

# Information Systems Audit And Control Association Denver Chapter BYLAWS

## ARTICLE I. NAME

The name of this non-union, non-profit organization shall be the Information Systems Audit And Control Association (ISACA) Denver Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (hereinafter referred to as "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 audit, control, and security. The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members and other interested parties in the interrelated fields of auditing, security, and Information Systems audit and control;
- To encourage a free exchange of Information Systems audit and control, and security techniques, approaches, and problem solving among its members;
- To promote adequate communication to keep members abreast of current events in Information Systems audit and control, and security fields that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and other Information Systems professionals the importance of establishing standards and controls necessary to ensure the effective organization and utilization of Information Technology resources; and
- To promote the Information Systems profession as a career course available to any qualified and interested individual.
- To promote the Association's professional certifications and IT governance.

## ARTICLE III. MEMBERSHIP AND DUES

### Section 1. Classifications and Qualifications

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

- A. Active 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 coexistent. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities.
- B. Active mMembers shall be entitled to vote and hold office.
- ~~G.~~B. Retired Member - 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.
- ~~D.~~C. Student mMember - full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrollment shall be submitted annually. Student members shall be entitled to vote and hold office at the Chapter level.

**Comment [RM1]:** An individual is either a member or they are not. No need to specify "Active."

**Comment [DM2]:** Agreed

**Formatted:** Normal, No bullets or numbering

**Comment [DM3]:** Agreed

**Comment [RM4]:** Our membership department requests this from student applicants. There is no need to include in the bylaws. Suggest removing.

### Section 2. Admissions

- A. Potential members shall:
- Meet the requirements of membership as outlined in Article III, Section 1.
  - Complete an Association membership application form.
  - Pay required dues to the Chapter and the Association.
  - Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association application and dues for that individual.

### Section 3. Dues

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- A. Chapter dues shall be payable by January 1st 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 Chapter member.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.
- D. Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

**ARTICLE IV. CHAPTER MEETINGS**

*Section 1.*

The regular meetings of the Chapter shall be held during the third week of each month during the Chapter Year unless otherwise ordered by the Chapter Board.

*Section 2.*

The final regular final meeting of the Chapter Year shall be known as the Annual General Meeting and shall be for the purpose of installing 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 by two or more members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten business days' notice shall be given.

*Section 4. Mail or Electronic Voting*

If required, 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 5. Quorum for Chapter Meetings*

The quorum for any regular, annual general or special meeting shall be 30 members. In absence of quorum, the meeting will be adjourned, and reconvened within 45 calendar days. The new date and time will be communicated to members.

[NOTE: A quorum is the minimum number of members required at the meeting in order to be able to make any decisions or vote on any matters. A fixed number of members for the quorum is recommended as a fixed number easily allows everyone to know the exact minimum number of members required. It needs to be a number the chapter can expect to have in attendance. It is also the fewest number of members the chapter agrees to represent the will of the membership.]

*Section 7. Act of the Membership*

The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership.

*Section 8. Notification*

Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10 business days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

**ARTICLE V. CHAPTER OFFICERS**

*Section 1. Chapter Officers*

The Officers of the Chapter shall be seven (7) in number, constituting: a President, Executive Vice President, Education Vice President, Membership Vice President, Secretary, Treasurer, and immediate Past President.

*Section 2. Term of Chapter Office*

- A. The Chapter 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. The term of office shall begin and end concurrent with the Chapter Year.

**Comment [RM5]:** What about educational meetings/sessions?

**Comment [DM6]:** Some confusion here: our chapter meetings are CPE sessions (even the AGM).

The BOG meetings are separate, should we elaborate on this here, or make a separate section?

**Comment [RM7]:** When is this?

**Comment [DM8]:** That's open at the moment; we want to move the chapter Year End to April, so the May RMISC is in the next Chapter year. We haven't had a May AGM in about 10 years – if we had stated a month we'd have been in violation the whole time, but we had similar language, so were in compliance. We can include specifically, but if it's the last meeting of the chapter year, and the chapter year is specified elsewhere, why lock this down and have one more place that needs to be changed?

If we stated April and then for some weird reason had our final chapter meeting (AGM) in March with no April meeting, we'd be in technical breach of By-Laws...right?

