

**Bylaws of the
Utah Chapter of the
Information Systems Audit and Control Association**

Article I

Name

The Name of this association shall be the Utah Chapter of the Information Systems Audit and Control Association.

Article II

Purpose and Objectives

Section 1:

Purpose

The primary purpose of the Association is to promote the professional 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 Auditing, Security, and Control, pursuant to Section 501(c)(6) of the Internal Revenue Code of 1954.

Section 2:

Objectives

More specifically, the objectives of the Association are:

- (a) To promote the education of, and help expand the knowledge and skills of its members in the inter-related fields of Information Systems Auditing, Security, and Control.
- (b) To encourage a free exchange of IS audit techniques, approaches, and problem solving by its members.
- (c) To provide adequate communication to keep members abreast of current events in IS and auditing which can be beneficial to them and their employers.
- (d) To communicate to management, and to systems and IS 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 shall be in accordance with Article III or the International Bylaws.

Section 1:

Eligibility

Any person interested in the purpose and objectives of the Association as stated in Article II of these Bylaws may become a member of the Association, subject to the Bylaws of the Association and to rules established by the Board.

Section 2:

Membership in Affiliated Chapters

Members in chapters affiliated with the Association are automatically members of the Association.

Section 3: Students

Full-time students currently enrolled in degree programs of recognized colleges or universities may be enrolled as student members upon proof of such enrollment submitted annually, under rules which shall be adopted by the Board.

Section 4: Members in Good Standing

Members who maintain their membership by payment of dues as required under the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privileges of membership.

Section 5: 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 paid or any right to a pro-rata or other share of the assets of the Utah chapter.

Section 6: Termination

(a) At any meeting at which a quorum is present, the Board, acting in good faith, may by a two-thirds vote of those present, terminate the chapter membership of any member who in its judgment has violated these Bylaws, or Code of Ethics of the Association, or who has been guilty of conduct detrimental to the best interests of the Association, provided that such person shall have been granted an opportunity of a hearing before the Board. The Board shall cause at least thirty days notice of the hearing, including the reasons for termination, to be given in writing to the member against whom charges may be preferred, such notice shall be delivered by registered mail to the last address shown in the Association's records for such member. A vote of termination by the Board shall be final and shall cancel all rights, interest, or privileges of such member in the service or resources of the Association.

(b) Membership shall also be terminated if payment of the annual Association dues has not been received by the Information Systems Audit and Control Association administrative offices before the end of the two months subsequent to the end of the dues billing cycle.

Article IV

Finances

Section 1: Fiscal Year

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

Section 2: Dues

- (a) Annual dues for chapter membership shall be as determined by the Board of Directors.
- (b) A reinstatement fee, to be determined by the Board of Directors, shall be paid for the reinstatement of members who have been dropped from the membership roll because of non-payment of national and chapter dues as specified in International Bylaws.

Section 3: Assessments

There shall be no assessments imposed except as approved by a two thirds vote of the total membership of the Board then in office and by a majority of the members of the chapter voting by ballot on the question.

Article V Board of Directors

Section 1: Composition of the Board of Directors

The Board of Directors of the Information Systems Audit and Control Association Utah Chapter shall consist of the officers of this chapter, the immediate Past President, and a minimum of two (2) and maximum of five (5) elective Board members, all of whom except the immediate Past President shall be elected each year and shall serve until their successors shall have been elected and installed. Each officer and director shall serve no more than two (2) consecutive elective years in the same office.

Section 2: Vacancies

If the office of any director or officer, specified in Section 1 of this article, shall become vacant for any cause before the next scheduled election for the position, a majority of the remaining members of the Board of Directors then in office shall appoint a chapter members to fill the unexpired portion of the director's term.

Section 3: Duties and Responsibilities of the Board of Directors

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.

Section 4: Annual Audit of Chapter's Finances

- (a) The Board of Directors has the responsibility to assure that adequate provisions are made for an annual audit of the financial affairs of the chapter managed by the Board and officers, and also at such other times as may be deemed necessary in the circumstances.
- (b) The preferred method for conducting this annual audit shall be that the chapter' Standing Audit Committee, described in Article VII, Section 1 of these Bylaws, conduct the audit and issue the report.
- (c) The chapter's annual audit shall be conducted as of the balance sheet date of the outgoing terms of office of the chapter's officers and directors. The audit shall cover the twelve month period of financial

affairs conducted by the chapter during the immediately ending term of office.

