



Bylaws of Research Triangle Chapter

Effective: June 4, 2008

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Article I. Name

The name of this non-union, non-profit organization shall be the Research Triangle Chapter, (hereinafter referred to as “Chapter”), a Chapter affiliated with the Information Systems Audit and Control Association (hereinafter referred to as the “Association”).

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 field of IS audit 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 auditing, quality assurance, security, and IS audit and control;
- To encourage a free exchange of the 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 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 IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources.

Article III. Membership and Dues

Section 1: Classifications and Qualifications

- 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. Membership in the Chapter and the Association is coextensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Active members in good standing shall be entitled to vote and hold office.
- B. Retired Member - any member in good standing, 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. Student members in good standing shall not be entitled to vote and hold office at the Chapter level.
- D. Other classes of membership may be established subject to the approval of the Board of Directors and the Association.

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 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 Chapter member in good standing.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.

- D. Student members shall pay one-half the annual local dues specified by the Chapter and whatever amount is specified by the Association.

Section 4: Resignation

Any member may resign at any time, but such resignation shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues or any right to the pro rata or other assets of the Association. All resignations shall be made in writing.

Article IV. Meetings

Section 1: Information Exchange Meetings

The information exchange meetings are the main vehicle for pursuing the objectives of the Chapter. For this reason, there should be only a minimum of time devoted to administrative matters.

- A. These meetings should be held at least six times a year on the dates and at the places as determined by the Chapter Board of Directors.
- B. The regular meeting in February shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- C. The regular meeting in May shall be known as the installation meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.
- D. Occasional deviation from this guideline shall be at the discretion of the President, subject to approval by the majority of the Board of Directors.

Section 2: Board of Directors Meetings

- A. The Board of Directors shall meet at least quarterly at a time and place selected by the President, subject to approval by the majority of the Board of Directors.
- B. Meetings may be called at any time by the President or any three members of the Board.
- C. For the transaction of business requiring a vote, a majority of the Board of Directors then in office shall constitute a quorum.
- D. Special meetings may be called by the President or by any three members of the Chapter Board. The purpose of the meeting shall be stated in the call. Electronic meetings, including e-mail, may be used to effect the meeting and for purposes of voting by the board. All such correspondence will be considered a special meeting, and copies of all e-mails will be included as board minutes by the Secretary.
- E. At all meetings of the Board of Directors, the President, if present, shall act as Chair. In the absence of the President, the presiding officer shall be in accordance with the line of succession established by these Bylaws.
- F. Notice of meetings of the Board of Directors shall be given to each Director not less than three days in advance of the meeting by any method deemed necessary or as the Board may otherwise direct. However, no failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings there at.

Section 3: Other Meetings

Other meetings may be called by the President or any three members of the Chapter Board and shall be called upon written request by twenty-five members. 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.

Article V. Organization and Structure

Section 1: Board of Directors

- A. The Board of Directors shall consist of following:
 - (1) The elected officers of the Chapter, which shall be the President, First Vice President, Second Vice President, Treasurer, and Secretary.
 - (2) The immediate Past President of the Chapter.
 - (3) Three (3) elective members.
- B. The President of this Chapter may appoint, with the approval of the Board of Directors, such additional officers as they deem appropriate.

Section 2: Term of Office

- A. The Board of Directors, except the immediate Past President, shall be elected annually by the majority of the votes of the members present and voting at the annual meeting 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 on July 1 and continue through June 30.
- B. No member shall be eligible to serve more than two (2) consecutive terms in the same Chapter Office.

Section 3: Duties of the Officers and Directors

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

- A. The **Chapter President** shall
 - Serve as the Chairman of the Board of Directors and shall, in addition, be the Chief Executive Officer of the Chapter
 - Have supervision, direction, and control of the business and affairs of the Chapter, subject to the control of the Board of Directors
 - Preside at all meetings of the Chapter and the Board
 - Be an ex officio member of all committees except the Nominating Committee
 - Represent the Chapter at Regional Presidents Council Meetings.
- B. The **First Vice President** shall
 - Report to the President
 - Perform the duties of the President in the event of his/her absence or disability
 - Chair the Program Committee
 - Perform other duties as pertain to this office
- C. The **Second Vice President** shall
 - Report to the President
 - Perform the duties of the President in the event of the absence or disability of the President and the First Vice President
 - Chair the Membership Committee
 - Perform other duties as pertain to this office
- D. The **Secretary** shall
 - Report to the President
 - Take minutes of the meetings of the Chapter Board
 - Maintain accurate lists of the membership and attendance records.
 - Be responsible for the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter
 - Prepare the Chapter history of that term for inclusion in the annual Chapter Directory
 - Perform other duties as pertain to this office