**Comment [RM9]:** This is already specified below. I suggest removing, but not necessary.

**Comment [DM10]:** Agreed, we will remove

**Comment [RM11]:** It's fine to leave this in the bylaws, but it's more of an FYI than anything.

**Comment [DM12]:** We will remove to the BOG

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- B. No member shall hold more than two Chapter office(s) at a time, and no member shall be eligible to serve more than three consecutive terms in the same Chapter office.

**Section 3. Duties of Chapter Officers**

The Chapter Officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Chapter. Although some duties may be delegated, the lines of reporting and oversight are the responsibility of the officer who delegated the responsibility. The Chapter Board also appoints various Directors and Chairs to perform functions, such as certifications, communications, etc.

- A. The Chapter **President** shall:
- Preside at all meetings of the Chapter and the Board.
  - Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board.
  - Be an ex-officio member of all committees except the Nominating Committee.
  - Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative, and Regional Presidents Council Meeting(s).
  - Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees.
  - Maintain communications with the Association and respond to Association inquiries.
  - Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees.
  - Be responsible for submission of the chapter annual report to the Association within 30 days after the annual meeting.
  - Supervise budgetary matters and proper internal control of finances.
  - Perform other duties as they pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter **Executive Vice President** shall:
- Perform the duties of the President in the event of his/her absence or disability.
  - Coordinate and delegate the duties of Webmaster for the Chapter.
  - Perform other duties as pertain to this office.
- C. The Chapter **Education Vice President** shall:
- Perform the duties of the President or Executive Vice President in the event of his/her absence or disability.
  - Chair the Education Committee.
  - Coordinate the education functions for the Chapter.
  - Perform other duties as they pertain to this office.
- ~~D.~~  
D. The **Vice President of Membership** shall:
- Maintain accurate lists of membership,
  - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
  - Report on membership data from the Association,
  - Coordinate plans for maintaining and ~~i~~increasing Chapter membership, and
  - Perform other duties as pertain to this office.
- E. The Chapter **Secretary** shall:
- Take minutes of the meetings of the Chapter Board regular meetings, and annual general meeting, and maintain a copy of the records.
  - Maintain accurate attendance records.
  - Be responsible for Chapter Policy administration
  - Assist the President in the administration of Chapter membership-regular meetings

**Comment [RM13]:** No longer referred to as such as any board member can attend Leadership Conferences.

**Comment [DM14]:** We'll remove

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- Perform other duties as ~~they~~ pertain to this office.

F. The Chapter **Treasurer** shall:

- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association.
- Submit a written report at each regular meeting.
- Be custodian of Chapter funds.
- Collect all unpaid program fees.
- 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.
- Remit dues to the Association as required.
- Submit monthly financial reports to the Chapter Board for approval.
- Submit an annual and monthly written report to the Chapter Membership.
- Prepare an annual budget for the Chapter.
- ~~In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association.~~
- Submit books and records for audit when required.
- File any and all tax forms required.
- Perform other duties as they pertain to this office.

Comment [RM15]: Already listed above.

Comment [DM16]: We will remove

G. The **immediate Past President** of the Chapter shall:

- Serve in an advisory capacity.
- Act as Independent Chair of the Audit Committee
- Perform other duties as ~~they~~ pertain to this office.

**Section 4. Chapter Vacancies**

- A. If a vacancy should occur in any office, except that of immediate Past President, the vacancy shall be appointed by the Chapter Board.
- B. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. 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.

Comment [RM17]: Should this also be included?

Comment [DM18]: We will add

Comment [RM19]: Just to clarify, no nominations from the floor will be allowed at the AGM?

Comment [DM20]: No, in order to facilitate electronic voting. We are giving the membership from January through the month prior to the elections (March at this time, with AGM in April) to put forth nominations. In our experience, we have to actively recruit; no one has volunteered without contact in my memory of being with the chapter (since '96).

Comment [RM21]: Does the chapter want to include an option for e-elections at this time? It's not required, but nice to have as an option.

Comment [DM22]: Well, we HAD it as REQUIRED in the old by-laws, and struck it so we'd have the option to go to a paper form if needed. Currently, we have done electronic voting for as long as I can remember. How about we add "ballot (electronic, paper or other form)"?

We put a lot of formality into the elections, when a simple voice vote would suffice (which is why we added that option), unless a position was contested (only one time since '96 was there more than one candidate for a position)

**ARTICLE VI NOMINATIONS AND ELECTIONS**

**Section 1. Chapter Nominations**

- A. A Nominating Committee shall be elected by the Chapter Board at its January regular meeting.
- B. The Nominating Committee shall solicit and nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership at ~~a~~ the regular meeting in the month before the AGM annual general meeting.
- D. ~~Nominations from the floor shall be permitted at the regular meeting one month prior to the election shall be permitted.~~
- E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve Agreement and Conflict of Interest Form.

