

1 **Virginia Chapter**

2 **BYLAWS**

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5 As Amended

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8 **ARTICLE I: NAME**

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10 The name of the organization shall be the Virginia Chapter of the Information Systems Audit and
11 Control Association, hereinafter referred to as “Chapter”, a Chapter affiliated with the Information
12 Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association.” The
13 Chapter, apart from its innate affiliation with the international Association, is an independent entity
14 from any other association, enterprise, or entity.
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17 **ARTICLE II: PURPOSE AND OBJECTIVES**

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19 Section 1: Purpose

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21 “The primary purpose of the Chapter is to promote the education of individuals for improvement
22 and development of their capabilities relating to the auditing of and/or management consulting in
23 the field of Information Systems and Technology (IS/IT), pursuant to Section 501(c) (3) of the
24 1954 Internal Revenue Code.”
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26 Section 2: The objectives of the chapter are:

- 27
- 28 • To promote the education of, and help expand the knowledge and skills of its members in the
interrelated fields of IT governance, IS audit, security, control and assurance;
 - 29 • To encourage an open exchange of IT governance, IS audit, security, control, and assurance
30 techniques, approaches, and problem solving by its members;
 - 31 • To promote adequate communication to keep members abreast of current events in IT
32 governance, IS audit, security, control and assurance that can be of benefit to them and their
33 employers;
 - 34 • To communicate to management, auditors, universities, and to IS professionals the importance
35 of establishing controls necessary to ensure proper IT governance and the effective
36 organization and utilization of IT resources; and
 - 37 • To promote the Association’s professional certifications and IT governance.
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40 **ARTICLE III: MEMBERSHIP**

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42 Section 1: Classifications and Qualifications

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44 Membership in the Association is a requirement for membership in the Chapter. Therefore, upon
45 joining the Chapter, a person must also join the Association, with accompanying rights and
46 responsibilities.
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- 48 a. Member - any person interested in the purpose and objectives of the Chapter as stated in
49 Article II shall be eligible for membership in the Chapter, and the Association, subject to rules
50 established by the Association Board. Members shall be entitled to vote and hold office.
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52 b. Retired Member - any member who presents proof of retirement status, subject to rules
53 established by the Association Board. Retired members shall be entitled to vote and hold
54 office at the Chapter level.
55
56 c. Student Member - full-time student currently enrolled in a degree program of an accredited
57 college or university, subject to rules established by the Association Board. Proof of
58 enrollment shall be submitted annually to the Association. Student members shall be entitled
59 to vote and hold office at the Chapter level.
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61 Section 2: Admissions

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63 a. Potential members shall:
64 1. Meet the requirements of membership as outlined in Article III, Section 1.
65 2. Complete an Association membership application form.
66 3. Pay required dues to the Chapter and the Association
67 4. Follow the Code of Professional Ethics of the Association.
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69 b. Membership in the Association shall be conferred upon an individual when the Association has
70 received the required Association dues for that individual.
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72 Section 3: Dues

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74 a. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by
75 the Chapter Board of Directors, plus Association dues.
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77 b. A member whose dues are in arrears for more than 60 days shall no longer be deemed a
78 member.
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80 c. A member shall forfeit membership if dues have not been paid to the Association and to the
81 Chapter as required.
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84 **ARTICLE IV: FINANCES**

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86 Section 1: Fiscal Year

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88 The fiscal year of this Chapter shall be the fiscal year ended May 31st unless otherwise established
89 by the Chapter Board of Directors.
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91 Section 2: Dues

- 92
93 a. Annual dues for chapter membership shall be as determined by the Chapter Board of Directors.
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96 **ARTICLE V: CHAPTER BOARD OF DIRECTORS**

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98 Section 1: Membership

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100 The Chapter Board of Directors shall consist of the following:

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102 a. The President, Vice-President/President Elect, Secretary, and Treasurer of the Chapter.

103 b. The Immediate past President of the Chapter.

104 c. Four directors.

