

BYLAWS OF ISACA KENYA CHAPTER

Effective: *5th April 2007*

ARTICLE I **NAME**

The name of this non-union, non-profit organization shall be the ISACA Kenya 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 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, IS audit and control, and IT governance;
- To encourage an open exchange of IS audit and control, quality assurance, IT governance, 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, security and IT governance practice areas that can be of benefit to them and their employers,
- To communicate to management, auditors, universities, and to professionals the importance of establishing controls necessary to ensure the effective organization and utilization of IT resources; and
- Promote the Association's professional certifications

ARTICLE III **MEMBERSHIP AND DUES**

SECTION 1 **CLASSIFICATIONS AND QUALIFICATIONS**

- A. Membership in the Association is a requirement for membership in the Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.
- B. Member - any person committed to 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 hold office.
- C. Retired Member – any member who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall not be entitled to vote and hold office at the Chapter Board level
- D. Student Member – any student currently enrolled in a fulltime degree or diploma program of an accredited university or college, subject to rules established by the Association Board. Proof of enrollment shall be submitted annually to the Association. Student members shall not 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 together with Association dues on or before 1 January of each year, in an amount determined by the Chapter and Association Boards respectively.

B. A member whose dues are in arrears for more that 60 days shall no longer be deemed a member.

C. A member shall forfeit 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 on the second (2nd) Thursday of each month, unless otherwise ordered by the Chapter Board.

Section 2. The regular meeting in February shall be known as the Annual General Meeting and shall be for the purpose of election of auditors, receiving reports of officers and committees. Election of Chapter Officers will be conducted at every other AGM.

Section 3. Special meetings may be called by the Chairman or by the Chapter Board and shall be called upon written request by thirty five (35) members. The purpose of the meeting shall be stated in the call. Print or electronic means may be used for purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of the laws. Voting by proxy will not be allowed.

Section 4. Except in cases of emergency, members shall be given at least twenty-one (21) days notice for a general meeting and special meeting.

Section 5. Quorum – Thirty Five (35) members of the Chapter shall constitute a quorum at any regular or special meeting.

ARTICLE V

CHAPTER OFFICERS

Section 1. Chapter Officers
The Chairman, Vice Chairman, Secretary, Treasurer, Certification Coordinator and immediate Past Chairman, and three (3) directors shall be the Chapter Officers.

Section 2. Term of Chapter Office

- A. The Chapter Officers, except the immediate Past Chairman, 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 one (1) Chapter office at a time, and no member shall be eligible to serve more than two (2) 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.

A. The Chapter Chairman shall:

- Preside at all meetings of the Chapter and the Chapter Board
- Appoint, with the approval of the Chapter Board, all standing committee chairs and other committee members.
- Be an ex-officio member of all committees except the Nominating Committee
- Represent the Chapter at Leadership Conference / President's Council meeting(s)
- Maintain communications with the Association and respond to Association inquiries
- Supervise budgetary matters and proper internal controls of finances
- Chair the Bylaws committee

B. The Chapter Vice Chairman shall:

- Perform the duties of the Chairman in the event of his/her absence or disability
- Direct, coordinate and report on the activities of all standing and select committees to the Board
- Chair the Education/Programs committees and long range planning committees
- Establish and maintain relationships with other professional associations

C. The Chapter Secretary shall:

- Take minutes of the meetings of the Chapter Board and membership meetings
- 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
- Be responsible for submitting the chapter annual report to the Association within 30 days after the annual general meeting

D. The Chapter Treasurer shall:

- Be custodian of Chapter funds
- Receive and bank 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 a written report at each regular meeting
- Submit books and records for audit when required
- File any and all tax forms required
- Perform other duties as pertain to this office.

E. The Certification Coordinator shall:

- Assist candidates in preparing for the CISA/CISM examinations and assist in administering the examinations
- Recognize members who pass the examinations and/or obtain certification at chapter meetings
- Assist members who have passed the examinations with application for certification
- Promote the CISA/CISM Continuing Education Policy
- Publish the CISA/CISM program within and outside the chapter
- Present the CISA/CISM program to other (non-ISACA) organizations via newsletter or presentation
- Chair the Certification committee

F. The immediate Past Chairman of the Chapter shall:

- Serve in an advisory capacity
- Perform other duties as assigned by the Chairman

SECTION 4 **CHAPTER OFFICER VACANCIES**

- If a vacancy should occur in any office, except that of immediate past Chairman, the vacancy shall be filled by Chapter Board appointment.
- If a vacancy occurs in the office of the immediate past chairman, the vacancy shall remain until filled by routine succession.
- 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 nominating committee of five (5) members shall be selected by the Chapter Board at their April meeting.
- The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual meeting.
- The Nominating Committee shall report to the membership at the regular meeting in June.
- Except for the position of Chapter Chairman, nominations for other positions shall be permitted from the floor 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. There shall be no voting by proxy.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.

ARTICLE VII CHAPTER BOARD

SECTION 1 The Chapter Board shall consist of the Chapter Officers.

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 twelve (12) times at a time and place determined by the Board
- E. Perform the duties prescribed in these bylaws
- F. Meetings of the chapter board may be held electronically or via conference call. A conference meeting must be arranged at least 48 hours in advance of the call.

SECTION 3 **AUTHORITY**

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget
- B. Authorize non-budgeted expenditures not exceeding Kenya Shillings One Hundred and Fifty Thousand Only (Kshs.150,000/=) without prior approval of the membership.

SECTION 4 Quorum - A majority of the Chapter Board shall constitute a quorum.

SECTION 5 Action – The affirmative vote of the majority of chapter officers present at a meeting at which there is quorum shall constitute an act of the Chapter Board

SECTION 6 Insurance - The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

ARTICLE VII CHAPTER COMMITTEES

SECTION 1 There shall be the following standing committees: membership, education, programs, certification, audit, long range planning, and bylaws.

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. When requested by the Association, the local Chapter, through its

- membership committee, shall receive and forward applications for membership to the Association.
- B. The education committee shall recommend and oversee seminars and programs of professional education, except examination review courses
 - C. The Certification committee shall assist the chapter exam coordinator(s) in promoting the examination(s) and professional designation(s) locally, and shall provide assistance in planning and conducting chapter's exam(s) review course(s).
 - D. The audit committee shall be appointed by the Chapter Board. The committee shall complete an annual audit of the records of the Chapter, and report those findings to the Chapter Board at the close of the fiscal year, and to the membership at the annual general meeting.
 - E. The long range planning committee shall review the affairs of the Chapter and make recommendations to the Chapter Board to further the purpose and objectives of the Chapter and the Association.
 - F. The bylaws committee shall be appointed by the Chairman and approved by the Board. The committee shall review any local Chapter bylaws changes and ensure their compliance with the Association's bylaws and applicable country requirements. The committee shall then forward all Chapter bylaws changes to the Association, with changes indicated.

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 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 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 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 be the authority for all matters of procedure for the Chapter not specifically covered by its bylaws and any special rules the Chapter may adopt.

ARTICLE XI AMENDMENT 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 the Chapter membership, 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 twenty one (21) days prior to the meeting at which it will be considered.