**Section 2. Chapter Elections**

- 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 OF DIRECTORS**

**Section 1.** The Chapter Board of Directors shall consist of the officers, and appointed Committee Chairpersons.

**Section 2. Duties**

The Board of Directors shall:

- A. Supervise the affairs and conduct the business of the Chapter between **business-regular** meetings.
- B. Make recommendations to the membership.
- C. Be subject to the orders of the membership.
- D. Meet **at least four times per year** at times and places determined by the Chapter Board.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

**Comment [RM23]:** Note it should be specified that the board will meet at a minimum of four times per year.

**Comment [DM24]:** We'll add the proposed language for the min (we meet about eight times as a board, sometimes 9)

**Section 3. Authority**

The Chapter Board shall have authority to:

- A. Approve **the A**annual **B**udget
- B. Expend funds allotted in the approved budget.
- C. Establish the fiscal year. The fiscal year of the Chapter shall run from May 1 to April 30, unless otherwise established by the Chapter Board.
- D. 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.
- E. Chapter Board may discuss Chapter business utilizing alternative forms of communications such as **email** and telephone.
- F. **Chapter Board will utilize the chapter website as the official means of communication to the membership.**

**Comment [RM25]:** I am curious as to why this is highlighted.

**Comment [DM26]:** Highlighted because it currently is Jun 1 – May 31 – but we do not meet in May due to the RMISC. We are proposing this new Chapter Year  
And this would drive the AGM meeting

**Comment [RM27]:** Might the chapter use other electronic means to meet? If so, I suggest changing this to "electronic."

**Comment [DM28]:** We will change

**Comment [RM29]:** Will this be the only means of communication? What if a member does not actively visit the chapter web site?

**Comment [DM30]:** It's not the only means, but it is the "most up to date word" over e-mails. LinkedIn and Twitter/Instagram are not "official" communications as they can get quite confusing

**Comment [RM31]:** As above, I suggest changing to "electronic."

**Comment [DM32]:** We will change

**Section 4 Quorum** - A majority of the Chapter Board shall constitute a quorum. The Chapter Board may utilize alternate forms of communication such as **email** or **telephone** to obtain a quorum.

**Section 5. Insurance** - The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

**ARTICLE VIII. CHAPTER COMMITTEES**

**Section 1.** There shall be the following standing committees: membership, education, certification, audit, **sponsorship**, and special projects.

**Section 2. Duties of standing committees**

- A. The Membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign.
- B. The Education committee shall recommend, develop, oversee, and maintain records for seminars and programs of continuing professional education.
- C. The Certification committee shall recommend, develop, coordinate and promote the **CISA and CISM** review courses offered to certification candidates.
- D. The Audit committee shall be appointed by the Chapter Board whose duty shall be to audit the Chapter accounts at the close of the fiscal year and to report at the annual meeting.
- E. The Sponsorship committee shall develop, recommend and manage appropriate corporate sponsorship relationships.
- F. A Special Projects committee (as need arises) shall perform duties as deemed appropriate by the Chapter Board.

**Comment [RM33]:** What about CGEIT, CRISC? The chapter might consider changing this to "ISACA certification."

**Comment [DM34]:** Good idea, we will change.

We didn't call out the other two because no one has been interested in having session/studying for them consistently, whereas we have the other two going each year and now for each exam session. We didn't want to get dinged by saying we'd have them and then not doing so.

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**ARTICLE VIII. 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.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

**ARTICLE X. DISSOLUTION**

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the 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 the International office. All net assets shall go to welfare, education or Civic project designated by the Chapter membership, pursuant to Section 501 (C) (6) 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 current 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.

**ARTICLE XII. AMMENDMENT OF CHAPTER BYLAWS**

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Chapter Relations 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.

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.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote OF THOSE VOTING, 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.

**Comment [RM35]:** This is what a quorum means. Curious why this is spelled out here. Not a huge deal.

**Comment [DM36]:** Concerns raised that 2/3rds could be construed to mean "2/3rds of the MEMEBERSHIP". And we will never get 2/3rds of the membership to respond...Last election: ~150 votes cast for a 1,020 member chapter.

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| The [Membership-Chapter Relations](#) 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.