

Effective July 1, 2003

**Article I:** Name

The name of this organization shall be the Information Systems Audit and control Association, Western Michigan Chapter, Inc. (hereinafter referred to as the “Chapter”), a Chapter affiliated with the Information Systems Audit and Control Association (hereinafter referred to as the “Association”).

**Article II:** Purpose and Objective

Section 1: “The primary purpose of the Association is to promote the education of the individual for the improvement and development of his/her capabilities relating to the auditing of and/or management consulting in the field of Information Systems, pursuant to Section 510 (c) (3) of the 1954 Internal Revenue Code.”

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 interrelated fields of AUDITING and INFORMATION SYSTEMS; (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; and (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 of the Association Bylaws.

**Article IV:** Finances

Section 1: Fiscal Year

The fiscal year of this chapter shall be July 1 through 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.

**Article V:** Board of Directors

Section 1: The Board of Directors shall consist of the elected chapter members to the offices of President, Vice President, Treasurer, Secretary and the assumed position of Past President, and also includes the Board appointed position of Director at Large and CISA Coordinator. The

Board shall be at least fifteen percent (15%) of the registered members, not to exceed seven (7), four (4) of whom shall be elected each year, two Board appointed positions, and the Past President. These Board members shall serve until their successors have been elected or appointed. Each Officer and Director shall serve no more than two (2) consecutive elective years in the same office, unless no other nominations are raised. The immediate past president shall also serve on the Board for a term of one year.

Section 2: Vacancies

If the office of any Director, specified in Section 1 of this Article, shall become vacant for any cause, 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 this 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 Bylaws.

The Board of Directors shall 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 4: Each Director shall serve as chairman of such committees as may be assigned by the President, and ratified by the Board.

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

Section 6: Meetings

Meetings

- a. The Board of Directors shall meet at least a minimum of 4 times annually and at a 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 shall constitute a quorum.
- d. At all meetings of the Board of Directors, the President, if present, shall act as Chairman. In the president's absence, the Chairman shall be the Vice President, if present. In the absence of both the President and the Vice President, the Secretary shall preside until the selection of a Chairman pro-tem, 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 Chairman for that meeting.

- e. Notice of meetings of the Board of Directors shall 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 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: The Officers of this Chapter shall be President, Vice President/Program Chair, Secretary, and Treasurer.

Section 2: Duties of the President

The President shall serve as chairman of the Board of Directors and shall, in addition, be the chief executive officer of the Chapter and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Chapter. He or she shall preside at all meetings of the membership. He or she shall be ex-officio a member of all committees except the Nominating Committee and shall have the general powers and duties and management usually vested in the office of the President, and he or she

shall have such other powers and duties as may be prescribed by the Board of Directors or by the Bylaws. He or she shall serve as a member of the regional Chapter's Presidents Council.

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. Vice President shall also Chair the Program Committee.

Section 4: Duties of the Treasurer

The Treasurer shall report to the President and shall be responsible for the financial affairs of the Chapter, for the performance of all duties incident to the office of Treasurer and such duties as may from time to time be assigned to him or her by the Board of Directors. He or she shall have power to receive and to disburse such funds of the Chapter, subject to such restrictions as may be imposed by the Board of Directors, as shall be required in the conduct of its affairs and the carrying on of its activities.

Section 5: Duties of the Secretary

The Secretary shall report to the President and shall be responsible for the legal affairs, chapter reports, membership records, and such other

duties as maybe authorized and delegated by the Board of Directors.

The Secretary shall keep the roll of the Membership of the Chapter; shall keep minutes of the proceedings at the Regular Membership and Board of Directors meetings; shall preserve communications pertaining to the affairs of the Chapter.

Section 6: Only chapter members shall be eligible to serve as officers.

**Article VII:** Committees

Section 1: Standing Committees shall be: the Membership Committee, the Program Committee, the Publicity Committee, the Publications Committee, the Nominating Committee, and the Audit Committee.

- a. The Chairman of these Committees shall be appointed by the President and ratified by the Board of Directors.
- b. With the exception of the Nominating Committee, each Committee Chairman shall appoint the members of his or her committee, subject to the approval of the President.
- c. The Nominating Committee shall be appointed by the President and approved by the Board of Directors.

Section 2: Other committees shall be appointed by the President whenever deemed

necessary, subject to the approval of the Board of Directors.

Section 3: The President of this Chapter shall be ex-officio member of all committees except the Nominating Committee.

**Article VIII:** Nominations and Elections

Section 1: Annual election of all Officers and Directors shall be held no later than May 15 of the fiscal year.

Section 2: Nominations

- a. The President shall appoint, subject to the approval of the Board of Directors, a Nominating Committee. The Nominating Committee shall present, subject to the approval of the Board of Directors, a list of nominations for all Officers and Directors to the membership no later than May 1 for the fiscal year.
- b. Other nominations may be submitted from the chapter membership.

Section 3: The Officers and Directors nominated shall be elected by a plurality of the submitted votes of the current members. Ballots and voting can be done at a scheduled meeting or through email.

Section 4: Newly elected Officers and Board members shall take office effective

beginning of chapter fiscal year (July 1) for a twelve (12) month term.

**Article IX:** Meetings

Section 1: This chapter shall hold, at a minimum, 8 hours of continuing education and networking annually at a place selected by the Board.

Section 2: Special meetings may be called by the President, the Board of Directors, or the International President of the Information Systems Audit and Control Association, Inc. One calendar week notice shall be given of such special meeting.

Section 3: For the transaction of Chapter business requiring a vote, twenty percent of its paid membership shall constitute a quorum.

**Article X:** Parliamentary Authority

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

**Article XI:** Amendments

Section 1: These Bylaws may be amended at any regular meeting, or any special meeting called for this purpose, by a two-thirds ( $\frac{2}{3}$ ) vote of the members present, provided such amendment has been adopted by two-thirds ( $\frac{2}{3}$ ) of the total number of Directors then in office. Notice of

such amendment shall be sent with the notice of such meeting at least ten (10) days prior to the date of the meeting.

Section 2: When, as and if amendments to the Association Bylaws shall have an effect on this Chapter's Bylaws, such amendments shall automatically become effective for the Chapter. Notice in writing shall be sent to the membership.