

Bylaws of the Illini Chapter

Effective: 06/30/2004

Article I. Name

The name of this non-union, non-profit organization shall be the Illini 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 and Objectives

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 (IS) audit, security and control. The objectives of the Chapter are:

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of Auditing, Information Systems, and Security.
- B. To encourage a free exchange of IS audit techniques, approaches, and problem solving by its members.
- C. To promote adequate communication to keep members abreast of current events in IS audit and control, quality assurance, and security fields that can be beneficial to them and their employers; and
- D. To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of data processing resources.
- E. To promote the Association's professional certifications

Article III. Membership

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 (or shall not) 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 (or shall not) be entitled to vote and hold office at the Chapter level.

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
- 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.
- D. Annual Dues for chapter membership shall be determined by the Board of Directors annually. International dues shall be established by the International Board of Directors and shall be paid to the Association.

Article IV. Chapter Meetings

Section 3: This chapter shall hold at least 8 regular monthly meetings each year, at a time and place determined by the Board of Directors.

Section 4: Special meetings may be called by the President, the Board of Directors, or the International President of the Information Systems Audit and Control Association. One calendar week notice shall be given of such special meetings.

Section 5: For the transaction of Chapter business requiring a vote of the chapter membership, twenty percent of its paid membership shall constitute a quorum.

Section 6: The regular meeting in May shall be known as the annual general meeting and shall be for the purpose of electing officers every other year, receiving reports of officers and committees annually, and for any other business that may arise.

Section 7: Members shall be notified via paper or electronic means within 30 days of annual general meeting and any special general meeting.

Article V. Finances

Section 1: Fiscal Year – The fiscal year of this chapter shall be the calendar year ending December 31, unless otherwise established by the Chapter Board of Directors.

Section 2: Spending Authority – Expenditures under \$500 require the approval of two board members. Expenditures equal to or greater than \$500 require Board approval. The Treasurer, being the custodian of funds for the chapter, shall not have a roll in the approval of any expenditures. If a Board of Director's meeting is not scheduled within the time needed for approval, email or fax approval may be obtained from a quorum of the Board.

Section 3: Accounts Receivable – Accounts receivables will be addressed in a timely manner in order to minimize outstanding invoices over 90 days old. Invoices deemed unlikely to be collected can be written off to Bad Debts Expense with Board approval. A review of invoices for bad debts should be conducted at least annually.

Article VI. Board of Directors

Section 1: The Board of Directors shall consist of the Officers (as specified in Article VI) and immediate Past President of this Chapter and three elected members, all of whom shall be elected every other year and shall serve until their successors have been elected. Each officer and director shall serve no more than two consecutive elected terms in the same office.

Section 2: Vacancies – If the office of any Director, specified in Section 1 of this article, shall become vacant for any cause, the President shall appoint a replacement, subject to ratification by a majority of the remaining Directors on the Board, to fill the unexpired portion of his/her term. Should the office of President become vacant, the Vice President shall assume the presidency until the next election takes place. Chapter Officers must maintain their membership throughout their entire term of office.

Section 3: Duties and Responsibilities

The Board of Directors shall be the governing body of this chapter and its actions shall be final, unless otherwise specifically provided by these bylaws.

The Board of Directors shall provide for an independent audit of the financial affairs of the chapter, at least annually. An auditor's certificate should be submitted to ISACA International with the Chapter Annual Report.

Section 4: Each director shall serve as chairperson of such standing committees as may be assigned by the President, and ratified by the Board.

Section 5: All members shall be eligible to serve on the Board of Directors.

Section 6: Meetings of the Board of Directors

- A. The Board of Directors shall meet at least four times per year and at other times as deemed necessary by the Board. The place shall be selected by the Board.
- B. Meetings may be called at any time by the President or by three members of the Board.
- C. For all chapter business requiring a vote, a majority of the Board of Directors then in office shall constitute a quorum.
- D. At all meetings of the Board of Directors, the President, if present, shall act as chairperson. In his/her absence the Chairperson shall be the Vice President, if present. In the absence of both President and Vice President, the Secretary shall preside until the election of a Chairperson Protem, which should take place immediately. The members of the Board who are present in person shall, by majority vote, choose one among them to act as Chairperson for that meeting.

