

Bylaws of the Information Systems Audit and Control Association – St. Louis Chapter
Effective: 06/01/2007

Article I: Name

The name of this non-union, non-profit organization shall be the ISACA St. Louis Chapter (hereinafter referred to as “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 fields of IT governance 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 IT governance, auditing, quality assurance, security, IS audit and control, and IT governance;
- To encourage an open exchange of IT governance, 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 IT governance, IS audit and control, quality assurance, and security fields that can be of benefit to them and their employers, and;
- To communicate to management, auditors, universities, and to IT governance and IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources.
- Promote the Association’s professional certifications.

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. Active members shall be entitled to vote and hold office.
- 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.
- C. Student Member - 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 to the Association. Student members shall be entitled to vote. Student members shall be entitled to hold office at the Chapter level with the approval of the Board.

Section 2. Admissions

- A. Potential members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete an Association membership application form.
 - 3. Pay required dues to the Chapter and the Association
 - 4. 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 dues for that individual.

Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January 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 member.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.

Article IV. Chapter Meetings

- Section 1. The regular meetings of the Chapter shall be held on the third Wednesday of each month, unless otherwise ordered by the Chapter Board.
- Section 2. The regular meeting in May shall be known as the annual general meeting and shall be for the purpose of announcing elected 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 written request by five (5) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least seven (7) days notice shall be given.
- Section 4. 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. Members shall be notified within 30 days of annual general meeting and special general meeting.
- Section 6. Fifty (50) members of the membership shall constitute a quorum at any regular or special meeting.
- Section 7. The affirmative vote of the majority of the members present at a regular or special meeting at which a quorum is present shall constitute an act of the members.

Article V. Chapter Officers

- Section 1. The President, Executive Vice-President, Administrative Vice-President, Secretary, Treasurer, and immediate Past President shall be the Chapter Officers.
- Section 2. Term of Chapter Officers
 - A. The Chapter Officers, except the immediate Past President, shall be elected annually for a term of one (1) 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 at the close of the annual meeting at which they are elected.

- B. No member shall hold more than one (1) Chapter office at a time, and no member shall be eligible to serve more than two (2) consecutive terms in the same Chapter office.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter Board, or the parliamentary authority adopted by the Chapter.

- A. The Chapter President shall:
- Preside at all meetings of the Chapter and the Chapter Board
 - Appoint, with the approval of the Chapter Board, all standing committee chairpersons committee members
 - Be an ex-officio member of all committees except the Nominating Committee
 - Maintain communications with the Association and respond to Association inquiries
 - Supervise budgetary matters and proper internal control of finances
 - Arrange gifts to Officers and Committee members to be presented at May meeting
 - Establish/Maintain relationships with regional ISACA chapters
 - Establish/Maintain relationships with other local organizations (e.g., IIA, ISSA)
 - Submit audit/verification letter to the Association within 30 days after annual general meeting.
- B. The Chapter Executive Vice President shall:
- Perform the duties of the President in the of event of his/her absence or disability
 - Chair the Attendance and Education Committees
 - Arrange gift to outgoing President to be presented at May meeting.
- C. The Chapter Administrative Vice President shall:
- Perform the duties of the President in the of event of his/her absence or disability and the absence of the Executive Vice-President
 - Chair the Certification, Membership and University Relations Committees
 - Arrange annual audit of financial records.
- D. The Chapter Secretary shall:
- Chair the Publication and Website Committees
 - Take and distribute minutes of the meetings of the Chapter Board
 - Be responsible for the legal affairs, Chapter reports and communications and correspondence pertaining to the Chapter
 - Submit the chapter annual report to the Association within 30 days after annual general meeting
 - Notify the Association of new officers within 30 days after annual general meeting
 - Oversee submission and management of Marketing Assistance program from the Association.
- E. The Chapter Treasurer shall:
- Be custodian of Chapter funds
 - Receive monies and disburse funds only upon the sanction of the Chapter Board or the Chapter membership
 - Prepare a profit & loss report for each meeting and distribute at each Board meeting
 - Submit books and records for audit when required

- File any and all tax forms required
- Review and reconcile PayPal activity monthly
- Prepare an annual Chapter budget
- Manage website advertising in accordance with the guidelines and coordinate the activity with the Website Committee
- Submit annual financial statements for presentation to the membership at the annual general meeting.

