

## **Bylaws of ISACA Slovenia Chapter**

Effective: 4 March, 2014

## **Statut Slovenskega odseka ISACA**

Veljaven od: 4. marca 2014

### **Article I. Name**

The name of this non-union, non-profit organization shall be Slovenski odsek ISACA, the English name ISACA Slovenia Chapter, hereinafter referred to as "Chapter", a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the "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, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.

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 IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- To promote the Association's professional certifications and IT governance.

### **Article III. Membership and Dues**

#### *Section 1. Classifications and Qualifications*

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- A. 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. Members shall be entitled to vote and to 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. Student members shall be entitled to vote and hold office at the Chapter level.

#### *Section 2. Admission*

- 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.
  4. Follow the Code of Professional Ethics of 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 60 days shall no longer be deemed a member, unless otherwise determined by the Association.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.

**Article IV. Chapter Meetings**

*Section 1. Educational sessions*

Educational sessions of the Chapter membership shall be held on the first Tuesday of each month, unless otherwise determined by the Chapter Board.

*Section 2. Annual General Meeting*

The annual general meeting shall be held no later than March and shall be for the purpose of electing officers, receiving and approving reports of the Chapter Board and committees, approving the annual budget and for any other business that may arise.

*Section 3. Special Meetings*

Special meetings may be called by the President, the Chapter Board or upon written request by 10 of the members. The purpose of the meeting shall be stated in the call.

*Section 4. Mail or Electronic Voting*

If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

*Section 5. Quorum for Chapter Meetings*

The quorum for any annual general or special meeting shall be 30 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time will be communicated to members.

*Section 6. Act of the Membership*

The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership.

*Section 7. Notification*

Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10 days in advance of any special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

**Article V. Chapter Officers**

*Section 1. Chapter Officers*

The Officers of the Chapter shall be from 7 to 10 in number, constituting President, Vice President, Secretary, Treasurer and Immediate Past President, the rest shall be Coordinators.

*Section 2. Term of Chapter Officers*

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected.
- B. No member shall hold more than 2 Chapter offices at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.
- C. The exception to the rule from Section 2.B. could be any of the Coordinator offices, if so agreed by the Chapter Board.

*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.

- A. The Chapter President shall:
- Preside at meetings of the Chapter and the Chapter Board,
  - Appoint all committee chairpersons and members,
  - Be an ex-officio member of all committees except the Nominating Committee,
  - Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
  - Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees,
  - Maintain communications with the Association and respond to Association enquiries,
  - Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
  - Supervise budgetary matters and proper internal control of finances, and
  - 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:
- Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
  - Perform the duties of the President in the event of his/her absence or disability, and
  - Perform other duties as pertain to this office.
- C. The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
  - Maintain accurate attendance records,
  - Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
  - Assist the President in the administration of Chapter membership meetings, and
  - Perform other duties as pertain to this office.
- D. The Chapter Treasurer shall:
- Be custodian of Chapter funds,
  - Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
  - Remit dues to the Association as required,
  - In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
  - Submit annual financial statements for presentation to the membership at the annual general meeting,
  - Submit books and records for audit when required,
  - File any and all tax forms required, and
  - Perform other duties as pertain to this office.
- E. The Immediate Past President of the Chapter shall:
- Provide advice and guidance to the new President and Chapter Board, and
  - Perform other duties as pertain to this office.

The Chapter Board shall appoint two Coordinators to govern at least one of the following areas, and allocate the rest of the areas to other Chapter Officers:

- F. The Communications Coordinator shall:
- Maintain electronic lists of members and guests,
  - Forward information on events and other pertinent information to e-mail lists,
  - Be responsible for the content of Chapter websites and maintain their currency
  - Identify and use other means of disseminating information about events and the chapter, where appropriate, and
  - Perform other duties as pertain to this office.
- G. The Membership Coordinator shall:
- Maintain accurate lists of membership,
  - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
  - Report on membership data from the Association,
  - Coordinate plans for maintaining and Increasing Chapter membership, and

