board of Directors**

199
200 The Chapter Board of Directors shall consist of the officers and a minimum of two (2) Directors. Directors
201 shall be nominated and elected pursuant to Article VI, and vacancies filled pursuant to Article V, Section
202 4.

203 204 **Section 2. Duties**

205
206 The Chapter Board of Directors shall:

- 207
- 208 • Supervise the affairs and conduct the business of the Chapter between business meetings.
- 209 • Make recommendations to the membership.
- 210 • Be subject to the orders of the membership.
- 211 • Meet monthly at a time and place determined by the Chapter Board of Directors.
- 212 • Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the
- 213 Chapter.
- 214

215 **Section 3. Authority**

216
217 The Chapter Board of Directors shall have the authority to:

- 218
- 219 • Expend funds allotted in the approved budget.
- 220 • Authorize non-budgeted expenditures not to exceed \$500.00 without prior approval of the
- 221 Chapter Board.
- 222

223 **Section 4. Quorum**

224
225 A majority of the Chapter Board of Directors shall constitute a quorum.

226 227 **Section 5. Action**

228
229 The affirmative vote of the majority of directors present at a meeting at which a quorum is present shall
230 constitute an act of the Chapter Board.

231 232 **Section 6. Insurance**

233
234 The Chapter Board of Directors shall secure whatever insurance coverage is deemed necessary to meet
235 the needs of the Chapter.

236 237 **ARTICLE VIII. Committees**

238 239 **Section 1. Standing Committees**

240
241 There shall be the following standing committees:

242
243 Membership, Education, Certification, Audit, Long Range Planning, Bylaws.

244
245

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245 **Section 2. Duties of Standing Committees**

246
247 The **Membership Committee** shall promote interest in the Chapter and the Association, and conduct an
248 on-going membership campaign. When requested by the Association, the local Chapter, through its
249 Membership Committee, shall receive and forward applications for membership to the Association.

250
251 The **Education Committee** shall recommend and oversee seminars and programs of professional
252 education.

253
254 The **Certification Committee** shall organize support for the Certified Information Systems Auditor (CISA)
255 and the Certified Information Security Manager (CISM) designations.

256
257 The **Audit Committee** shall complete an annual audit of the records of the Chapter, and report those
258 findings to the Chapter Board of Directors. The Audit Committee will be composed of two (2) non-board
259 members appointed by the Chapter Board.

260
261 The **Long Range Planning Committee** shall recommend goals to the Chapter Board of Directors to
262 further the purpose and objectives of the Chapter and the Association.

263
264 The **Bylaws Committee** shall review any local Chapter bylaws changes, and ensure their compliance
265 with the Association's bylaws and applicable country requirements. The committee shall forward all
266 Chapter bylaws changes to the Association.

267

268 **ARTICLE IX. Dissolution**

269
270 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the
271 membership after ten (10) days notice has been sent to each member at the last known address as
272 recorded by the Association. In the event of dissolution, the Chapter shall notify the Chief Executive
273 Officer of the Association, in writing indicating the reason(s) for dissolution and shall return the Chapter
274 charter and any other Chapter or Association materials to International Headquarters. All net assets shall
275 go to a welfare, education or civic project designated by the membership pursuant to Section 501(c)(6) of
276 the US Internal Revenue Code, or the appropriate country governing code with the approval of the
277 Association's International President and Chief Executive Officer.

278

279 **ARTICLE X. Parliamentary Authority**

280
281 The rules in the current edition of Robert's Rules of Order, Newly Revised shall be the parliamentary
282 authority for all matters of procedure for the Chapter not specifically covered by its bylaws.

283

284 **ARTICLE XI. Amendment of Bylaws**

285
286 The Chapter shall forward all bylaws changes to the Association, with changes indicated, as the
287 Association Membership Board must give approval to all bylaws changes prior to submitting for vote by
288 the chapter membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the
289 Chapter practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws with the
290 Association's bylaws and applicable country requirements.

291

292 These bylaws may be amended at any regular meeting by a two thirds (2/3) vote, provided that the
293 amendment has been submitted in writing at the previous regular meeting or has been sent to each
294 member at the last known address as recorded by the Association at least ten (10) days prior to the
295 meeting at which it will be considered.

296

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297 **ARTICLE XII. Electronic Communications and Voting**

298

299 **Section 1. Electronic Communications**

300

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

303

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

306

307 **Section 2. Electronic Voting**

308

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

310

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

314

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

318

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

320