

1 Bylaws of ISACA South Florida Chapter

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4 Effective: April 4, 2007

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7 Article I. Name

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9 The name of this non-union, non-profit organization shall be the ISACA South Florida
10 Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information
11 Systems Audit and Control Association (ISACA), hereinafter referred to as the
12 "Association". The Chapter, apart from its innate affiliation with the international
13 Association, is an independent entity from any other association, enterprise, or entity.
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15 Article II. Purpose

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17 The primary purpose of the Chapter is to promote the education of individuals for the
18 improvement and development of their capabilities relating to the auditing of and/or
19 management consulting in the field of IS audit, security and control. The objectives of the
20 Chapter are:

- 21 • To promote the education of, and help expand the knowledge and skills of its
22 members in the interrelated fields of auditing, quality assurance, security, IS audit
23 and control, and IT governance;
- 24 • To encourage an open exchange of IS audit and control, quality assurance, and
25 security techniques, approaches, and problem solving by its members;
- 26 • To promote adequate communication to keep members abreast of current events in
27 IS audit and control, quality assurance, and security fields that can be of benefit to
28 them and their employers, and;
- 29 • To communicate to management, auditors, universities, and to IS professionals the
30 importance of establishing controls necessary to ensure the effective organization
31 and utilization of IT resources.
- 32 • Promote the Association's professional certifications

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34 Article III. Membership and Dues

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36 *Section 1. Classifications and Qualifications*

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

- 41 • **Active Member** is defined as any person interested in the purpose and objectives of
42 the Chapter as stated in Article II shall be eligible for membership in the Chapter, and
43 the Association, subject to rules established by the Association Board. Active
44 members shall be entitled to vote and hold office.
- 45 • **Retired Member** is defined as any member who presents proof of retirement status,
46 subject to rules established by the Association Board. Retired members shall be
47 entitled to vote and hold office at the Chapter level.
- 48 • **Student Member** is defined as a full-time student currently enrolled in a degree
49 program of an accredited college or university, subject to rules established by the
50 Association Board. Proof of enrollment shall be submitted annually to the

51 Association. Student members shall be entitled to vote and hold office at the Chapter
52 level.

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54 **Section 2. Admissions**

- 55
56 A. *Potential members shall:*
57 • Meet the requirements of membership as outlined in Article III, Section 1.
58 • Complete an Association membership application form.
59 • Pay required dues to the Chapter and the Association
60 B. Membership in the Association shall be conferred upon an individual when the
61 Association has received the required Association dues for that individual.

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63 **Section 3. Dues**

- 64
65 A. Chapter dues shall be payable on or before January 1 of each year, in an amount
66 determined by the Chapter Board, plus Association dues.
67 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a
68 member.
69 C. A member shall forfeit membership if dues have not been paid to the Association and to
70 the Chapter as required.

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72 **Article IV. Chapter Meetings**

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74 **Section 1. Regular Meetings**

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76 A. The regular meetings of the Chapter shall be held at least four times a year, unless
77 otherwise ordered by the Chapter Board.
78 B. Members shall be notified at least 10 days in advance of any regular meeting except in
79 case of emergency. Notification may be by postal mail, by email or by telephone.
80 C. 15% percent of the membership shall constitute a quorum at any regular meeting.

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82 **Section 2. Annual General Meeting**

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84 A. The regular meeting in the month of May shall be known as the annual general meeting
85 and shall be for the purpose of installation of newly elected officers, receiving reports of
86 officers and committees, and for any other business that may arise.
87 B. Members shall be notified within 30 days of annual general meeting.

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89 **Section 3. Special Meetings**

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91 A. Special meetings may be called by the President or by the Chapter Officers and shall be
92 called upon written request by 10% of the chapter membership.
93 B. The purpose of the meeting shall be stated in the call.
94 C. Members shall be notified at least 10 days in advance of any special meeting except in
95 case of emergency. Notification may be by postal mail, by email or by telephone.
96 D. Paper mail or electronic means may be used for the purposes of membership voting on
97 resolutions approved by the Chapter Board, and such correspondence will be considered
98 a special meeting for the purposes of these bylaws.
99 E. 15% percent of the membership shall constitute a quorum at any special meeting.