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106 Section 2: Vacancies

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108 If a vacancy should occur in any office, except that of Immediate Past President, a majority of the
109 remaining members of the Chapter Board of Directors then in office shall appoint a chapter
110 member to fill the unexpired portion of this term.

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112 If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled
113 by routine succession.

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115 Section 3: Duties and Responsibilities

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117 The Chapter Board of Directors shall be the governing body of this Chapter and its actions shall be
118 final, unless otherwise specifically provided by the Bylaws.

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120 The Chapter Board of Directors shall provide for an independent review of the financial affairs of
121 the Chapter, at least annually, and at such other times as it may deem advisable.

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123 Section 4: Eligibility

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125 Only members shall be eligible to serve on the Chapter Board of Directors.

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127 Section 5: Meetings

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129 a. The Chapter Board of Directors shall meet at least quarterly at a time and place selected by the
130 Chapter Board of Directors.

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132 b. Meetings may be called at any time by the President or three members of the Chapter Board of
133 Directors.

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135 c. For the transaction of business requiring a vote, a majority of the Chapter Board of Directors
136 then in office shall constitute a quorum.

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138 d. At all meetings of the Chapter Board of Directors, the President, if present, shall act as
139 Chairman. In his absence, the Chairman shall be the Vice President/President Elect, if present. In
140 the absence of both the President and Vice President/President Elect, the Secretary shall preside
141 until the election of a Chairman pro-tem, which would take place immediately. The members of
142 the Chapter Board of Directors who are present in person shall by majority vote choose one among

143 them to act as Chairman for that meeting.

144
145 e. Notice of meetings of the Chapter Board of Directors shall be given to each Director in writing
146 not less than two days in advance of the meeting or as the Chapter Board of Directors may
147 otherwise direct, but no failure in delivery of such notices shall invalidate the meeting or any
148 action taken or proceedings thereat. Notice may be waived by unanimous consent of Directors in
149 writing.

150
151 f. Absence of any Chapter Board Member from more than four consecutive meetings, Regular
152 Chapter or Chapter Board of Directors meetings, is subject to removal through action of the
153 Chapter Board of Directors.

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156 **ARTICLE VI: OFFICERS AND DUTIES**

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158 Section 1: Officers and Duties

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160 The Officers of this Chapter shall be President, Vice-President/President Elect, Secretary and
161 Treasurer.

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163 Section 2: Duties of the President

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165 The President shall serve as chairman of the Chapter Board of Directors and shall, in addition, be
166 the chief executive officer of the Chapter and shall, subject to the control of the Chapter Board of
167 Directors, have supervision, direction, and control of the business affairs of the Chapter. He shall
168 preside at all meetings of the membership. He shall be ex-officio a member of all committees
169 except the Nominating Committee and shall have the general powers and duties and management
170 usually vested in the office of the President. Represent the Chapter at Leadership
171 Conference/Presidents Council Meeting(s). Maintain communications with the Association and
172 respond to Association inquiries. Be responsible for submission of the chapter annual report to the
173 Association within 30 days after annual general meeting. Supervise budgetary matters and proper
174 internal control of finances, and he shall have such other powers and duties as may be prescribed
175 by the Chapter Board of Directors or by the Bylaws.

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177 Section 3: Vice-President/President Elect

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179 The Vice-President/President Elect shall report to the President and in the absence of or disability
180 of the President, shall perform all the duties of the President.

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182 Section 4: Treasurer

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184 The Treasurer shall report to the President and shall be responsible for the financial affairs of the
185 Chapter, for the performance of all duties incident to the office of Treasurer and such other duties
186 as may from time to time be assigned to him by the Chapter Board of Directors. He shall have
187 power to receive and to disburse such funds of the Chapter, subject to such restrictions as may be
188 imposed by the Chapter Board of Directors.

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190 Section 5: Secretary

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192 The Secretary shall report to the President and shall be responsible for the legal affairs, chapter
193 reports, membership records, and such other duties as may be authorized and delegated by the
194 Chapter Board of Directors.

