

Central Maryland Chapter  
Information Systems Audit and Control ISACA  
By-Laws

Last Amended April 1, 2005

**Article I. Chapter Name**

The name of this organization shall be the Central Maryland Chapter (the Chapter) of the ISACA.

**Article II. Purpose and Objective**

“The primary purpose of the ISACA 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 Control, pursuant to Section 501 (c) (6) of the 1954 Internal Revenue Code.”

The objectives of the ISACA and Chapter are:

- a. to promote the education of, and help expand the knowledge and skills of its members and information technology professionals in the inter-related fields of information governance, control, security, and auditing;
- b. to offer an opportunity to share a broad range of professional expertise from diverse business communities;
- c. to provide adequate communication to help further promote and elevate the visibility of information systems audit, control and security; and
- d. to communicate the importance of establishing controls necessary to ensure the effective organization and utilization of data processing resources.

**Article III. Chapter Membership**

Membership in this Chapter shall be in accordance with Article II of the ISACA’s By-Laws.

## **Article IV. Chapter Board of Directors**

### Section 1: Composition

The Chapter Board of Directors shall consist of the Officers and at least four Directors; all of whom shall be elected each year with the exception of the immediate past president who shall automatically become a Director in the year after the term as president expires. Each Chapter Officer and Director shall serve no more than two consecutive years in the same office, unless it is agreed to by the Board of Directors to extend the term of service. Only members in good standing shall be eligible to be elected to the Board of Directors.

### Section 2: Vacancies

If the office of any Director shall become vacant, a majority of the remaining members of the Board of Directors then in office shall appoint a Chapter member to fill the unexpired portion of the term.

### 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 By-Laws.

### Section 4: Regional President's Council

The President is automatically a member of the Regional President's Council.

## **Article V. Chapter Officers and Duties**

### Section 1: Secretary

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

The Secretary shall keep minutes of the proceedings at the regular membership and Board of Directors Meetings; shall bring forward the results of electronic Board votes at regular Board meetings, shall preserve communications pertaining to the affairs of the Chapter.

### Section 2: Treasurer

The Treasurer shall report to the President and shall be responsible for the financial affairs, Chapter reports, ISACA reports, and such other duties as may be authorized by the Board of Directors.

Beginning each year, the Treasurer shall prepare a budget based on input from the Directors. Chapter financial reports comparing the results of operations to the budget shall be presented to the Board at least quarterly.

### Section 3: Webmaster

The Webmaster shall report to the President and shall be responsible for publishing the affairs of the chapter on the chapter website.

## **Article VI. Chapter Committees**

### Section 1: Standing Committees

Standing Committees shall be the Academic Updates Committee, Advertising Committee, Arrangements Committee, Certification Committee, Education Committee, Membership Committee, Nominating Committee, Program Committee, and Research and Standards Committee. Except for the nominating committee, the Chairman of these Committees shall be voted by the membership and appointed by the Board if vacant. The nominating committee will be appointed by the President and ratified by the Board of Directors

### Section 2: Other Committees

The President, whenever deemed necessary, subject to the approval of the Board of Directors, may appoint other committees.

### Section 3: President Representation on Committees

The President shall be ex-officio member of all Committees except the Nominating Committee.

## **Article VII. Chapter Board of Director Nominations and Elections**

### Section 1: Annual Election

Annual election of all Officers and Directors shall be conducted electronically and announced in the May meeting.

### Section 2: Nominating Committee Appointment

The President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee consisting of two or more Board members.

### Section 3: Ballot of Nominees

The Nominating Committee will accept nominations from February 1 through March 31. The Committee shall propose, subject to the approval of the Board of Directors, a slate of nominees (ballot) for all Officers and Directors. The ballot shall be communicated to the Chapter by early April for voting on the chapter website. A short biography of each nominee may be included on the website.

### Section 3: Officer and Director Elections

The nominated Officers and Directors shall be elected by a plurality of the votes of the members beginning April 1 and concluding April 30 on the chapter website. Any reservations voiced concerning an elected individual shall be addressed to the Chair of the Nominating Committee.

### Section 4: Officers and Board Installation

Newly elected Officers and Board members shall be installed at the May meeting of each year and shall take office at the beginning of July.

## **Article VII. Chapter Finances**

### Section 1: Fiscal Year

The fiscal year of this Chapter shall be the period July 1 to June 30 unless otherwise established by the Board of Directors.

## Section 2: Dues

Annual dues for Chapter membership shall be determined by the Board of Directors. Payment of dues will be made directly to the ISACA in accord with Article XI of the ISACA's By-Laws.

## Section 3: Audit

The Board of Directors shall provide for an independent review of the financial affairs of the Chapter as requested by the ISACA and at such other times as it may deem advisable.