- 102 **Section 4. Action**
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104 A. The affirmative vote of the majority of the members present at a regular or special
105 meeting at which a quorum is present shall constitute an act of the members.
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- 107 **Article V. Chapter Officers**
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- 109 **Section 1. *The President, Vice President, Secretary, Treasurer and immediate Past President***
110 ***shall be the Chapter Officers.***
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- 112 **Section 2. *Term of Chapter Officers***
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- 114 A. The Chapter Officers, except the immediate Past President, shall be elected annually for
115 a term of one year, or until their successors are elected and assume office, or until they
116 resign or are removed from office. The term of office shall begin at the close of the annual
117 meeting at which they are elected.
- 118 B. No member shall hold more than two Chapter office(s) at a time. The only Chapter office
119 combination permissible is: (President – Secretary) and (Vice-President – Treasurer).
- 120 C. No member shall be eligible to serve more than two consecutive terms in the same
121 Chapter office.
122
- 123 **Section 3. *Duties of Chapter Officers***
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- 125 The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter
126 Board, or the parliamentary authority adopted by the Chapter.
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- 128 A. *The Chapter President shall:*
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 - Preside at all meetings of the Chapter and the Chapter Board
 - Appoint, with the approval of the Chapter Board, all committee chairpersons and
130 committee members
 - 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
135 30 days after annual general meeting
 - Supervise budgetary matters and proper internal control of finances
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- 137 B. *The Chapter Vice President shall:*
138
 - Perform the duties of the President in the event of his/her absence or disability
 - Oversee chairpersons for the membership, education, certification, audit, long range
140 planning & bylaws committee
 - Responsible for board meeting and regular meeting logistics
 - Perform other duties as assigned by the President
- 141
- 142 C. *The Chapter Secretary shall:*
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 - Take minutes of the meetings of the Chapter Board and membership meetings and
144 maintain the files of previous minutes for at least three years
 - Maintain accurate lists of the membership and attendance records
 - Be responsible for the legal affairs, Chapter reports, and communications and
148 correspondence pertaining to the Chapter
 - Chair the bylaws committee
 - Perform other duties as assigned by the President
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- 152 D. *The Chapter Treasurer shall:*
153 • Be custodian of Chapter funds
154 • Receive all monies and disburse funds only upon the sanction of the Chapter Board,
155 or the Chapter membership
156 • Remit dues to the Association as required
157 • Submit a written report at each regular meeting
158 • Submit books and records for audit
159 • File any and all tax forms required
160 • In accordance with the President, authorize expenditures from, or transfers of funds
161 from/to, the Chapter US dollar credit account held at the Association
162 • Submit annual financial statements for presentation to the membership at the annual
163 general meeting, and for inclusion in the Chapter Annual Report
164 • Perform other duties as assigned by the President
165 E. *The immediate Past President of the Chapter shall:*
166 • Serve in an advisory capacity
167 • Perform other duties as assigned by the President
168 F. *All officers shall have the authority to appoint any chapter member to assist them in the*
169 *execution of their duties.*
170 • All appointed assistants shall be permitted to attend chapter meetings
171 • Assistants shall have no voting rights at meetings beyond those of an active member
172 of the Chapter.
173 • Assistants shall be approved via Chapter Board meeting. Their duties shall be
174 specified and described as part of the Chapter Board meeting minutes at the meeting
175 for which they are approved.
176 • Assistant terms of service shall run concurrent to the board member they are
177 assisting, and they must be renewed and approved on a yearly basis.

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179 **Section 4. *Chapter Officer Vacancies***

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181 A. If a vacancy should occur in any office, except that of the President or immediate Past
182 President, the vacancy shall be filled by Chapter Board appointment.
183 B. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain
184 until filled by routine succession.
185 C. Chapter Officers must maintain their membership throughout their entire term of office.
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187 **Article VI. Chapter Directors**

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189 **Section 1. *A minimum of four and a maximum of twenty elective members shall be the Chapter***
190 ***Directors.***

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192 **Section 2. *Term of Chapter Directors***

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194 A. The Chapter Directors shall be elected annually for a term of one year, or until their
195 successors are elected and assume office, or until they resign or are removed from office.
196 The term of office shall begin at the close of the annual meeting at which they are elected.
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198 **Section 3. *Duties of Chapter Directors***

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200 The Chapter Directors shall perform the duties prescribed by these bylaws, by the
201 Chapter Board, or the parliamentary authority adopted by the Chapter. Each Chapter

202 Director shall serve as chairman of such standing committees as may be appointed by the
203 responsible Chapter Officer and ratified by the President and Chapter Board. The
204 Chapter President and Chapter Treasurer cannot serve as a director.

