

**BYLAWS OF THE SAN ANTONIO/SOUTH TEXAS CHAPTER OF THE
INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION**

Effective: 4/11/2008

Article I. Name

The name of this non-union, non-profit organization shall be the San Antonio/South Texas Chapter of The Information Systems Audit and Control Association (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (hereinafter referred to as the "Association").

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 IS audit and control. The objectives of the Chapter are:

- To promote the education of and help expand the knowledge and skills of its members in the interrelated fields of auditing, quality assurance, security, and IS audit and control;
- To encourage a free exchange of IS audit and control, quality assurance., and security techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IS audit and control, quality assurance, and security fields that can be of benefit to them and their employers, and;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources.

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 co-extensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Active members in good standing shall be entitled to vote and hold office.
- B. Retired Member - any member in good standing, 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 in good standing 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 dues for that individual.

Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January 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 90 days shall no longer be deemed a Chapter member in good standing.
- 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 meetings of the Chapter shall be held at least 4 times a year as determined by the Board.
- Section 2. The regular meeting in May shall be known as the annual meeting and shall be for the purpose of electing and 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 written request by fifteen (15) members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least three (3) days notice shall be given.
- Section 4. A majority of the members participating in the vote shall elect the Officers and Directors during the annual election period in May. Additionally, a two-thirds (2/3) vote of members present at a general meeting, or special meeting, may adopt new by-laws, provided that the amendment has been distributed to the membership, in either electronic or hardcopy format, at least ten (10) days prior to the meeting at which the vote is considered.

Article V. Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of the Chapter Officers and the Chapter Directors.

- A. Chapter Officers - The Officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, and immediate Past President.
- B. Chapter Directors – Director of Meeting Arrangements, Director of Awards, Director of CISA Development, Director of Student Affairs, Director of Membership, and Director of Publications

Section 2. Term of Chapter Office

- A. The Chapter Officers and Chapter Board of Directors, except the immediate past president, shall be elected annually for a term of one (1) 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 in June after installation of officers.
- B. No member shall hold more than one (1) office at a time, and no member shall be eligible to serve more than three (3) consecutive terms as a Chapter Officer. There will be no limit on the number of terms and individual can serve as a Chapter Director.

Section 3. Duties of Chapter Officers

The Chapter Officers and Directors shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

- A. The Chapter President shall:
 - 1. Preside at all meetings of the Chapter and the Board

2. Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board
 3. Be an ex-officio member of all committees except the Nominating Committee
 4. Represent the Chapter at Leadership Conference/Presidents Council Meeting(s) or appoint a representative to represent the Chapter at such events
 5. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board
- B. The Chapter Vice President shall:
1. Perform the duties of the President in the event of his/her absence or disability
 2. Chair the Education committee
 3. Perform other duties as pertain to this office
- C. The Chapter Secretary shall:
1. Take minutes of the meetings of the Chapter Board
 2. Maintain accurate lists of the membership, and attendance records
 3. Be responsible for the legal affairs, Chapter reports, and maintain copies of official communications and correspondence pertaining to the Chapter
 4. Perform other duties as pertain to this office
- D. The Chapter Treasurer shall:
1. Be custodian of Chapter funds
 2. Receive all monies and disburse funds only upon the sanction of the Chapter Board, or the Chapter membership
 3. Remit dues to the Association as required
 4. Submit a written report at each regular meeting
 5. Submit books and records for an independent review when required
 6. File any and all tax forms required
 7. Perform other duties as pertain to this office
- E. The immediate Past President of the Chapter shall:
1. Serve in an advisory capacity
 2. Chair the Nominations Committee
 3. Perform other duties as pertain to this office
 4. Serve an additional term, if the current President is re-elected

Section 4. Duties of Chapter Directors

The Chapter Directors shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

- A. The Director of Seminars shall:
1. Be responsible for seminar arrangements
 2. Perform other duties as pertain to this office
- B. The Director of Awards shall:
1. Be responsible for the Chapter program for member recognition
 2. Perform other duties as pertain to this office
- C. The Director of CISA Development shall:
1. Be responsible for Chapter programs in support of the CISA designation.
 2. Serve as the CISA Coordinator for the Chapter
 3. Perform other duties as pertain to this office
- D. The Director of Student Affairs shall:
1. Be responsible for Chapter programs intended to foster student and faculty interest in the Chapter and the Association
 2. Perform other duties as pertain to this office
- E. The Director of Membership shall:
1. Be responsible for stimulating growth in membership and maintaining the Chapter membership contact information
 2. Perform other duties as pertain to this office
- F. The Director of Publications shall:

1. Be responsible for maintaining the Chapter website and the publication of the Chapter newsletter
2. Perform other duties as pertain to this office

Section 5. Chapter Vacancies

- A. If a vacancy should occur in any office, except that of immediate Past President, the Chapter Board shall fill the vacancy.
- B. If a vacancy occurs in the office of the Past President, the vacancy may remain until filled by routine succession or may be filled by the Board of Directors with any former president who is currently a member of the Chapter.
- 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 of at least two members shall be elected by the Chapter Board at their March 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. Each candidate shall have consented to serve.
- D. Nominations from the floor shall be permitted prior to the election via online survey to be conducted by the Nominating Committee. Any nominee from the floor must consent to serve prior to being elected.

Section 2. Chapter Elections

- A. Officers shall be elected by online ballot. The ballot will be sent out 20 days prior to the May meeting.
- B. A majority of the members participating in the online ballot shall elect the Officers and Directors at the annual election meeting in May.

Article VII. Chapter Board of Directors

Section 1. Chapter Board of Directors shall consist of the Chapter Officers and Chapter Directors.

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 least bimonthly at a time and place determined by the Chapter Board
- E. Ensure an independent review of the prior year's financial statement is completed by October of the next chapter year
- F. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

Section 3. Authority - The Board of Directors shall have the authority to approve the expenditure of all funds. All expenditures in excess of \$750 will require documented Board approval by a majority of the Board.

Section 4. Quorum - A majority of the Chapter Board shall constitute 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. As the Chapter Board deems necessary the following ad-hoc committees are officially authorized: membership, education, certification, audit, long range planning, bylaws.

Section 2. Duties of ad-hoc committees - The duties of ad-hoc committees shall be determined by the Board at the time of formation. An ad-hoc committee will be assigned specific goal(s) to achieve at the time the committee is formed.

Article IX. Dissolution

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.

Article X. Parliamentary Authority

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.

Article XI. Amendment of Chapter Bylaws

These bylaws may be amended at any regular meeting by a two-thirds (2/3) vote of the Chapter membership in attendance, provided that the amendment has been distributed to the membership, in either electronic or hardcopy format, at least ten (10) days prior to the meeting at which the vote is considered.