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196 The Secretary shall keep the roll of the Membership of the Chapter, shall keep minutes of the
197 proceedings at the Chapter Board of Directors meetings, and shall preserve communications
198 pertaining to the affairs of the Chapter.

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200 Section 6: Re-election

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202 Officers and Directors shall be eligible for re-election, except that no officer or director may serve
203 for more than two consecutive terms in the same office.

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205 **Section 7. Financial Authority**

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207 The Chapter Board shall have the authority to:
208 a. Expend funds allotted in the approved budget
209 b. Authorize non-budgeted expenditures not to exceed \$2000 without prior approval of the
210 membership

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213 **ARTICLE VII: COMMITTEES**

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215 Section 1: Standing Committees

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217 Standing Committees shall be Membership, Certification, Communications,
218 Facilities/Reservations, Nominating, Program and an Advisory Committee consisting of the three
219 immediate past Presidents.

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221 a. The Chairman of these Committees shall be appointed by the President and ratified by the
222 Chapter Board of Directors.
223
224 b. Each Committee Chairman, except the Nominating Committee, shall appoint the members of
225 his committee, subject to the approval of the President and be responsible to a specified Chapter
226 Board member.

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228 Section 2: Other Committees

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230 Other committees may be appointed by the President whenever deemed necessary, subject to the
231 approval of the Chapter Board of Directors.

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233 **ARTICLE VIII: NOMINATIONS AND ELECTIONS**

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235 Section 1: Annual Election

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237 Annual election of all Officers and Directors except for President shall be by ballot and the results
238 announced at the regular April meeting of the Chapter.

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Section 2: Nominations

a. The President shall appoint, subject to the approval of the Chapter Board of Directors, a Nominating Committee consisting of at least three members, with one member being the immediate past President. The immediate past President shall serve as chairman of this committee. The Nominating Committee shall present a slate of officers (one per office, except for President) and Directors to the membership at the regular March meeting of the Chapter.

Any other nominations may be made from the floor at this meeting and will be included on the ballot, or write-in candidates may be submitted when voting takes place.

b. All Candidates must indicate a willingness to serve.

c. The Nominating Committee shall send to each member a ballot containing a complete list of members nominated for each office except for President at least three weeks prior to each election.

Section 3: Election

The Officers and Director nominated shall be elected by a plurality of the votes of the members.

Section 4: Installation

Newly elected Officers and Board members shall be installed at the regular May meeting of each year and shall take office at the beginning of the administrative year. The prior year's President Elect will become President for the current administrative year. The administrative year will be June 1 through May 31 unless otherwise established by the Chapter Board of Directors.

ARTICLE IX: MEETINGS

Section 1: Regular Meetings

This Chapter shall hold regular monthly meetings, at a time and place as fixed by the Chapter Board of Directors.

Section 2: The regular meeting in May 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

Special meetings may be called by the President, the Chapter Board of Directors, or the International President of the Information Systems Audit and Control Association, Inc. One calendar week notice shall be given of such special meeting.

Section 4: Quorum

287 For the transaction of Chapter business requiring a vote, 20 members shall constitute a quorum.

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289 **ARTICLE X: PARLIAMENTARY AUTHORITY**

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

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296 **ARTICLE XI: AMENDMENTS**

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298 The Chapter shall forward all bylaws changes to the Association, with changes indicated, as the
299 Association Membership Board must give approval to all bylaws changes prior to submitting for
300 vote by the chapter membership. The Chapter Board shall conduct a periodic, ideally annual,
301 comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the
302 compliance of the bylaws with the Association's bylaws and applicable country requirements.

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

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309 **ARTICLE XII: DISSOLUTION**

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311 To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds vote of the
312 chapter membership after ten days notice has been mailed to each member. In the event of
313 dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing,
314 indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter
315 or Association documents to International Headquarters. All net assets shall go to a welfare,
316 education, or civic project designated by the Chapter membership, pursuant to Section 501 (c) (6)
317 of the US Internal Revenue Code with the approval of the Association's International President
318 and Chief Executive Officer.