

Bylaws of ISACA Belgium Chapter

Effective: ~May 2011

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Belgium 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

Chapter's 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 risk and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, risk 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 risk 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 shall be entitled to 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 not be entitled to vote and shall not be entitled to 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

60 the required Association dues for that individual.

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62 **Section 3. Dues**

- 63 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the
- 64 Chapter Board, plus Association dues.
- 65 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
- 66 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as
- 67 required.
- 68 D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership
- 69 dues.

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71 **Article IV. Chapter Meetings**

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74 **Section 1. Educational sessions**

75 Educational sessions of the Chapter membership shall be held monthly or at least four per year unless otherwise
76 ordered by the Chapter Board.

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78 **Section 2. Annual General Meeting**

79 The regular meeting in April shall be known as the annual general meeting and shall be for the purpose of electing
80 officers, receiving reports of officers and committees, and for any other business that may arise.

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82 **Section 3. Special Meetings**

83 Special meetings may be called by the President, the Chapter Board or upon written request by 20 of the Chapter
84 membership. The purpose of the meeting shall be stated in the call.

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86 **Section 4. Mail or Electronic Voting**

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

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91 **Section 5. Quorum for Chapter Meetings**

92 The quorum for any regular, annual general or special meeting shall be in accordance with the legal requirements
93 specified in the statutes of the ISACA Belgium vzw/asbl.

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95 **Section 6. Act of the Membership**

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

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99 **Section 7. Notification**

100 Members shall be notified 15 days in advance of the annual general meeting. Members shall be notified at least 10
101 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by
102 postal mail, by email or by telephone.

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104 **Article V. Chapter Officers**

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106 **Section 1. Chapter Officers**

107 The Officers of the Chapter shall be between 5 and 10 in number, constituting:
108 President, Vice President, Secretary, Treasurer, Immediate Past President, up to 5 directors shall be the Chapter
109 Officers.

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111 **Section 2. Term of Chapter Officers**

- 112 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of 3 years, or until
- 113 their successors are elected and assume office, or until they resign or are removed from office. The term
- 114 of office shall begin at the close of the annual meeting at which they are elected.
- 115 B. No member shall hold more than 2 Chapter offices at a time, and no member shall be eligible to serve
- 116 more than two consecutive terms in the same Chapter office.

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118 **Section 3. Duties of Chapter Officers**

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

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122 A. The Chapter **President** shall:
- 123 • Preside at meetings of the Chapter and the Board,
 - 124 • Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board,
 - 125 • Be an ex-officio member of all committees except the Nominating Committee,
 - 126 • Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences
 - 127 and functions, where appropriate,
 - 128 • Present an annual report to members at the annual general meeting - such report to consist of reports
 - 129 from various Chapter officers and committees,
 - 130 • Maintain communications with the Association and respond to Association enquiries,
 - 131 • Be responsible for submission of the chapter annual report to the Association within 30 days after the
 - 132 annual general meeting,
 - 133 • Supervise budgetary matters and proper internal control of finances, and
 - 134 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
 - 135 Board.
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137 B. The Chapter **Vice President** shall:
- 138 • Preside at meetings of the Chapter and the Board, in the absence of the President,
 - 139 • Perform the duties of the President in the event of his/her absence or disability, and
 - 140 • Perform other duties as pertain to this office.
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142 C. The Chapter **Secretary** shall:
- 143 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,
 - 144 and maintain a copy of the records,
 - 145 • Maintain accurate attendance records,
 - 146 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
 - 147 • Assist the President in the administration of Chapter membership meetings, and
 - 148 • Perform other duties as pertain to this office.
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150 D. The Chapter **Treasurer** shall:
- 151 • Be custodian of Chapter funds,
 - 152 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
 - 153 carrying on of its activities or as directed by the Chapter Board,
 - 154 • Remit dues to the Association as required,
 - 155 • Submit a written report at each regular meeting,
 - 156 • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US
 - 157 dollar credit account held at the Association,
 - 158 • Submit annual financial statements for presentation to the membership at the annual general meeting, and
 - 159 for inclusion in the Chapter Annual Report,
 - 160 • Submit books and records for audit when required,
 - 161 • File any and all tax forms required, and
 - 162 • Perform other duties as pertain to this office.
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164 E. The **Immediate Past President** of the Chapter shall:
- 165 • Provide advice and guidance to the new President and Board, and
 - 166 • Perform other duties as pertain to this office.
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168 F. The **Director Communications** and Marketing shall:
- 169 • Maintain electronic email lists of members and guests,
 - 170 • Forward information on events and other pertinent information to email lists,
 - 171 • Identify and use other means of disseminating information about events and the chapter, where
 - 172 appropriate (example: web postings, etc), and
 - 173 • Perform other duties as pertain to this office.
 - 174 • Conduct general marketing and publicity of the Chapter, ISACA certifications, ISACA deliverables and
 - 175 the Association,
 - 176 • Coordinate initiatives involving partnerships and alliances,
 - 177 • Acquire any required marketing materials from ISACA International as authorized by the Board,
 - 178 Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which