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A. *The Director of Membership & Communications shall:*

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- 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 increasing Chapter membership
- Maintain electronic email lists of members and guests
- Forward information on events and other pertinent information to email lists
- Identify and use other means of disseminating information about events and the chapter, where appropriate (example: web postings, FAX lists, etc)
- Chair the membership committee
- Perform other duties as assigned by the President

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B. *The Director of CISA & CISM Certification shall:*

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- Maintain resource material related to CISA & CISM certification
- Promote CISA & CISM accreditation within the Chapter membership, including exam preparation sessions
- Maintain exam participation rate to sustain the local area as an exam writing site
- Report to Chapter Board on exam results
- Act as a liaison between exam participants and the Association
- Chair the certification committee
- Perform other duties as assigned by the President

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C. *The Director of IT Governance/COBIT shall:*

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- Encourage Chapter membership to participate in review of Association standards and guidelines
- Provide liaison with Association regarding IT governance issues and approaches to dissemination
- Assist in the inclusion of IT governance presentations in the chapter education sessions
- Coordinate with outside bodies on awareness, presentations and conferences related to IT governance
- Stay current with the offerings of the Association as related to COBIT
- Arrange training sessions on COBIT
- Assist in expanding awareness and use of COBIT
- Chair the education committee
- Perform other duties as assigned by the President

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D. *The Director of Marketing shall:*

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- Conduct general marketing and publicity of the Chapter, CISA, CISM, COBIT and the Association
- Coordinate initiatives involving partnerships and alliances
- Acquire any required marketing materials from ISACA International as authorized by the Board
- Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board
- Chair the long range planning committee

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251		• Perform other duties as assigned by the President
252	E.	<i>The Director of Academic Relations shall:</i>
253		• Provide liaison with academic institutions
254		• Establish opportunities to brief appropriate classes of academic institutions on
255		ISACA, CISA, CISM and IT governance
256		• Coordinate scholarship initiatives approved by the Board
257		• Liaise with appropriate professors, and where appropriate take steps to establish an
258		"Academic Advocate" program in local academic institutions
259		• Perform other duties as assigned by the President
260	F.	<i>The Director at Large shall:</i>
261		• Contribute to the work of the Board on a wide variety of topics and projects, as
262		directed by the President and Board
263		• Provide for an independent audit of the financial affairs of the Chapter, at least
264		annually, and at such other times as it may deem advisable
265		• Chair the audit committee
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267	Section 4.	<i>Chapter Director Vacancies</i>
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269	A.	If a vacancy should occur in the office of any Chapter Director, the Chapter Board shall
270		appoint a chapter member to fill the unexpired portion of the term.
271	B.	Chapter Directors must maintain their membership throughout their entire term of office.
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273	Article VII.	<u>Chapter Board</u>
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275	Section 1.	<i>The Chapter Board shall consist of the Chapter Officers and a minimum of four and</i>
276		<i>maximum of twenty Chapter Directors. The Chapter Board shall have full power</i>
277		<i>and authority over the affairs of the Chapter between membership meetings except</i>
278		<i>as defined in these bylaws. The Chapter Board shall be subject to the orders of the</i>
279		<i>Chapter and none of its acts shall conflict with action taken by the Chapter.</i>
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281	Section 2.	<i>Duties</i>
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283	A.	<i>The Chapter Board shall:</i>
284		• Supervise the affairs and conduct the business of the Chapter between business
285		meetings
286		• Make recommendations to the membership
287		• Be subject to the orders of the membership
288		• Meet four times per year in person at a time and place determined by the Chapter
289		Board
290		• Perform the duties prescribed in these bylaws and the parliamentary authority
291		adopted by the Chapter
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293	Section 3.	<i>Meetings</i>
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295	A.	Meetings of the Chapter Board may be held electronically.
296	B.	A conference meeting must be arranged at least 48 hours in advance of the call.
297	C.	Each member should seek recognition from the chair before beginning to speak, and each
298		member should identify himself or herself prior to speaking.
299	D.	Motions will be voted on by voice vote. If the chair has a problem determining the vote,
300		he or she may call for a roll call vote. The roll call vote is for determination of the outcome

301 of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be
302 approved at the board meeting.

303 E. Meetings may be called at any time by the President or three members of the board.

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305 **Section 4. Authority**

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307 *The Chapter Board shall have the authority to:*

308 A. Pay budgeted expenses incurred on behalf of the Chapter. Non-budgeted expenditures
309 over \$1,000 require Chapter Board approval. The approval of a Chapter Officer, other
310 than the Chapter Officer or Chapter Director incurring the expense, is required for all
311 expenses. The Treasurer shall have primary responsibility for approving Chapter
312 expenses but may delegate this role to another Chapter Officer, as necessary.

