

**THE ATLANTA CHAPTER  
OF THE  
INFORMATION SYSTEMS  
AUDIT AND CONTROL ASSOCIATION**



**CHAPTER BY-LAWS  
JULY 2004**

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## **ARTICLE I: NAME**

The name of this non-union, non-profit organization shall be the Atlanta Chapter of the Information Systems Audit and Control Association, Inc. or ISACA Atlanta (hereinafter referred to as "Chapter"). The Chapter is affiliated with the Information Systems Audit and Control Association, Inc. (hereinafter referred to as "International" or "ISACA").

## **ARTICLE II: PURPOSES AND OBJECTIVES**

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 on the field of Information Systems audit and control. To achieve this purpose, the Chapter will be guided by the following objectives:

- a. To promote the education and expand the knowledge and skills of its members in the interrelated fields of auditing, quality assurance, security, and Information Systems audit and control;
- b. To encourage a free exchange of Information Systems audit and control, quality assurance and security techniques and approaches, and discussion of mutual problems among its members;
- c. To provide and promote communication channels that will keep its members abreast of current developments in Information Systems audit and control, quality assurance and security fields that can be beneficial to them and their employers; and
- d. To communicate to management and to those developing and maintaining Information Systems the importance of establishing and ensuring the effective and efficient use of controls necessary to ensure the effective operation and security of Information Technology resources and Information Systems.

## **ARTICLE III: MEMBERSHIP**

### *Section 1: Classifications and Qualifications*

#### a. Active Member

Any person interested in the purpose and objectives of the Chapter shall be eligible for membership in the Chapter, and International, subject to rules established by the ISACA Board. Membership in the Chapter and International is co-extensive. Therefore, upon joining the Chapter, a person shall also join International, with accompanying rights and responsibilities. Active members in good standing shall be entitled to vote and hold office.

#### b. Students

Full-time students currently enrolled in degree granting programs of recognized colleges or universities may be accepted as non-voting and non-office holding members of the Chapter. Proof of full-time student status shall be submitted annually.

#### c. Retired Member

Any member in good standing, who presents proof of retirement status subject to rules established by the ISACA Board, may be eligible for membership. Retired members shall be entitled to vote and to hold office at the Chapter level.

#### d. Other Members

The Board of Directors, at its discretion, may provide for other classes of membership. Such membership classifications shall become effective upon a two-thirds (2/3) vote of the Chapter's Board of Directors.

### *Section 2: Admission*

- a. Potential members shall:
  1. Meet the requirements of membership as outlined in Article III – Section 1
  2. Complete the ISACA membership application form
  3. Pay required dues to the Chapter and International
- b. Membership in International shall be conferred upon an individual when International has received the required application and dues for that individual.
- c. Membership shall become effective upon approval by International and shall be effective at the next regular Chapter meeting. The applicant shall be advised of his/her membership status by International.

### *Section 3: Dues (See also Article VI: Section 2)*

- a. Dues shall be payable on or before January 1<sup>st</sup> of each year in an amount determined by International and the Chapter Board of Directors.
- b. A member whose dues are in arrears for more than sixty (60) days shall no longer be deemed a Chapter member in good standing.

### *Section 4: Members in Good Standing*

Members who maintain their Chapter membership by membership in International and by payment of dues as required under Article III – Section 3 and who abide by and uphold the ideals and objectives of ISACA as outlined by these By-Laws, the Articles of Incorporation, and International's Code of Ethics shall be considered in Members in Good Standing and shall be entitled to full privileges of membership in the Chapter.

### *Section 5: Resignation*

Any member may resign at any time, but such resignation shall not become effective until accepted by the Board of Directors and shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro-rata or other share of the assets of the Chapter. All resignations shall be in writing to the Chapter Secretary who will present the resignation to the Board of Directors for approval.

### *Section 6: Termination/Expulsion*

- a. Membership shall be terminated if payment of the annual Chapter dues has not been received 120 days after the date due.
- b. The membership of any member may be terminated by a two-thirds (2/3) vote of the Board of Directors. A terminated or expelled member is one who, in the Board's judgment, has violated the Articles of Incorporation, the By-Laws of the Chapter, or the Code of Ethics of ISACA or has been found guilty of conduct detrimental to the best interests of the Chapter, International, or individual ISACA members. Prior to termination or expulsion, such person shall be granted an opportunity for a hearing before the Board of Directors. The Board of Directors shall provide at least thirty (30) days notice of the hearing, including the reasons for termination, to the member against whom charges have been made. Such actions and decisions by the Board of Directors shall be final and shall cancel all rights, interests, or privileges of such member in the services or resources of the Chapter.
- c. International shall be notified in writing by the Chapter Secretary within a reasonable time as to any decision to terminate the membership of a member from the Chapter. Such action does not terminate the membership of the member from International.