179 the Chapter may issue, authorize or sponsor under the direction of the Chapter Board

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- 181 G. The **Director Membership** shall:
- 182 • Maintain accurate lists of membership,
 - 183 • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy
 - 184 issues,
 - 185 • Report on membership data from the Association,
 - 186 • Coordinate plans for maintaining and Increasing Chapter membership, and
 - 187 • Perform other duties as pertain to this office.
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- 189 H. The **Director Certification** shall:
- 190 • Maintain resource material related to certifications,
 - 191 • Promote accreditation within the Chapter membership, including exam preparation sessions,
 - 192 • Maintain exam participation rate to sustain the local area as an exam writing site,
 - 193 • Report to Chapter Board on exam results,
 - 194 • Act as a liaison between exam participants and the Association, and
 - 195 • Perform other duties as pertain to this office.
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- 197 I. The **Director Education/Knowledge** shall:
- 198 • Supervise the education/knowledge committee
 - 199 • Be responsible for the oversight of the education and knowledge development
 - 200 • Perform other duties as pertain to this office.
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- 202 J. The **Director of Academic Relations** shall:
- 203 • Provide liaison with academic institutions,
 - 204 • Establish opportunities to brief appropriate classes of academic institutions on ISACA, ISACA
 - 205 certifications and IT governance,
 - 206 • Coordinate scholarship initiatives approved by the Board,
 - 207 • Liaise with appropriate professors, and where appropriate take steps to establish an "Academic
 - 208 Advocate" program in local academic institutions, and
 - 209 • Perform other duties as pertain to this office.

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211 **Section 4. Chapter Officer Vacancies**

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- 213 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice President.
- 214 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall
- 215 be filled by the Chapter Board.
- 216 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled
- 217 by routine succession.
- 218 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's
- 219 position as Chapter officer shall automatically become vacant.
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221 **Article VI. Nominations and Elections**

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223 **Section 1. Chapter Nominations**

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- 225 A. A Nominating Committee of 3 members shall be elected by the Chapter Board at their January meeting.
- 226 B. The Nominating Committee shall solicit nominations from the Chapter membership, shall verify by end
- 227 of February the nominations received and by end of March shall nominate candidates for functions to be
- 228 filled at the annual general meeting.
- 229 C. The Nominating Committee shall report to the membership at the regular meeting in April.
- 230 D. Nominations from the floor shall not be permitted prior to the election.
- 231 E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement
- 232 and Conflict of Interest form. The Nominating Committee shall evaluate possible conflicts of interest in
- 233 relation to chapter offices.
- 234 F. The Nominating Committee shall evaluate the performance of an officer and may propose dismissal.
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236 **Section 2. Chapter Elections**

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- A. Officers shall be elected by ballot.

238 B. In the event there is only one candidate for any office, voting on that office may be by voice.
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240 **Article VII. Chapter Board**
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242 ***Section 1. Composition of the Chapter Board***
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244 A. The Chapter shall consist of the officers listed in Article V, Section 1.
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246 ***Section 2. Duties***
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248 The Chapter Board shall:

- 249 A. Supervise the affairs and conduct the business of the Chapter between business meetings
 - 250 B. Make recommendations to the membership
 - 251 C. Be subject to the orders of the membership
 - 252 D. Meet at least quarterly at a time and place determined by the Chapter Board
 - 253 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
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255 ***Section 3. Financial Authority***
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257 The Chapter Board shall have the authority to:

- 258 A. Approve the annual budget
 - 259 B. Expend funds allotted in the approved budget
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261 ***Section 4. Fiscal Year & Annual Financial Statements***
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- 263 A. The fiscal year of the Chapter shall run from 1st of January till 31 of December unless otherwise
264 established by the Chapter Board.
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- 266 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter
267 Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual
268 Report to the Association.
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270 ***Section 5. Insurance***

271 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the
272 Chapter.
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274 ***Section 6. Quorum***

275 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.
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278 **Article VIII. Chapter Committees**
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280 ***Section 1. Standing Committees***
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282 There shall be the following standing committees:
283 program/education, and certification.
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285 ***Section 2. Duties of Standing Committees***
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- 287 A. There shall be a Program/Education Committee, with its own Chair, with the objective of developing and
288 implementing the Chapter training and development events for the year.
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- 290 B. The certification committee shall assist the chapter Certification coordinator in promoting the
291 certification examinations and professional designations locally, and shall provide assistance in planning
292 and conducting chapter's exam review courses.
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296 ***Section 3. Special Committees***
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298 Other committees may be created as necessary by the chapter board.

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Article IX. Indemnification

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director 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 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, 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 directors 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 be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Belgian law.

Article XI. Parliamentary Authority

The rules contained in current Belgian law 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 Membership Board 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 any chapter 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 a periodic, ideally 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 requirements.

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