313 B. Approve contracts established on behalf of the Chapter. Individual Chapter Officers or
314 Chapter Directors can be authorized to oversee a contract after it has been approved by
315 the Chapter Board.

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317 **Section 5. Quorum**

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

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321 **Section 6. Action**

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323 A. The affirmative vote of the majority of Chapter Officers and Chapter Directors present at a
324 meeting at which a quorum is present shall constitute an act of the Chapter Board.

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326 **Section 7. Insurance**

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

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331 **Article VIII. Chapter Committees**

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333 **Section 1. *There shall be the following standing committees: membership, education,***
334 ***certification, audit, long range planning and bylaws.***

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336 **Section 2. *Duties of standing committees***

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338 A. *The Membership Committee shall:*

- 339 • Promote interest in the Chapter, and in the Association, and conduct an ongoing
340 membership campaign
- 341 • When requested by the Association, the local Chapter, through its membership
342 committee, shall receive and forward applications for membership to the Association
- 343 • The committee should consist of the Director of Membership & Communication as
344 chairperson and chapter members approved by the board

345 B. *The Education Committee shall:*

- 346 • Recommend and oversee seminars and programs of professional education, except
347 exam review courses
- 348 • The committee should consist of the Director of IT Governance/COBIT or Academic
349 Relations as chairperson and chapter members approved by the board

350 C. *The Certification Committee shall:*

- 351 • Assist the Chapter Director of CISA & CISM Certification in promoting the CISA and
- 352 CISM examinations and professional designations locally
- 353 • Provide assistance in planning and conducting Chapter's exam review courses
- 354 • The committee should consist of the Director of CISA & CISM Certification as
- 355 chairperson and chapter members approved by the board
- 356 D. *The Audit Committee shall:*
- 357 • Audit the Chapter accounts at the close of the fiscal year and to report at the annual
- 358 general meeting
- 359 • The audit committee should consist of the Director at Large as chairperson and
- 360 chapter members approved by the board.
- 361 E. *The Long Range Planning Committee shall:*
- 362 • Review the affairs of the Chapter and make recommendations to the Chapter Board
- 363 and the chapter members concerning ways and means by which the Chapter's
- 364 purpose given in Article II can be met.
- 365 • It shall be the duty of this committee to develop a strategic plan, to regularly review
- 366 the adopted plan, and to prepare and submit plan amendments to the Chapter Board
- 367 for adoption.
- 368 • The committee should consist of the Director of Marketing as chairperson and
- 369 chapter members approved by the board.
- 370 F. *The Bylaws Committee shall*
- 371 • Report to the board and shall maintain the bylaws.
- 372 • The bylaws committee shall expedite the process of changing the bylaws in
- 373 accordance with Article XII of the bylaws
- 374 • Assure that all proposed changes conform to any local laws, examine the consistency
- 375 of the proposed change with other provisions of the bylaws and with those of the
- 376 Association
- 377 • Suggest wording for proposed changes
- 378 • The committee should consist of the Chapter Secretary as chairperson and chapter
- 379 members approved by the board.

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381 **Section 3. Special committees**

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- 383 A. Special committees may be created as necessary by Chapter Membership or the Chapter
- 384 Board.

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386 **Article IX. Requirements for Maintenance of Position on Chapter Board**

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388 **Section 1** All Chapter Board Members are required to fulfill the duties of their office as outlined in

389 these bylaws. Any misfeasance, malfeasance, or neglect of duties shall not be permitted.

- 390
- 391 **A. Misfeasance** is defined as the performance of a lawful action in an illegal or
- 392 improper manner.
- 393 **B. Malfeasance** is defined as commission of a wrongful or unlawful act involving or
- 394 affecting the performance of one's duties.
- 395 **C. Neglect of duty** is defined as failure to perform an act that is either an official
- 396 duty or a legal requirement
- 397 **D.** Violation of this section shall result in disciplinary action, as outlined in Section 3
- 398 of this article.
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401 **Section 2. Attendance of Chapter Board Members at Chapter Events**

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- A. All Chapter Board members shall be required to attend a minimum of seventy percent (70%) of all chapter events.
- B. Chapter Board members shall be defined as any position listed in Article VII, Section 1 of these bylaws.
- C. Chapter Events shall include any event sponsored, co-sponsored, or designated as such by a majority of the Chapter Board, including Chapter Board Meetings.
- D. Failure to maintain the required attendance of this section shall result in action against the Board Member, as outlined in Section 3 of this Article.
- E. Any absence from events, for which a Board member has been excused, and documented such excuse at Chapter meeting, shall not be counted in the computation of the seventy percent (70%) minimum.
- F. The computation of the (70%) minimum shall be weighted, with 80% coming from attendance of Board meetings, and 20% coming from attendance of Chapter sponsored events excluding conferences or national events organized by the Association.