## **ARTICLE IV: STRUCTURE AND FUNCTION OF THE GOVERNING BODY**

### **A. Board of Directors**

#### *Section 1: Composition of the Board of Directors*

The Board of Directors (hereinafter referred to as "Board") shall be the governing body of the Chapter and shall be composed of:

- a. The Chapter Officers: the President, the Vice President, the Secretary, and the Treasurer
- b. The Immediate Past President (with his/her written consent)
- c. A minimum of two (2) to a maximum of six (6) Committee Directors (volunteers from the general membership) appointed by the Chapter Officers

### **B. Chapter Officers**

#### *Section 1: Officers*

The Officers of the Chapter shall be the President, the Vice President, the Secretary, the Treasurer, and when applicable, the Immediate Past President.

#### *Section 2: Appointment of Officers*

The Officers of the Chapter shall volunteer or be nominated by the Board with the following stipulations:

- a. With the exception of retired members, all other volunteers or nominees must be members in good standing and active practitioners of IT audit principles and methodologies. Retired volunteers or nominees must be members in good standing and have been active practitioners of IT audit principles and methodologies prior to retirement.
- b. The offices of President and Vice President can only be filled by volunteers or nominees who have previously served on the Board for this Chapter or any other chapter affiliated with ISACA.

### **C. Terms of Office**

#### *Section 1: Term of Office*

- a. Each Director shall take office on June 1<sup>st</sup> following the end of the Chapter year or when appointed by the Board of Directors.
- b. With the exception of the Immediate Past President, each Director shall hold office for two (2) Chapter years (ending May 31<sup>st</sup> of the second term), until resignation, or removal from office.
- c. If desired, the Immediate Past President may only serve one (1) term immediately succeeding his/her term as President.
- d. A Director may not hold the same Board position for more than two (2) consecutive terms.

#### *Section 2: Resignation of a Director*

A Director may resign from office. Such resignation must be in writing addressed to the Board, but such resignation shall not become effective until accepted by the Board.

### *Section 3: Removal of a Director*

The Board may remove a Director who in the Board's judgment is not performing the duties of the office. The Director proposed to be removed shall be given a written statement (signed by at least four (4) members of the Board) detailing the reasons upon which the removal is proposed and provided at least thirty (30) days notice of the meeting at which the removal is to be voted upon. The Director proposed to be removed shall be permitted to present a rebuttal before the Board at such meeting.

The Director proposed to be removed shall be removed from office upon two-thirds (2/3) vote of the total members of the Board excluding the Director proposed to be removed. Such action of the Board is final. Such action does not remove the former Director from membership in the Chapter or International.

### *Section 4: Vacancies*

- a. If a vacancy should occur in any office except that of Immediate Past President, the remaining Directors shall appoint a member in good standing to serve the unexpired portion of the vacating Director's term.
- b. If a vacancy should occur in a position designated as Officer, the vacancy shall be filled according to the stipulations outlined in *Appointment of Officers* (Article IV: Heading B: Section 2).
- c. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until filled by routine succession.
- d. If a Director's membership in ISACA shall for any reason terminate, that individual's position on the Board shall automatically become vacant.

## **D. Duties and Responsibilities**

### *Section 1: The Board*

The actions and decisions of the Board shall be final, unless otherwise specifically provided by these By-Laws. The Board shall:

- a. Supervise the affairs and conduct the business of the Chapter in a manner which best serves the interests and goals of the Chapter
- b. Make recommendations and/or take action on behalf of the membership in response to the wants and needs of the membership or International
- c. Provide for an independent audit of the financial affairs of the Chapter at least annually and at such other times as deemed advisable
- d. Cultivate and leverage relationships and resources with regional and national chapters, International, and other IT and audit organizations to better the Chapter
- e. Report necessary Chapter activities, information, or needs to International
- f. Perform the duties of and be responsible for the enforcement of these By-Laws and the parliamentary authority adopted by the Chapter

### *Section 2: The President*

The President shall:

- a. Serve as the executive head of the Chapter and preside at all meetings of the Chapter and the Board

- b. Exercise general supervision of the affairs of the Chapter as well as the actions and resolutions of the Board
- c. Be an ex-officio member of all committees of the Board
- d. Coordinate with International and keep the Board fully informed of relevant concerns and activities
- e. Represent the Chapter at ISACA leadership events and meetings including, but not limited to: the North American Leadership Conference and Regional Presidents Council Meetings (PCM)
- f. Execute other duties pertaining to the office of President or delegated by the Board

*Section 3: The Vice President*

The Vice President shall:

- a. Report to the President and assume the duties of the President in the absence or disability of the President
- b. Actively aid and consult with the President in the supervision of the affairs of the Chapter as well as the actions and resolutions of the Board
- c. Represent the Chapter at ISACA leadership events and meetings including, but not limited to: the North American Leadership Conference and Regional Presidents Council Meetings (PCM)
- d. Execute other actions as may be authorized and delegated by the Board

*Section 4: The Secretary*

The Secretary shall:

- a. Report to the President and serve as the point for legal affairs for the Chapter
- b. Serve as custodian of all documents, reports, communications, and correspondences pertaining to the Chapter
- c. Maintain an accurate record of membership and meeting attendance for the general membership
- d. Prepare the Chapter's Annual Report for submission to International
- e. Keep minutes of Board meeting proceedings, including information such as time, location, attendees, points discussed, decisions reached, actions taken, and next steps (in the Secretary's absence, another Director shall be appointed to keep minutes)
- f. Execute other actions as may be authorized and delegated by the Board

*Section 5: The Treasurer*

The Treasurer shall:

- a. Report to the President and serve as custodian for all Chapter financial affairs and accounts
- b. Review the annual budget at the beginning of each Chapter year and prepare financial statements for the Annual General Meeting (AGM) and governmental agencies as required by the law
- c. Maintain the books and financial records of the Chapter – tracking earnings and expenditures during the course of the Chapter year and investing Chapter funds as directed by the Board
- d. Liaise with the Chapter Auditor for the annual audit of the Chapter's finances

- e. File any and all tax forms required whenever necessary
- f. Receive and disburse funds as required to conduct Chapter affairs and activities upon the sanction of the Board
- g. Execute other actions as may be authorized and delegated by the Board

*Section 6: The Immediate Past President*

The Immediate Past President shall:

- a. Report to the President and serve in an advisory capacity for the Board
- b. Execute other actions as may be authorized and delegated by the Board

*Section 7: Committee Directors*

Each Director on the Board not serving as an Officer shall chair or co-chair at least one (1) committee. The Chairperson of a committee shall:

- a. Determine the number of and recruit members necessary to achieve committee goals and objectives
- b. Submit the committee's budgetary needs and expenses to the Treasurer for review and approval by the Board
- c. Plan and execute the committee's activities and resolutions
- d. Report the committee's progress during monthly Board meetings
- e. Execute other actions as may be authorized and delegated by the Board

*Section 8: Chapter Auditor*

The Chapter Auditor shall be a volunteer who has not served as a member of the Board within the last 2 years. The Chapter Auditor shall:

- a. Audit the books of the Chapter at least annually and at other times as deemed necessary by the Board
- b. Submit a report of any audits performed to the Board and the general membership
- c. Perform all audit work, including workpaper preparation, in accordance with accepted auditing standards

**E. Committees**

*Section 1: Standing Committees*

The Standing Committees shall be: (1) Professional Education & Certification, (2) Membership Services & Public Relations, (3) Corporate Affairs, (4) Academic Affairs, (5) Governance & Research, and (6) IT Infrastructure and Strategy.

While each Committee shall possess distinct and specific goals/projects, all Committees shall endeavor to meet the duties and responsibilities of the Board.

The Board may establish new or dissolve existing committees as deemed necessary through a majority vote of all active Directors.

