

ARTICLE I. NAME

The name of this non-union, non-profit organization shall be the Denver Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (hereinafter referred to as "Association") The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

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 Information Systems audit, control, and security. The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members and other interested parties in the interrelated fields of auditing, security, and Information Systems audit and control;
- To encourage a free exchange of Information Systems audit and control, and security techniques, approaches, and problem solving among its members;
- To promote adequate communication to keep members abreast of current events in Information Systems audit and control, and security fields that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and other Information Systems professionals the importance of establishing standards and controls necessary to ensure the effective organization and utilization of Information Technology resources; and
- To promote the Information Systems profession as a career course available to any qualified and interested individual.

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 coexistent. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Active members shall be entitled to vote and hold office.
- B. Retired Member any member, 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 shall be entitled to vote and hold office at the Chapter level.

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 the Association.
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association application and dues for that individual.

Section 3. Dues

- A. Chapter dues shall be payable by January 1st 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.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.

ARTICLE IV. CHAPTER MEETINGS

- Section 1. The regular meeting of the Chapter shall be held during the third week of each month during the Chapter year (Sept-May), unless otherwise ordered by the Chapter Board.
- Section 2. The regular meeting in May shall be known as the annual meeting and shall be for the purpose of installing officers receiving reports of officers and committees, and for any other business that may arise.
- Section 3. Special meetings may be called by the President or by the Chapter Board and shall be called upon by two or more members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least ten business days notice shall be given.
- Section 4. Thirty members shall constitute a quorum at any regular or special meeting.

ARTICLE V. CHAPTER OFFICERS

Section 1. Chapter Officers

The Officers of the Chapter shall be a President, Executive Vice President, Education Vice President, Membership Vice President, Secretary, Treasurer, and immediate Past President.

Section 2. Term of Chapter Office

- A. The Officers, except the immediate Past President, shall be elected annually for a term of one 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 6/1/xx and continue through 5/31/xx.
- B. No member shall hold more than two Chapter office(s) at a time, and no member shall be eligible to serve more than three consecutive terms in the same Chapter office.

Section 3. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws and the parliamentary authority adopted by the Chapter. Although some duties may be delegated, the lines of reporting and oversight are the responsibility of the officer who delegated the responsibility.

A. The Chapter President shall:

- Preside at all meetings of the Chapter and the Board.
- Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board.
- Be an ex-officio member of all committees except the Nominating Committee.
- Represent the Chapter at Leadership Conferences and Regional Presidents Council Meeting(s).
- Maintain communications with the Association and respond to Association inquiries.
- Be responsible for submission of the chapter annual report to the Association within 30 days after the annual meeting.
- Supervise budgetary matters and proper internal control of finances.
- Perform other duties as they pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Executive Vice President shall:

- Perform the duties of the President in the event of his/her absence or disability.
- Chair the Communications/Newsletter committee.
- Chair the Facilities Committee.
- Coordinate and delegate the duties of Webmaster for the Chapter.
- Perform other duties as pertain to this office.

- C. The Chapter Education Vice President shall:
- Perform the duties of the President or Executive Vice President in the event of his/her absence or disability.
 - Chair the Education Committee.
 - Coordinate the education functions for the Chapter.
 - Perform other duties as they pertain to this office.
- D. The Chapter Secretary shall:
- 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.
 - Perform other duties as they pertain to this office.
- E. The Chapter Treasurer shall:
- Be custodian of Chapter funds.
 - Collect all unpaid program fees.
 - Receive all monies and disburse funds only upon the sanction of the Chapter board or the Chapter membership.
 - Remit dues to the Association as required.
 - Submit monthly financial reports to the Chapter Board for approval.
 - Submit an annual and monthly written report to the Chapter Membership.
 - Prepare an annual budget for the Chapter.
 - Submit books and records for audit when required.
 - File any and all tax forms required.
 - Perform other duties as they pertain to this office.
- F. The immediate Past President of the Chapter shall:
- Serve in an advisory capacity.
 - Perform other duties as they pertain to this office.

Section 4. Chapter Vacancies

- A. If a vacancy should occur in any office except that of immediate Past President, the vacancy shall be appointed by the Chapter Board.
- B. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- C. If a 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. A Nominating Committee shall be elected by the Chapter Board at its January meeting.
- B. The Nominating Committee shall nominate candidates for offices to be filled at the annual meeting.
- C. The Nominating Committee shall report to the membership at the regular meeting in April.
- D. Nominations from the floor shall be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. Officers shall be elected by electronic voting at the May regular meeting.
- B. In the event there is more than one candidate for any office, voting on that office shall also be by electronic voting.
- C. Electronic voting will also be used for voting on chapter business.

ARTICLE VII CHAPTER BOARD OF DIRECTORS

Section 1. Chapter Board of Directors shall consist of the officers, and appointed Committee Chairpersons.

Section 2. Duties

The Board of Directors shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings.
- B. Make recommendations to the membership.
- C. Be subject to the orders of the membership.
- D. Meet at times and places determined by the Chapter Board.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Authority

The Chapter Board shall have authority to:

- A. Expend funds allotted in the approved budget.
- B. Authorize non-budgeted expenditures not to exceed \$1000 without prior approval of the membership.
- C. Chapter Board may discuss Chapter business utilizing alternative forms of communications such as email and telephone.
- D. Chapter Board will utilize the chapter website as the official means of communication to the membership.

Section 4 Quorum - A majority of the Chapter Board shall constitute a quorum. The Chapter Board may utilize alternate forms of communication such as email or telephone to obtain a quorum.

Section 5. Insurance - The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

ARTICLE VIII. CHAPTER COMMITTEES

Section 1. There shall be the following standing committees: membership, education, certification, audit, facilities, and special projects.

Section 2. Duties of standing committees

- A. The Membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign.
- B. The Education committee shall recommend, develop, oversee, and maintain records for seminars and programs of continuing professional education.
- C. The Certification committee shall recommend, develop, coordinate and promote the CISA and CISM review courses offered to certification candidates.
- D. The Audit committee shall be appointed by the Chapter Board whose duty shall be to audit the Chapter accounts at the close of the fiscal year and to report at the annual meeting.
- E. The Facilities committee shall coordinate the facilities for seminars and programs of continuing professional education including obtaining location and meal accommodations and maintaining Chapter members' reservations and attendance records.
- F. The Sponsorship committee shall develop, recommend and manage appropriate corporate sponsorship relationships.
- G. A Special Projects committee (as need arises) shall perform duties as deemed appropriate by the Chapter Board.

ARTICLE IX. 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 Chief Executive Officer 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 the International office. All net assets shall go to welfare, education or Civic project designated by the Chapter membership, pursuant to Section 501 (C) (6) of the US Internal Revenue Code, with the approval of the Association's International President and Chief Executive Officer.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *Robert's Rules of Order, Newly Revised*, shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Chapter may adopt.

ARTICLE XI. AMMENDMENT OF CHAPTER BYLAWS

The Chapter shall forward all bylaw amendments to the Association, with amendment(s) indicated, as the Association Membership Board must give approval to all bylaw amendments prior to submitting for vote by the chapter membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws with the Association's bylaws and applicable country requirements.

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of those Chapter members in attendance, provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed to the entire Chapter membership at least (10) days prior to the meeting at which it will be considered.