- F. The immediate Past President of the Chapter shall:
- Serve in an advisory capacity
 - Perform other duties as assigned by the President.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Executive Vice-President.
- B. If a vacancy should occur in any office, except that of the President or immediate Past President, the vacancy shall be filled by Chapter Board appointment.
- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. Chapter Officers must maintain their membership throughout their entire term of office.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of three (3) members shall be elected by the Chapter Board at the last Board meeting of each calendar year.
- B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership at the regular meeting in April.
- D. Nominations from the floor shall be permitted prior to the election. Floor nominations require that the candidate shall have consented to serve.
- E. Each candidate shall have consented to serve.

Section 2. Chapter Elections

- A. Officers shall be elected by electronic vote.

Article VII. Chapter Board

- Section 1. The Chapter Board shall consist of the Chapter officers and the seven (7) committee chairpersons. The Chapter Board shall have full power and authority over the affairs of the chapter between membership meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the chapter and none of its acts shall conflict with action taken by the chapter.

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings
- B. Make recommendations to the membership
- C. Be subject to the orders of the membership
- D. Meet four (4) times a year, either in person or electronically
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- F. Represent the Chapter at Leadership Conferences and Presidents Council Meetings
- G. Have a Board member conduct Officer election at annual meeting.

Section 3. Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-budgeted expenditures not to exceed \$3000 without prior approval of the membership.

Section 4. Quorum - A majority of the Chapter Board 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 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: education, arrangements, membership, certification, university relations, publication and website.

Section 2. Duties of standing committees:

- A. Education Committee
 - Develop an annual event schedule of local professional development meetings
 - Obtain a speaker for each seminar
 - Work with the Arrangements committee to define facility needs for the seminars
 - Prepare meeting information and notify Publication Committee of each meeting so that they may advertise
 - Coordinate payment of speaker-related expenses with the Treasurer
 - Acquire gifts for meeting speakers.
- B. Arrangements Committee
 - Make physical arrangements for all chapter meetings
 - Coordinate paying any facilities charges with Treasurer
 - Accept reservations for meetings
 - Accept payment for meetings
 - Keep track of CPEs associated with meetings
 - Account for all revenues and expenses from meetings
 - Maintain sign-in sheets for attendance proof for CPE audits for 5 years
 - Retain LCD projector and ensure it is present at each meeting.
- C. Membership Committee
 - Promote local Chapter and Association membership

- Prepare and distribute the annual Chapter Membership Directory.
- D. Certification Committee
- Promote the CISA/CISM programs
 - Coordinate recognition of CISA/CISM exam passers and those awarded certification in the newsletter, on the website and at a meeting
 - Coordinate study courses for candidates if annual membership survey indicates a high demand.
- E. University Relations Committee
- Coordinate university relations
 - Coordinate student relations.
- F. Publication Committee
- Publish a monthly newsletter announcing meetings, open positions and other information that is appropriate
 - Distribute all Chapter announcements, including meeting advertisements.
- G. Website Committee
- Maintain website
 - Coordinate on-line meeting registration
 - Advertise position openings on the website in accordance with the rules
 - Take photos at each meeting and post them on the website
 - Manage PayPal configuration to support meeting registration.
- Section 3. Special committees may be created as necessary by the chapter membership or the chapter board.

Article IX. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter 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 International Headquarters. All net assets shall go to a 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 X. 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 XI. Amendment of Chapter Bylaws

The Chapter shall forward all bylaws 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 two-thirds (2/3) vote provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered.

St. Louis Chapter ISACA Organizational Chart 2007-8