- E. The **Treasurer** shall
 - Report to the President
 - Be custodian of Chapter funds
 - Receive all moneys and disburse funds only upon sanction of the Chapter Board, or the Chapter membership
 - Maintain books and financial records of the Chapter
 - Remit dues to the Association as required
 - Submit a written report to the Board of Directors and to the membership in such form and frequency as the Board may direct, and the governmental agencies as required by law
 - Submit books and records for audit when required
 - File any and all tax forms required.
 - Be bondable and subsequently, should apply for bond at the direction of the Board of Directors. If the bond option is not exercised, the depository statement shall be sent to the Secretary for a reasonableness review of expenditures for the Chapter. The Secretary will then forward the statement to the Treasurer for reconciliation.
 - Perform other duties as pertain to this office

- F. The **Immediate Past President** shall
 - Serve in an advisory capacity
 - Perform other duties as pertain to this office

- G. The **Directors** shall
 - Supervise the affairs and conduct the business of the Chapter between business meetings
 - Make recommendations to the membership
 - Be subject to the orders of the membership
 - Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
 - have the authority to expend funds allocated in the approved budget

Section 4: Insurance

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

Section 5: Chapter Officer Vacancies

- A. If a vacancy should occur in any office, except that of immediate Past President, the vacancy shall be filled by Presidential appointment and with Board concurrence.
- B. If the vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled by routine succession.
- C. If the Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1: Chapter Nominations

- A. The Audit and Nominating Committee shall be elected by the Chapter Board of Directors at their September meeting.
- B. The Audit and Nominations Committee shall present to the Board of Directors, for approval, a list of nominations for all Officer and Board of Director positions for the subsequent Chapter year during the regular November Board meeting. Each candidate shall have consented to serve.

- C. The Audit and Nominations Committee shall publish the approved Officer slate of candidates to the membership in the January newsletter prior to the Annual Meeting of the Chapter.
- D. Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented to serve.

Section 2: Chapter Elections

- A. All Members in good standing and present in person shall be eligible to vote at the Annual Meeting. A quorum shall be constituted by those eligible to vote at the Annual Meeting.
- B. Voting shall be by voice unless waived by a majority of the members present. If required, blank paper will be issued for balloting purposes.

Article VII. Chapter Committees

Section 1: Standing Committees

- A. The chair-person of any Standing Committee, with the exception of the Program Committee and the Membership Committee, shall be appointed by the President and ratified by the Board of Directors.
- B. Each Standing Committee chair-person shall appoint the members of the committee, subject to the approval of the President and the Board of Directors.
- C. The Standing Committees shall be: the Membership Committee, the Program Committee, and the Audit and Nominating Committee.

Section 1.01: Membership Committee

The Chair of the Membership Committee shall:

- Be the Second Vice President
- Report to the President in that capacity
- Be responsible for promoting interest in the Chapter, conducting membership drives, and recommending applicants for membership.

Section 1.02: Program Committee

The Chair of the Program Committee shall:

- Be the First Vice President
- Report to the President in that capacity
- Prepare and recommend the Chapter programs for the year
- Obtain speakers for all programs,
- Presiding at the speaker's program for each meeting
- Maintaining a library of program topics and speakers

Section 1.03: Audit and Nominating Committee

The Chair of the Audit and Nominating Committee shall:

- Report to the President
- Be responsible for auditing the Chapter books within three months after the fiscal year end or at the change of the Treasurer or other officers with fiduciary responsibilities, whether the change be by election or vacancy
- Be responsible for soliciting and making suggestions for likely candidates for the next slate of Officers and Board of Directors as directed in Article VI Section 1

Section 2: Other Committees

Other Committees may be appointed by the President whenever deemed necessary, subject to the approval of the Board of Directors.

Article VIII. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Regional Vice President of the Association and the Executive Director of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter documents to the International Office. 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, or the appropriate country governing code with the approval of the Association's Executive Vice President of Membership and the Association's International President.

Article IX. Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, or the appropriate country parliamentary authority, shall be the authority for all matters of procedure for the Chapter not specifically covered by its bylaws.

Article X. Amendments

These bylaws may be amended at any regular meeting, or any special meeting called for this purpose, by a two-thirds vote of the members present, provided such amendment has been adopted by two-thirds vote of the total number of Directors then in office. Notice of such amendment must be sent with the notice of such meeting at least ten (10) days prior to the date of the meeting at which it will be considered.