### *Section 2: Professional Education & Certification Committee*

The Professional Education and Certification Committee shall be chaired by an active Director of the Board and shall:

- a. Collect feedback or suggestions from the membership and the Governance & Research Committee regarding subject matter and training opportunities necessary to meet the professional needs of the Chapter
- b. Plan, organize, and execute educational meetings, seminars, workshops, classes, or other such activities to ensure at least one professional training opportunity every month during the chapter year
- c. Secure the date/time/pricing of speakers and locations and manage registration and catering details for each training/educational event
- d. Coordinate with the Membership Services & Public Relations Committee to ensure appropriate publicity and promotion for training/educational events
- e. Execute other actions as may be authorized and delegated by the Board

### *Section 3: Membership Services & Public Relations Committee*

The Membership Services & Public Relations Committee shall be chaired by an active Director of the Board, who is a current practitioner of IT audit principles and methodologies, and shall:

- a. Maintain membership and event attendance rolls providing monthly updates to the Secretary
- b. Disseminate news concerning the accomplishments of the Chapter and membership
- c. Coordinate with the Professional Education & Certification Committee to promote Chapter training/educational events
- d. Coordinate with International to promote the special activities/events of ISACA and the Chapter
- e. Coordinate with the IT Infrastructure and Strategy Committee to provide the content of the Chapter website
- f. Coordinate with the Board to represent the interests of the membership
- g. Execute other actions as may be authorized and delegated by the Board

### *Section 4: Corporate Affairs Committee*

The Corporate Affairs Committee shall be chaired by an active Director of the Board and shall:

- a. Foster communications with member and non-member companies to develop mutually beneficial relationships between the Chapter and the business community
- b. Promote the events and activities of the Chapter among the business community to cultivate corporate sponsorships and involvement
- c. Coordinate with the Board to represent the interests of the business community
- d. Execute other actions as may be authorized and delegated by the Board

### *Section 5: Academic Affairs Committee*

The Academic Affairs Committee shall be chaired by an active Director of the Board and shall:

- a. Foster communications with universities and educational institutions to develop mutually beneficial relationships between the Chapter and the academic community

- b. Promote the Chapter's events, activities, and Academic Advocate program among the academic community
- c. Coordinate with the Board to represent the interests of the academic community
- d. Execute other actions as may be authorized and delegated by the Board

*Section 6: Governance & Research Committee*

The Governance & Research Committee shall be chaired by an active Director of the Board and shall:

- a. Serve as the liaison between the Information Systems Audit and Control Foundation (ISACF) Research Advisory Committee and the Chapter
- b. Coordinate with the Professional Education & Certification Committee and the Membership Services & Public Relations Committee to explore opportunities and avenues to meet Chapter and/or Committee goals and objectives
- c. Execute other actions as may be authorized and delegated by the Board

*Section 7: IT Infrastructure & Strategy Committee*

The IT Infrastructure & Strategy Committee shall be chaired by an active Director of the Board and shall:

- a. Develop, administer, and maintain the Chapter's web presence as the primary infrastructure of the Chapter's operations
- b. Identify, develop, and implement technology solutions to serve as an enabler of the Board's goals and objectives
- c. Execute other actions as may be authorized and delegated by the Board

## **ARTICLE V: CHAPTER MEETINGS**

*Section 1: Meetings and Authority of the Board*

- a. The Board shall hold monthly meetings at such times and places as it may elect. Attendance at these meetings is limited to the Board unless otherwise determined by the Board, and each Director shall attend (either in person or through conference call) at least 75% of the monthly Board meetings, unless otherwise pre-arranged through a Chapter Officer.
- b. For the transaction of business requiring a vote, the Board members present (either in person or through conference call) constitutes a quorum. All business coming before the Board for approval shall be approved by a majority vote of the quorum, unless otherwise required by these By-Laws.
- c. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of the Board.

*Section 2: General Chapter Meetings*

The Chapter shall hold at least eight Chapter meetings each Chapter year at a time and place as fixed by the Board. These meetings shall provide the membership with opportunities to receive Continuing Professional Education (CPE) credits.

Additional special meetings may be called by the President, the Board, or International. Except in cases of emergency, at least five (5) business days notice shall be given for these meetings.

### *Section 3: Annual General Meeting*

The regular monthly meeting in May shall be known as the Annual General Meeting (AGM) and shall serve the purposes of closing the chapter year, including distributing the Chapter's Financial Statement, receiving relevant reports of Chapter Officers and committees, and transacting any other business that may arise. The date of this meeting shall also be utilized to derive the due date of the Chapter's Annual Report to International.

### *Section 4: Notification of Meetings*

All members in good standing shall be notified in writing of the date, location, agenda, and fees associated with all Chapter meetings open to the general membership. Such communication shall provide at least twenty days (20) days advance notice (except in cases as outlined in Article V: Section 2), but no failure in delivery of such notices shall invalidate the meeting.