Article VII. Officers and Duties

Section 1: The officers of this chapter shall be President, Vice President, Secretary, and Treasurer. The Chapter Officers shall perform the duties prescribed by these bylaws, by the Chapter Board, or the parliamentary authority adopted by the Chapter.

Section 2: Duties of the President

- Shall serve as chairperson of the Board of Directors and shall be the Chief Executive Officer of the Chapter
- Shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business affairs of the chapter
- Preside at all meetings of the Chapter and the Chapter Board
- Appoint, with the approval of the 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

Section 3: Duties of the Vice President

- The Vice President shall report to the President and in the absence of or disability of the President, shall perform all the duties of the President
- The Vice President shall be chairperson of the Program Committee

Section 4: Duties of the Treasurer

- Shall report to the President and shall be responsible for the financial affairs of the Chapter and for the performance of all duties incident to the office of the Treasurer
- Be custodian of Chapter funds
- Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter 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

Section 5: Duties of the Secretary

- Shall report to the President and shall be responsible for the legal affairs, chapter reports, membership records, communications and correspondence pertaining to the Chapter and other such duties as may be authorized and delegated by the Board of Directors
- 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

Article VIII. Committees

Section 1: Standing committees shall be: the Membership Committee, the Program Committee, the Publicity and Publications Committee, the Nominating Committee, the Audit Committee, and the Education and CISA/CISM Committee.

- A. The Chairperson for these Committees (except the Program Committee) shall be appointed by the President and ratified by the Board of Directors.
- B. Each Committee Chairperson shall appoint the members of his/her committee, subject to the approval of the President. Committee Chairs must select their committee members and submit them to the President by August 1st every year.

Section 2: The Membership Committee shall report to the President and shall be responsible for promoting interest in the chapter and conducting membership drives.

Section 3: The Program Committee is chaired by the Vice President and shall be responsible for preparing and recommending the chapter programs for the year, including a schedule of meeting dates, obtaining speakers for all programs, introduce the speakers for each meeting, and maintaining a library of program topics and speakers.

Section 4: The Publicity and Publications Committee shall report to the President and shall be responsible for publicizing all chapter activities, assisting in publicizing major events

and accomplishments of the Association, publishing a chapter newsletter, developing and recommending chapter editorial policies, soliciting articles for the Chapter newsletter and for the IS Audit & Control Journal.

Section 5: The Nominating Committee shall report to the President and shall be responsible for soliciting suggestions for likely candidates for officers and for the Board of Directors at least 30 days before the May meeting every other year. The Nominating Committee shall consist of the past president and two members appointed by the Board of Directors. The chairperson shall be the (??Immediate??) Past President.

Section 6: The Education and CISA/CISM Committee shall report to the President and shall be responsible for making known existing programs of continuing professional education for members of this chapter. This committee will cooperate with universities, The Association and others to establish courses and seminars for members that will be of benefit in their effort to further their professional education. The Committee shall promote the CISA/CISM examinations, and offer a review course if sufficient interest warrants it.

Section 7: The Audit Committee shall report to the President and shall be responsible for auditing the Chapter books on an annual basis (as of June 30).

Section 8: Other Committees may be appointed by the President whenever the need arises, subject to Board approval.

Article IX. Nominations and Elections

Section 1: Biennial election of all officers and Directors shall be held at the regular May meeting of the chapter.

Section 2: Nominations

- A. The Nominating Committee shall present a list of nominations for all Officers and Directors to the membership 30 days before the regular May meeting of the chapter.
- B. Other nominations may be made from the floor with prior consent of the nominee.

Section 3: The Officers and Directors shall be elected by a plurality of the votes cast by the members present or by a majority of the returned ballot votes (voice, paper or electronic).

Section 4: Newly elected Officers and Board members shall assume their new duties as of July 1 and shall hold office through June 30, covering two years.

Article X. Dissolution

To effect dissolution of the Chapter, 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 XI. Parliamentary Authority

All points not specifically covered in these bylaws shall be governed by the rules contained in *Roberts Rules of Order Newly Revised*.

Article XII. Amendments

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.