- (d) Upon completion of the annual audit, the conclusions and recommendations shall be presented in a written audit report, such report provided by the Chairperson of the Standing Audit Committee to both the incoming and outgoing chapter officers and directors. The audit report shall also be made available for review to chapter members as requested after notification by the President to chapter members that the audit has been completed.

Section 5: Eligibility of Chapter Members to Serve as a Director

Only regular chapter members in good standing shall be eligible to serve on the Board of Directors.

Section 6: Frequency of Board Meetings

- (a) The Board of Directors shall hold at least two meetings during the membership year.
- (b) Meetings may be called at any time by the President or at least 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) At all meetings of the Board of Directors, the President, if present, shall act as Chairperson. In the absence of the President, the Vice President shall be the Chairperson, if present. In the absence of both the President and Vice President, the Secretary shall act as Chairperson. In the absence of the President, Vice President, and Secretary, 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.
- (e) Notice of meetings of the Board of Directors shall be given to each director in writing in advance of the meeting or as the Board may otherwise direct, but no failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings thereat. Notice may be waived by unanimous consent of the directors, in writing.

Article VI

Officers and Duties

Section 1: Designation of Officer Positions

The officers of this chapter shall be President, Vice President, Secretary, and Treasurer.

Section 2: Duties of the President

- (a) The President shall serve as Chairperson of the Board of Directors, and shall in addition, be the Chief Executive Officer of the chapter.

- (b) The President shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the chapter.
- (c) The President shall preside at all meetings of the membership.
- (d) The President shall be ex-officio a member of all Committees, except the Nominating Committee and the Audit Committee.
- (e) The President shall have:
 - (1) The general powers, duties, and management usually vested in the office of the President and;
 - (2) Such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws.
- (f) The President or his/her designee shall attend the Regional Presidents Council when said meetings are called. The chapter shall pay from its funds the deductible fee assigned by the International Association for the expenses of this travel.

Section 3: Duties of the Vice President

- (a) 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.

Section 4: Duties of the Secretary

- (a) The Secretary shall report to the President and shall be responsible for the legal affairs; chapter reports, membership records, and such other duties as may be authorized and delegated by the Board of Directors.
- (b) The Secretary shall keep the roll of the membership chapter.
- (c) The Secretary shall keep minutes of the proceedings at the regular membership and Board of Directors meetings.
- (d) The Secretary shall preserve communications pertaining to the affairs of the chapter.

Section 5: Duties of the Treasurer

- (a) The Treasurer shall report to the President and shall be responsible for the financial affairs of the chapter.
- (b) The Treasurer shall be responsible for the performance of all duties incident to the office of the Treasurer and for such other duties as may from time to time be assigned to the Treasurer by the Board of Directors.
- (c) The Treasurer shall have authority to receive and disburse chapter funds, subject to such restrictions as may be imposed by the Board of Directors, as shall be required to conduct the affairs and the carrying on of the chapter's business.

Section 6: Eligibility of Members to Serve as a Chapter Officer

Only chapter members in good standing shall be eligible to serve as a chapter officer.

Section 7: Removal of Officers and Directors

- (a) The Board may declare vacant the office of a director or officer who has been declared of unsound mind by a final order of court, or convicted of a felony, or who has an excessive number of unexcused absences from Board meetings.
- (b) Any or all directors or officers may be removed without cause by the affirmative vote of a majority of the members entitled to vote upon the election of such director or officer at a duly held meeting at which a quorum is present, or by written ballot. Any or all additional officers appointed may be removed without cause by a majority vote of the Board only.
- (c) Removal of any officer who is a director shall constitute removal of that person as both an officer and director. Removal of any director shall constitute removal of that person as both director and officer.

Article VII Committees

Section 1: Designation of Standing Committees

- (a) The Chapter Standing Committees shall be:
 - (1) The Membership Committee
 - (2) The Luncheon Programs Committee
 - (3) The Luncheon Logistics Committee
 - (4) The Seminar Programs Committee
 - (5) The Publicity Committee
 - (6) The Publications (*Control Point*) Committee
 - (7) The Nominating Committee
 - (8) The Audit Committee
 - (9) The Hospitality Committee
 - (10) The CISA Committee
 - (11) The Research Committee
- (b) The Chairpersons of the Standing Committees shall be appointed by the President and ratified by the Board of Directors.
- (c) Each Standing Committee Chairperson shall appoint the members of their committee, subject to the approval of the President and the Board.
- (d) The Nominating Committee shall consist of the current President, and the two immediate Past Presidents.
- (e) The responsibilities of the Standing Committees designated by Article