## **Article IX. Chapter Expenditures**

### Section 1: Member in Good Standing

Funds may not be disbursed to any ISACA member when such member has an outstanding disbursement.

### Section 2: \$750 Expenditure

The entire Board of Directors shall authorize any expenditure over \$750.00, excluding the Monthly Chapter Meeting bill.

### Section 3: \$500 Expenditure

Three Board of Director members, excluding the initiator of such expense, shall approve any expenditure over \$500.00.

### Section 4: \$50 Expenditure

Any expenditure over \$50 will require a receipt in order to be reimbursed.

## **Article X. Chapter Board Meetings**

### Section 1: Board Meetings

This Chapter shall hold at least two board meetings each year, at a time and place as fixed by the Board of Directors.

## Section 2: Special Board Meetings

Special meetings may be called by the President, the Board of Directors, or the International President of the Information Systems Audit and Control ISACA. Two calendar weeks notice shall be given for such a special meeting.

## **Article XI. Chapter Decisions**

### Section 1. Board Votes

Board decisions requiring a vote, can be made electronically in between Board meetings or during a regular or special Board meeting.

### Section 2. Electronic Vote Submission and Reporting

Electronic votes shall be submitted to the Secretary and the results shall be disclosed to the Board by an officer.

### Section 3. Electronic Vote Effective Date

Electronic votes are effective on the date of the announcement of the vote results to the Board.

### Section 4. Documentation of Electronic Vote

The results of any electronic votes shall be reported in the Secretary report at the next Board meeting and documented in the Board minutes.

### Section 5: Tie-Breaking Vote

The President provides the tie-breaking vote, if necessary.

### Section 6: Director Conflict of Interest

Any Director having direct financial involvement in a Board decision must abstain from voting on that decision.

## **Article XII. Chapter Program and Seminars**

### Section 1. Number of Monthly Chapter Meetings

This Chapter shall hold at least nine monthly chapter meetings each year, at a time and place as fixed by the Board of Directors.

### Section 2: Timing of Monthly Chapter Meetings

These meetings are normally held from September each year until May of the following year to minimize the effects of summer vacations.

### Section 3: Seminar Approval

All seminars sponsored by the Chapter shall be considered and negotiated by the Education Committee with final approval by at least three Board members before the contract is ratified.

## **Article XIII. Parliamentary Authority**

All points not specifically covered in these By-Laws shall be governed by the rules contained in Robert's Rules of Order Revised.

## **Article XIV. Chapter By-Law Amendments**

### Section 1: By-Laws Amendment and Adoption

These By-Laws may be amended and adopted by a two-thirds vote of the total number of Directors then in office. Notice of the amendment shall be presented at any regular chapter meeting so the membership is aware of the change. Any member disagreeing with any changes shall make it known in this meeting for consideration by the Board.

### Section 2: By-Law Amendment Coordination

All amendments adopted by this Chapter shall be submitted to the ISACA Board of Directors for approval before becoming effective.

### Section 3: ISACA Bylaws

When, as, and if amendments to the ISACA By-Laws shall have an effect on this Chapter's By-Laws, such amendments shall automatically become effective for this Chapter. Notice in writing shall be sent to the membership.

## Appendix A. Policy for Joint Meetings

This appendix does not require the approvals as required for the bylaws. It provides the policy followed for joint meetings, which changes as agreements change. As of 2006, Snyder's' Willow grove Restaurant is the primary location for the chapter's monthly meetings and the Maritime Institute is the location for our seminars.

Our agreement for any joint monthly meeting is host selects date of meeting, location, speaker, topic, meal, and sets fee. Buy-in must be obtained from other organization before any advertising to ensure agreement and that topic and speaker are not duplicative of our programs.

Cost of speaker is host responsibility to include cost of meal, travel, any fees, or gift. This way, if the host chooses to obtain a high-paid speaker, the other organization is not surprised.

The only cost split for a joint monthly meeting is the cost of meal and location. It is normally by number of attendees. However, if Snyder's is selected as location, we must follow Snyder's current policy effective January 2006 and split the cost based on the number of registrants or numbers called in to Snyder's.

Fortunately, because costs are shared in a joint meeting, the cost split based on registrants is not set in stone. If there are changes in attendees from registrants, each organization can offset each other for a fair distribution of cost. We follow three rules described below with examples below the rules.

<b>Rule</b>	<b>Split Based on Rule</b>
1. Attendees Greater than Number of Registrants	Split based on number of attendees.
2. Attendees Less than Number of Registrants	Split based on number of registrants.
3. Attendees Equal Number of Registrants	Split based on number of attendees.

Rule 1 Example - If 50/25 register and 60/20 attend = 60/20 split.

Rule 2 Example - If 50/25 register and 40/25 attend = 50/25 split.

Rule 3 Example - If 50/25 register and 27/48 attend = 27/48 split.