

Bylaws of the Greater New Orleans ISACA Chapter  
Effective: April 10, 2008

#### Article I. Name

The name of this non-union, non-profit organization shall be the Greater New Orleans ISACA Chapter (hereinafter referred to as "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 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 information systems auditing, consulting, security and management by:

- A. Promoting the professional development, education of, and helping to expand the knowledge and skills of its members in the interrelated fields of auditing, quality assurance, information security, information assurance, information system (IS) audit and control, and Information Technology (IT) governance;
- B. Providing opportunities for members to earn Continuing Professional Education (CPE) credits to assist them in attaining the CPE required to maintain certification;
- C. Encouraging an open exchange of IS audit and control, quality assurance, and security techniques, approaches, and problem solving by its members;
- D. Promoting adequate communication to keep members abreast of current events in IS audit and control, quality assurance, and information security fields that may be of benefit to them and their employers;
- E. Communicating to the management of public and private organizations, auditors, and IS professionals the importance of establishing controls necessary to ensure organization and utilization of IT resources;
- F. Promoting knowledge of IT governance, IT security, auditing and controls through the Association's professional certifications;
- G. Becoming a key resource in the greater New Orleans area for information related to international standards of IT governance, security, and audit.

#### Article III. Membership and Dues

Section 1. Classifications and Qualifications: Membership in the Association is a requirement for membership in the Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- A. 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. Membership is subject to rules established by the Association Board. Members shall be entitled to vote and hold office.

- B. Retired Member - any member who presents proof of retirement status. Retired members are subject to the rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- C. Student Member – a full-time student enrolled in a degree program of an accredited college or university. Student members are subject to rules established by the Association Board. Proof of enrollment shall be submitted annually to the Association. Student members shall not be entitled to vote and hold office at the Chapter level.

## 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
- 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 and shall be ineligible to be nominated or serve as a Board member or Committee Chair or director.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation — 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 at least 8 times annually on a day and time determined by the Board and disseminated to the Greater New Orleans membership the number of days as specified in the GNO Chapter Handbook.

Section 2. The regular meeting in May shall be known as the annual general meeting (AGM) and shall be for the purpose of electing officers, delivering reports of officers and committees, and for any other business that may arise.

Section 3. The Chapter's President or Board may call for a special meeting. In addition, four members may submit a written request for a special meeting. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three days notice shall be given. 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 4. Members shall be notified a minimum of 30 days before the annual general meeting and any special general meetings.

Section 5. 10 members shall constitute a quorum at any regular or special meeting.

Section 6. A member may bring an issue to the general membership for a vote by electronic means or at any general or special meeting. A vote of the general membership shall be binding on the Chapter. The vote may be taken in person or by the same electronic means as described elsewhere in these bylaws.

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.

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Section 1. The President, Vice President, Secretary, and Treasurer, shall be the elected Chapter Officers. The immediate past president shall serve as an officer. Committee chairs shall serve as Board members appointed by the President, Vice President, Secretary, and Treasurer.

### Section 2. Term of Chapter Officers

- A. The Chapter officers shall serve for one administrative term. The administrative term shall coincide with the administrative term of the Association.
- B. No member shall serve in more than one elected office and may not serve more than two consecutive terms in the same Board position unless approved by a vote of the general membership.
- C. The Chapter Board shall remove any Chapter Officer who has been declared of unsound mind by a final order of the court or be convicted of a felony. Officers that fail to perform their assigned responsibilities with appropriate due diligence, or who have been guilty of conduct detrimental to the best interests of the Chapter or the Association, may be removed by a two thirds vote of the remaining Board members, provided that such person shall have been granted an opportunity for a hearing before the Chapter Board of Directors prior to expulsion as a Chapter Officer. The Board shall give at least thirty days notice of the hearing, including the reasons for termination, to be given in writing, delivered by registered mail to the last address shown in the Association's or Chapter's records for such Chapter Officer against whom charges have been preferred. Such action by the Board of Directors shall be final and shall terminate rights, interest, and privileges as a Chapter Officer in the service or resource of the Chapter.

### Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws, the Chapter Board and handbook, and according to procedures established in the parliamentary authority adopted by the Chapter.

- A. The general duties of the Chapter President shall be to:
  - Preside over regular and special meetings of the Chapter and the Chapter's Board
  - Appoint, with the majority approval of the existing Chapter Board, all committee chairpersons.
  - 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
  - Give monthly reports on actions and activities to the board
  - Perform duties detailed in the Chapter's handbook.
- B. The general duties of the Chapter Vice President shall be to:
- Perform the duties of the President in the event of his/her absence or disability
  - Be an ex-officio member of the Education Committee
  - Perform the detailed duties specified in the Chapter's handbook.
- C. The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board and membership meetings and maintain the files of previous minutes for at least five years
  - Maintain accurate lists of the membership and attendance records
  - Be responsible for the legal affairs, Chapter reports, bylaws, communications, and correspondence pertaining to the Chapter
  - Be an ex officio member of the Certification Committee
  - Perform the detailed duties specified in the Chapter's handbook.
- D. The Chapter Treasurer shall:
- Be custodian of Chapter funds
  - Receive all monies and disburse funds only upon the sanction of the Chapter's Board, or the Chapter's membership
  - Remit dues to the Association as required
  - Submit a written report at each regular meeting
  - Submit books and records for audit
  - File any and all tax forms required
  - Be an ex-officio member of the Communication (*Marketing*) Committee
  - Prepare monthly financial statement summaries to the Board
  - Perform the detailed duties specified in the Chapter's handbook.
- E. The immediate Past President of the Chapter shall:
- Serve in an advisory capacity
  - Perform other duties as assigned by the President
  - Be an ex-officio member of the Membership Committee
  - Perform the detailed duties specified in the Chapter's handbook.

#### Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in any office, except that of the President or immediate Past President, the vacancy shall be filled by f of the Chapter Board. Should the President vacate the position for whatever reason, the Vice President assumes the role of President. The Vice President may be filled from one of the Committee Chairs approved by the Board.
- B. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- C. Chapter Officers must maintain their membership throughout their entire term of office.

#### Article VI. Nominations and Elections

### Section 1. Chapter Nominations

- A. The Chapter Board may select a Nominating Committee of three to five members during the Board meeting in March.
- B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for the 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, via email or phone shall be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have signed the Chapter Willingness to serve agreement and Conflict of Interest form before the candidate is considered for election.

### Section 2. Chapter Elections

- A. Officers shall be elected by a plurality of the votes of the Chapter's members voting at the AGM. Voting will be by ballot unless a voice vote is approved by two thirds of the voting membership.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.

## Article VII. Chapter Board

Section 1. The Chapter Board shall consist of the elected Chapter officers and the appointed committee chairs. 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 comply with the vote of the membership on issues presented to them. In addition, the Board members shall comply with the majority vote of the Board.

### Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings. Meetings are to evaluate and vote on motions presented in the agenda in advance or made from the floor during meetings.
- B. Make recommendations to the membership
- C. Be subject to the vote of the membership
- D. Meet monthly at a time and place determined at least 30 days in advance unless an emergency meeting is called.
- E. Perform the duties prescribed in these bylaws and the Chapter's handbook according to the parliamentary authority adopted by the Chapter.
- F. Meetings of the Chapter Board may be held electronically via teleconference and/or computer online meeting (e.g. Netmeeting or other electronic method).
- G. Perform the duties prescribed in these bylaws and the parliamentary authority

adopted by the Chapter

- H. Each member seeking recognition from the Chair before beginning to speak, and identifying himself or herself prior to speaking for the first time. Motions will be voted on by voice vote. If the Chair has difficulty determining the vote or it is a controversial issue, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next Board 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 the amount agreed upon by the Chapter Board in the Chapter's handbook without prior approval of the membership

Section 4. Quorum - A majority of the Chapter Board members shall constitute a quorum.

Section 5. Action - The affirmative vote of the majority of the quorum 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: Marketing, Education, Certification, and Membership.

### Section 2. Duties of standing committees

- A. Marketing Committee:
  - The purpose of the Marketing Committee is to manage communication and publicity with groups external to the Chapter and the Association by:
    - Preparing an annual plan for publicity, marketing and outreach activities.
    - Coordinating with the other Chapter Committees to provide materials for all seminars and meetings.
    - Performing detailed functions specified in the Chapter's handbook.
    - Reporting to the Board monthly, on the status of activities and meeting the annual plan.
- B. Education Chair:
  - The purpose of the education committee is to plan the general meeting programs and venues, organize educational seminars or conferences, review sessions and other related events that would provide CPE credits by:
    - Preparing an annual plan for the educational activities listed above.
    - Coordinating with the other committees and their chairs
    - Performing detailed functions specified in the Chapter's handbook.
    - Reporting to the board monthly, on the status of activities and meeting the annual plan.

C. Certification Committee:

- The purpose of the certification committee is to promote the certifications offered by the Association and recognize those who have achieved certification by:
  - Preparing a plan for annual certification activities.
  - Performing detailed functions specified in the chapter's handbook.
  - Reporting to the board monthly, on the status of activities and meeting the annual plan.

D. Membership Committee:

- The function of the membership committee is to enhance communication and comradery within the Association and Chapter and to track, promote and increase membership by:
  - Preparing annual membership plan
  - Performing detailed functions specified in the Chapter's handbook.
  - Reporting to the board monthly, on the status of activities and meeting the annual plan.

Section 3. Ad hoc committees may be created as deemed necessary by the Chapter's membership or the Chapter Board. For example, the Committee may review bylaws, nominate or perform financial audits.

- Performing detailed functions specified in the Chapter's handbook for recurring ad hoc tasks.
- Reporting to the Board monthly, on the status of ad hoc activities and upon completion of their function so that the committee may be dissolved.

#### Article IX. Dissolution

If the chapter's membership falls below 12 people as specified in the Association's bylaws, the Chapter shall be dissolved without further vote. If the membership is above twelve members, these bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter's membership after ten (10) days notice has been sent 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's membership, pursuant to Section 501 (c) (6) of the United States 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's membership. The Chapter Board shall conduct a periodic comparison of the Chapter's practices to the bylaws. The Chapter Board must ensure the compliance of these bylaws with the Association's bylaws and applicable country requirements.

These bylaws may be amended at any regular meeting by two-thirds (2/3) of votes cast provided that the amendment has been submitted in writing at the previous regular meeting, or has been sent, either by postal mail to their address of record, or by email with delivery and return receipts enabled on the email, to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered.