



*Information Systems  
Audit and Control  
Association*

**BOISE CHAPTER**

**BYLAWS**

(As Amended June 2000)

**Article I**      **Name**

The name of this organization will be the Information Systems Audit and Control Association (ISACA), Inc., and hereinafter referred to as the “Association”.

**Article II**      **Purpose And Objectives**

The primary purpose of the Association 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 1986 Internal Revenue Code.

More specifically, the objectives of the Association are to:

1. promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of AUDIT and INFORMATION SYSTEMS CONTROL
2. encourage a free exchange of information systems audit techniques, approaches, and problem solving by its members
3. provide adequate communication to keep members abreast of current events in information systems and auditing which can be beneficial to them and their employers
4. communicate to management and to information systems professionals the importance of establishing controls necessary to ensure the effective organization and utilization of data processing resources.

**Article III**     **Membership**

Membership in this Chapter will be in accordance with Article II of the Association Bylaws.

**Article IV**     **Finances**

Section 1:     Fiscal Year

The fiscal year of this Chapter will be the calendar year unless otherwise established by the Board of Directors.

Section 2:     Dues

- a. Annual dues for chapter membership will be as determined by the Board of Directors. Annual International dues will be those established by the International Board of Directors and will be paid to the International Treasurer.
- b. A Chapter reinstatement fee, to be determined by the Board of Directors, but not to exceed Five U.S. dollars, along with the fee charged by the Association, will be paid for the reinstatement of members who have been dropped from the membership roll because of resignation or non-payment of Chapter or Association dues as specified in Article II Section 209 of the Association Bylaws.

**Article V**     **Board Of Directors**

Section 1:     Organization

The Board of Directors will consist of the Officers and immediate Past President of this Chapter and four elective members. If possible, all board members with exception of the Past President will be elected each year and will serve until their successors will have been elected.

Section 2:     Vacancies

If the office of any currently elected Director, specified in Section 1 of this Article, becomes vacant for any cause, a majority of the remaining members of the Board of Directors then in office, will appoint a Chapter member to serve out the remaining portion of the term.

Section 3:     Duties and Responsibilities

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The Board of Directors will be the governing body of this Chapter. Its actions will be final, unless otherwise specifically provided by these Bylaws.

Section 4:     Audit

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

Section 5:     Removal

Any or all Board members may be removed without cause by an affirmative two-thirds vote of the members entitled to vote upon the election of such Board member.

Section 6:     Committee Directors

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

Section 7:     Membership Status

Only regular members in good standing, as specified in Article II of the Association Bylaws, will be eligible to serve on the Board of Directors.

Section 8:     Meetings

- a. The Board of Directors will meet monthly or as deemed necessary during the administrative year at a time and place selected by the Board.
- b. Meetings may be called at any time by the President or three members of the Board.
- c. For the transaction of business requiring a vote, a majority of the Board of Directors then in office will constitute a quorum.
- d. At all meetings of the Board of Directors, the President if present will act as Chairperson. In the Presidents absence, the Vice-President will act as Chairperson if present. In the absence of the President and Vice-President, the Secretary will preside until the election of a Chairperson pro-temp, which should take place immediately. The members of the Board who are present in person, will by majority vote, choose one among them to act as Chairperson for that meeting only.
- e. Notice of meetings of the Board of Directors will be given to each Director in writing not less than two days in advance of the meeting or as the Board may otherwise direct but no failure in delivery of

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such notices will invalidate the meeting or any action or proceedings taken at that meeting. Notice may be waived by unanimous consent of the Directors in writing.

**Article VI**      **Officers And Duties**

Section 1:      Officers

The Officers of this Chapter will be President, Vice President, Secretary, and Treasurer.

Section 2:      Duties of the President

The President will, subject to the control of the Board of Directors:

1. serve as Chairperson of the Board of Directors
2. be the Chief Executive Officer of the Chapter
3. supervise, direct, and control the business and affairs of the Chapter
4. preside at all meetings of the membership
5. be ex-officio, a member of all committees except the Audit and Nominations Committees
6. have general powers, the duties and management usually vested in the office of the President
7. have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws
8. serve as a member of the Regional Chapters President Council.

Section 3.      Duties of the Vice President

The Vice President will:

1. report to the President
2. In the absence of or disability of the President perform all the duties of the President

Section 4:      Duties of the Treasurer

The Treasurer will:

1. report to the President

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2. provide financial statements to the President and other board members at board meetings.
3. be responsible for the financial affairs of the Chapter.
4. be responsible for the performance of all duties incident to the office of the Treasurer and assigned by the Board of Directors
5. have the power to appropriately receive and disburse the funds of the Chapter, subject to the restrictions that may be imposed by the Board of Directors
6. submit books and records for audit when required.
7. file any and all tax forms required.

Section 5: Duties of the Secretary

The Secretary will:

1. report to the President
2. be responsible for the Chapter's legal affairs
3. retain critical Chapter documents
4. be responsible for the performance of all duties incident to the office of the Secretary including the keeping of meeting minutes

**Article VII**    **Committees**

Section 1: Standing Committees

Standing committees will include the: Audit, Nominations, College Relations, Education, Certification, Membership, Program, and Publications Committee.

- a. The Chairperson of these Committees will be appointed by the President and ratified by the Board of Directors.
- b. Each Committee Chairperson will appoint the members of their committee, subject to the approval of the President

Section 2: Audit Committee

The Audit Committee will

1. report to the Board of Directors

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2. review the chapter's accounts and financial records for accuracy and completeness at the administrative year-end and at the change of officers, whether the change be by election or vacancy.

Section 3: Nominations Committee

The Nominations Committee will:

1. report to the Board of Directors
2. solicit suggestions for likely candidates for the Board of Directors
3. submit the slate of candidates to the Board of Directors for approval 60 days prior to elections.

Section 4: College Relations Committee

The College Relations Committee will:

1. report to the President
2. plan for the short and long-term direction of the Chapter relative to the involvement of the academic community.

Section 5: Education Committee

The Education Committee will:

1. report to the President
2. plan, organize and execute the annual program of seminars and conferences.

Section 6: Certification Committee

The Certification Committee will:

1. will report to the President
2. promote certification in the Chapter.

Section 7: Membership Committee

The Membership Committee will:

1. report to the President
2. coordinate the recruiting efforts members.
3. conduct an annual membership campaign

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Section 8: Program Committee

The Program Committee will:

1. report to the President
2. prepare and recommend the Chapter meeting programs.

Section 9: Publications Committee

The Publications Committee will:

1. report to the President
2. publish the chapter's monthly newsletter for the administrative year.

Section 10: Other Committees

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

Section 11: Committee Ex-officio Member

The President will be ex-officio member of all committees except the Audit and Nominations Committees.

**Article VIII: Nominations And Elections**

Section 1: Nominations

The Nominations Committee will present a list of nominations for all Board members to the membership at the regular May Chapter Meeting. The list of nominees must first be submitted to the Board of Directors for approval 60 days prior to elections. Nominations may be taken from the floor.

Section 2: Election Timing

Annual elections of all Board members, with tabulated results, will be held at the May Chapter Meeting.

Section 3: Majority Vote

A majority vote of the members present and voting at the meeting will elect the new Board members.

Section 4: Installation Date

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Newly elected Board members will take office at the beginning of the administrative year.

**Article IX: Meeting**

Section 1: Meeting Frequency

The Chapter will hold at least nine regular monthly meetings during the administrative year, at a time and place fixed by the Board of Directors. The Board has the latitude to change the number of monthly meeting as deemed necessary.

Section 2: Special Meeting

Special meetings may be called by the President, the Board of Directors, or the International President of the ISACA Association, Incorporated. One calendar week notice, in writing to the entire membership, will be given of such special meetings.

Section 3: Membership Voting

For the transaction of Chapter business requiring a vote, twenty percent of its paid membership will constitute a quorum.

Section 4: Meeting order

Business and Board meetings will be conducted under the rules contained in Robert's Rules of Order Revised. In those cases where the rules are in conflict with the Bylaws, the Bylaws will govern.

**Article X Amendments**

Section 1: Specifics

These Bylaws may be amended at any regular meeting or a special meeting called for this purpose. The vote must be by a two-thirds margin by the members present. The amendment must first have been adopted by two-thirds of the Board of Directors then in office. Notice of the amendment and the meeting must be sent to the entire membership at least ten days prior to the date of the meeting.

Section 2: International Amendments

As the International Association's Bylaws have a direct effect on this chapter's Bylaws, any amendments will automatically become effective for this Chapter. Notice in writing will be sent to the membership.

**Article XI**      **Other Provisions**

Section 1:      Administrative Year

The administrative year will be effective from July 1 through June 30.

**Article XI**      **Dissolution**

Section 1:      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 Executive Director 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, or the appropriate country governing code with the approval of the Association's International President and Executive Director. 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.