VII, Section 1a, are as follows:

- (1) The Membership Committee is responsible for recruiting new chapter members; maintaining a current list of all chapter members and providing an official copy to the chapter Secretary; and publishing the annual chapter membership director.
- (2) The Luncheon Program Committee is responsible for arranging the speakers for monthly luncheons.
- (3) The Luncheon Logistics Committee manages the facility arrangement for the luncheon; selects the luncheon menu; manages the reservations of members planning to attend the luncheon; maintains CPE attendance records; prepares and distributes CPE training certificates; and records the collection of luncheon receipts received and processed by the Treasurer.
- (4) The Seminars Committee is responsible for making all arrangements (facilities, location, speakers, attendance, registration, CPE certificates, etc.) for continuing professional education seminars other than those at monthly chapter luncheons.
- (5) The Publicity Committee is responsible for publicizing chapter activities in the local newspapers, such as the time and location of monthly luncheons, etc.
- (6) The Publications (Control Point) Committee is responsible for all activities relating to publishing the chapter's monthly newsletter, the Control Point. These responsibilities include writing articles, obtaining articles from other chapter members, newsletter printing, and mailing to chapter members.
- (7) The Nominating Committee is responsible for selecting a slate of candidates for officers and directors for the next year.
- (8) The Audit Committee is responsible for conducting the annual audit of the chapter's financial affairs.
- (9) The Hospitality Committee is responsible for all work needed to manage the chapter's annual social event(s).
- (10) The CISA Committee is responsible for managing a review program for CISA examination candidates, arranging instructors for the CISA examination course domains and proctoring the annual CISA examination.
- (11) The Research Committee is responsible for providing the Publications Committee with periodic articles for the Control Point covering topics that will affect chapter members, such as articles on emerging technologies in Information Systems or new audit techniques or requirements that will potentially impact chapter members.

Article VIII

Nominations and Elections

Section 1:

Annual Election of Officers and Directors

An annual election of all officers and directors shall be held by mail ballot prior to the regular May meeting of the chapter.

Section 2:

Selection of Slate of Candidates

- (a) The Nominating Committee shall consist of the current chapter President, and the two immediate Past Presidents.
- (b) The Nominating Committee shall present a list of nominations for all

officers and directors to the membership at the regular April meeting of the chapter.

(c) Other nominations may be made from the floor.

Section 3: Election

The officers and directors nominated shall be elected by a plurality of the votes of the members. Voting shall be by mail ballot.

Section 4: Installation of Officers and Directors

Newly elected officers and Board Members shall be installed at a special installation meeting held in June of each year and shall take office immediately thereafter.

Article IX: Meetings

Section 1: Minimum Number of Chapter Meetings

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

Section 2: Special Meetings

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

Section 3: Quorum for Chapter Business

For the transaction of chapter business requiring a vote, forty percent of the paid membership shall constitute a quorum.

Article X Parliamentary Authority

Section 1: Procedures Not Covered by These Bylaws

All points not specifically covered by these Bylaws shall be governed by the rules contained in *Robert's Rules of Order, Newly Revised*.

Section 2: Amendment of Bylaws

These Bylaws may be amended at any regular meeting or any special meeting called for purpose, by a two-thirds vote of the members present, provided such amendment has been adopted by two-thirds of the total number of directors then in office. Notice of such amendment must be sent with the notice of such meeting at least two weeks prior to the date of the meeting.

Section 3: Submission of Bylaws to ISACA International

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

Section 4: Changes in ISACA International Bylaws

When, and if amendments are made to the International Bylaws, such amendments shall automatically become effective for this chapter. Notice in writing shall be sent to the membership.

Article XI Distribution of Chapter Bylaws

Section 1: Copy to Officers and Directors at Start of Term of Office

The President of the Utah chapter is responsible to provide incoming officers and directors with an approved copy of these chapter Bylaws at the start of their terms of office.

Section 2: Copy to Members upon Approval

Upon revision and approval of these Bylaws, the Utah chapter President is responsible to assure that an approved copy of these Bylaws is provided to each chapter member and a copy is made available for future review by any interested parties.

Section 3: Copy to New Chapter Members

Upon a new member joining the chapter, the Utah chapter President is responsible to assure that an approved copy of these Bylaws is provided to each new chapter member.

Article XII Dissolution of Chapter

Section 1: Before the chapter may be dissolved, a vote from two-thirds of the membership is required. In the event that the chapter is dissolved, any remaining funds shall be distributed proportionally to the members of the chapter.