420 **Section 3. Removal of Chapter Board Member for Violations of Section 1 or 2**

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- A. Any chapter board member who fails to meet the requirements of Section 1 of this Article shall be subject to disciplinary action under this section.
- B. **Procedure for Removal from Office**
 - i. A committee of 1/4 of the current Chapter Board shall be randomly selected to investigate the alleged dereliction of duty.
 - ii. The committee must determine, by unanimous vote, that there exists no mitigating circumstances to warrant retention of the accused Board member.
 - iii. Should mitigating circumstances exist, the committee may vote, unanimously, to cease any further action against the accused Board member.
 - iv. Should mitigating circumstances not exist, the committee may vote, unanimously, to refer the accused Board member to the full Board, for final vote on retention.
 - v. Any committee that refers an accused board member to the full Board must submit a report of their findings to the full Board no later than 48 hours before the next Regular Meeting.
 - vi. At the next regularly scheduled Board Meeting, the full Board shall address the retention of the accused board member, prior to handling any old business.
 - vii. A majority vote of the full Board shall be required to remove the accused board member.

443 **Article X. Nominations, Elections, Installation & Administrative Year**

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Section 1. Chapter Nominations

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- A. A Nominating Committee of a minimum of two and maximum of five members shall be selected in the following manner:
 - **Option 1** - At the annual general meeting in the month of May a Nominating Committee shall be elected by membership and shall take position at the beginning of the administrative year.

- 452 • **Option 2** - A Nominating Committee shall be elected by the Chapter Board at the first
453 board meeting of the administrative year.
- 454 B. The Nominating Committee shall solicit nominations from the Chapter membership and
455 shall nominate candidates for offices to be filled between January 1 and March 15.
- 456 C. A slate of candidates, screened to determine their ability to serve, containing at least one
457 name for each office shall be prepared by the Nominating Committee. If requested, letters
458 shall be sent to the candidate's employer to obtain the employer's approval.
- 459 D. Each candidate shall have consented to serve and shall have completed a Willingness to
460 Serve agreement and Conflict of Interest form.
- 461 E. The Nominating Committee has the floor to report to membership at regular meetings and
462 shall report to membership at the annual general meeting.
- 463 F. Nominations from the floor shall not be permitted prior to the election.

464
465 **Section 2. Chapter Elections**

- 466 A. Annual election of all Officers and Directors shall be conducted by electronic ballot and
467 announced at the annual general meeting.
- 468 B. The ballot shall be communicated to membership by April 1 for voting.
- 469 C. The tabulation of the returned ballots will be independent of the Nominating Committee.
- 470 D. A simple majority for each position will determine the winner. In case of a tie, a run-off
471 election will be held at the May meeting by the members in attendance.

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474 **Section 3. Installation**

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476 A. Newly elected Officers and Directors shall be installed at annual general meeting in May
477 of each year and shall take office at the beginning of the administrative year.

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479 **Section 4. Administrative Year**

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481 A. The administrative year will run from June 1 to May 31 of the following year.

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483 **Article XI. Dissolution**

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485 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3)
486 vote of the chapter membership after ten (10) days notice has been mailed to each
487 member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of
488 the Association, in writing, indicating the reason(s) for dissolution and shall return the
489 Chapter charter and any other Chapter or Association documents to International
490 Headquarters. All net assets shall go to a welfare, education or civic project designated
491 by the Chapter membership, pursuant to Section 501 (c) (6) of the US Internal Revenue
492 Code with the approval of the Association's International President and Chief Executive
493 Officer.

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495 **Article XII. Parliamentary Authority**

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497 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
498 govern the chapter in all cases to which they are applicable and in which they are not
499 inconsistent with these bylaws and any special rules the chapter may adopt.

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501 **Article XIII Amendment of Chapter Bylaws**

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503 The Chapter shall forward all bylaws changes to the Association, with changes indicated,
504 as the Association Membership Board must give approval to all bylaws changes prior to
505 submitting for vote by the chapter membership. The Chapter Board shall conduct an
506 annual comparison of the Chapter practices to the bylaws by the annual general meeting.
507 The Chapter Board must ensure the compliance of the bylaws with the Association's
508 bylaws and applicable country requirements.

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510 These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote provided
511 that the amendment has been submitted in writing at the previous regular meeting, or has
512 been mailed to the entire Chapter membership at least ten (10) days prior to the meeting
513 at which it will be considered.