### *Section 5: Voting*

All members in good standing and present in person shall be eligible to vote at any meeting transacting business requiring a vote by the general membership (as determined by the Board). A quorum shall be constituted by those present and eligible to vote at any such meeting, and all business requiring approval shall be approved by the majority vote of the quorum, unless otherwise required by these By-Laws.

## **ARTICLE VI: CHAPTER OPERATIONS**

### *Section 1: Fiscal and Operational Year*

The fiscal and operational year of this organization shall be the period from September 1<sup>st</sup> to May 31<sup>st</sup>, unless otherwise determined by the Board.

### *Section 2: Financial Audits*

The annual audit of Chapter financials shall take place within 30 days of the AGM. Other audits shall be performed as sanctioned by the Board or required by law.

### *Section 3: Website Disclaimer and Privacy Policy*

In order to provide an open forum for the exchange of ideas related to IT auditing, the Chapter may publish various articles, training opportunities, advertisements, and other IT/audit-related information through the Chapter website. All statements and opinions included in these publications are those of the author and not necessarily those of the Chapter, unless otherwise explicitly stated. This site may also provide links to 3<sup>rd</sup> party sites relevant to the IT audit community. The Chapter assumes no responsibility for the privacy policies, practices, or content of these linked sites.

All effort has been made to provide as complete and accurate a site possible, but no warranty or suitability is implied. The Chapter will not be held responsible for any misstatements made by reference to the contents of the website which may or may not result in litigation. The Chapter and its web service providers shall have no liability or responsibility to any person or entity with respect to any losses or damages arising from the information contained on the Chapter's website.

The Chapter is committed to protecting the privacy of the membership and other individuals who may utilize the Chapter website. To that end, the Chapter website will not collect personally identifiable information through the use of "cookies" or other tracking mechanisms. Information communicated to the Chapter, such as monthly meeting reservations and seminar requests, is sent via e-mail through the website and not stored on the site itself. The Chapter will not sell or otherwise transfer or disclose personally identifiable information to 3<sup>rd</sup> parties without prior consent (except as may be required by law).

## **ARTICLE VII: DISSOLUTION**

Dissolution of the Chapter shall require that the President or the Board notify ISACA's International President of such intent before a motion to dissolve the chapter is brought before the Board for a vote. Notification to International of the intent to dissolve the Chapter shall be made in accordance with any notification requirements from International. A two-thirds (2/3) vote of the Board shall be required before placing the motion to dissolve the Chapter to the membership for a vote.

To effect dissolution of the Chapter, these By-Laws must be rescinded by a two-thirds (2/3) vote of the Chapter membership. All Chapter members must be given at least thirty (30) days notice of either the meeting called for the purpose of voting on Chapter dissolution or any other means used to solicit a vote from the membership on Chapter dissolution. The meeting notice should detail the purpose, time, and location of the meeting.

In the event of dissolution, the Chapter shall submit written notification to the appropriate parties of ISACA, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or ISACA documents to the International office. All net assets of the Chapter shall be donated to the Information Systems Audit and Control Foundation, pursuant to Section 501 © (6) of the United States Internal Revenue Code with approval of the ISACA's International President and any other parties required by ISACA.

## **ARTICLE VIII: PARLIAMENTARY AUTHORITY**

The rules contained in the most recent publication of Robert's Rules of Order shall be the parliamentary authority for all matters of procedure for the Chapter not specifically covered by these By-Laws.

## **ARTICLE IX: AMENDMENTS**

These By-Laws may be amended, repealed, or added to in the following manner only:

- a. At least one-third (1/3) of the Board may at any time propose the amendment or repeal of any existing provision or the addition of any new provision to these By-Laws. The Board members requesting the change shall present such proposed amendment, repeal, or addition at the next regular meeting of the Board.
- b. At such meeting of the Board, the proposed change to the By-Laws shall be considered and voted upon by the members present. If at least two-thirds (2/3) of the Board vote in favor of such change, the approved amendment, repeal, or addition shall be considered adopted by the Board and effective as sanctioned by the Board. If so determined by the Board, such change shall be presented to the membership for approval.
- c. Changes made to the By-Laws by ISACA at the International level shall be automatically adopted by the Chapter.

## **ARTICLE X: EFFECTIVE DATE**

These By-Laws shall become effective when approved by the Board on July 23, 2004.