- Perform other duties as pertain to this office.
- H. The Certification Coordinator shall:
- Maintain resource material related to ISACA certifications,
  - Promote ISACA accreditations within the Chapter membership, including exam preparation sessions,
  - Maintain exam participation rate to sustain the local area as an exam writing site,
  - Report to Chapter Board on exam results,
  - Act as a liaison between exam participants and the Association, and
  - Perform other duties as pertain to this office.
- I. The IT Governance Coordinator shall:
- Encourage Chapter membership to participate in review of Association standards and guidelines,
  - Promote CGEIT accreditation within the Chapter membership,
  - Provide liaison with Association re: IT governance issues and approaches to dissemination,
  - Assist in the inclusion of IT governance presentations in the chapter education sessions,
  - Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,
  - Stay current with the offerings of the Association as related to COBIT and other IT-governance resources
  - Work to arrange training sessions on COBIT
  - Assist in expanding awareness and use of COBIT, and
  - Perform other duties as pertain to this office.
- J. The Marketing Coordinator shall:
- Conduct general marketing and publicity of the Chapter, the Association, of ISACA certifications and COBIT, and any other new initiative,
  - Coordinate initiatives involving partnerships and alliances,
  - Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
  - Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
  - Perform other duties as pertain to this office.
- K. The Academic Relations Coordinator shall:
- Provide liaison with academic institutions,
  - Establish opportunities to brief appropriate classes of academic institutions on ISACA, ISACA certifications and IT governance,
  - Coordinate scholarship initiatives approved by the Chapter Board,
  - Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions, and
  - Perform other duties as pertain to this office.

#### *Section 4. Chapter Officer Vacancies*

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.
- C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- D. 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 3 members, one member of the board, not being the president, and two nonmembers of the board, shall be elected by the Chapter Board at their September meeting.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting. The solicitations can be by e-mail, mail, in person announcements at educational sessions, in any other form determined by the Chapter Board or a combination thereof.
- C. The Nominating Committee shall report to the membership at the meeting or in written by e-mail in November.
- D. Nominations from the floor shall be permitted prior to the election. 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 ballot.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.
- C. In the event there is no candidate for any one office, general meeting shall elect another member of the board by number of votes. The appointment of the missing office shall be agreed among Chapter Board members.

## Article VII. Chapter Board

### Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article V, Section 1.

### Section 2. Duties

The Chapter Board 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 once each month at a time and place determined by the Chapter Board,
- E. Decide on cooperation with other organizations, carefully watching for the conflict of interests,
- F. Decide on the issue of chapter certificates, awards and other recognitions of member's contributions,
- G. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Regular or special meetings of the Chapter Board may also be held electronically, via a conference meeting or by email. Electronic meetings must be arranged at least 48 hours in advance of the call or the mailing. The chair has to determine the voting results at the end of each voting and make them transparent to all participants. The minutes of the meeting shall be approved at the next in-person meeting.

### Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget;
- B. Authorize non-budgeted expenditures not to exceed 3,000 USD without prior approval of the general meeting.

### Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from 1 January to 31 December unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

### Section 5. Insurance

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

### Section 6. Quorum

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting. In the event of a tie the vote of the president shall decide.

## Article VIII. Chapter Committees

- A. The Chapter Board shall act as the Program Committee with the objective of developing and implementing the Chapter education, training and development events for the year.
- B. Other special committees may be created as deemed necessary by the Chapter Board.

## Article IX. Indemnification

The Chapter shall indemnify any and all of its coordinators or officers or former coordinators or officers or any person who may have served at its request or by its election as a coordinator or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been coordinators or a coordinator or officer of the corporation or of such other corporation, except in relation to matters as to which any such coordinator or officer or former coordinator or officer or person shall be adjudged in such ac-

tion, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested coordinators or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

#### **Article X. Dissolution**

If dissolution of the Chapter becomes inevitable, 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 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 International Headquarters. All net assets shall go to go to the Section of certified auditors of information systems at The Slovenian Institute of Auditors, Ljubljana or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

#### **Article XI. Parliamentary Authority**

The rules contained in the current edition of *Roberts 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 XII. Amendment of Chapter Bylaws**

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

Chapter bylaw amendments will be approved, at chapter general or special meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board shall conduct an annual comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.