

## Bylaws of Slovenia Chapter

Effective: 20. 03. 1995

### Article I. Name

The name of this non-union, non-profit organization shall be the **Slovenia Chapter** (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 coextensive. 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 shall not 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
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual

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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 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 on the **first Tuesday** of each month, unless otherwise ordered by the Chapter Board.

Section 2. The regular meeting in **September** shall be known as the annual meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special meeting may be called by the President or by the Chapter Board and shall be called upon written request by **one quarter of all** members. The purpose of the meeting shall be stated in the call. Except in cases of emergency, at least **14** days notice shall be given.

Section 4. **51** percent of the membership shall constitute a quorum at any regular or special meeting.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be a President, Vice President, Secretary, Treasurer, and immediate Past President

Section 2. Term of Chapter Office

- A. The Officers, except the immediate Past President, shall be elected annually for term of **one** 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 on **1. 10.** and continue through **30. 9.**
- B. No member shall hold more than **one** Chapter office at a time, and no member shall be eligible to serve more than **two** of 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 President shall:
- Preside at all meetings of the Chapter and the Board
  - Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board
  - Be an ex-officio member of all committees except the Nominating Committee
  - Represent the Chapter at Regional President Council Meeting(s)

- 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:
- Perform the duties of the President in the event of his/her absence or disability
  - Chair the **membership, education and certification** committee
  - Perform other duties as pertain to this office
- C. The Chapter Secretary shall:
- Take minutes of the meetings of the Chapter Board
  - 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
  - Perform other duties as pertain to this office
- D. The Chapter Treasurer shall:
- Be custodian of Chapter funds
  - Receive 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 immediate Past President of the Chapter shall:
- Serve in an advisory capacity
  - Perform other duties as pertain to this office

Section 4. Chapter Vacancies

- A. If a vacancy should occur in any office, except that of immediate Past President, the vacancy shall be filled by the Chapter Board.
- B. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- 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 **three** members shall be selected at a regular meeting in the month of **May**, a Nominating Committee shall be elected by the membership.
- 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 **June**. Each candidate shall have consented to serve.
- D. Nominations from the floor shall not be permitted prior to the election.

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.

Article VII. Chapter Board of Directors

Section 1. Chapter Board of Directors shall consist of the officers.

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 others of the membership
- D. Meet **ones a month** at time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

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 to exceed **3,000.00 USD** without prior approval of the membership

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. There shall be the following standing committees:

- membership, education and certification,
- audit.

Section 2. Duties of standing committees

- A. The membership, education and certification 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.
  - recommend and annual audit of the records of education of the Chapter, and report those findings to the Chapter Board.
  - complete an annual audit of the records of certification of the Chapter, and report those findings to the Chapter Board.
- B. The audit committee shall complete an annual audit of the records of the Chapter, and report those findings to the Chapter Board.

Article IX. Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the 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 the International office. All net assets shall go to The Slovenian Institute of Auditors, Ljubljana.

Article X. Parliamentary Authority

The rules outlined in the International Association bylaws shall be the authority for all matters of procedures not specifically covered in these bylaws.

Article XI. Amendment of Chapter ~~Board~~ *Bylaws*

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 fourteen (14) days prior to the meeting at which it will be considered.

## Phase II

### Chapter Business Plan

Official Chapter Name: Slovenia Chapter

Projected Number of Chapter Members in 12 Months: 25

Current Funds in Treasury (in US\$ amount): 0

Projected Treasury Balance in 12 Months: 10.000\$

Number and Type of Sessions, Meetings, Seminars planned for the year:

1. Cosponsoring the Third International Information Systems Audit Conference  
Sponsors: The Slovenian Institute of Auditors  
Slovenia Chapter ISACA
2. Audit Software - Workshop
3. Education for CISA examine first step

Number of CISA's involved with Chapter at present time: -

Is CISA Co-ordinator identified on previous page? Do you plan a CISA event to promote and explain the CISA program during the next 12 month? When is this event scheduled?

The Vice President is in charge of CISA co-ordination.

CISA promotion will be part of the Third International Information Systems Audit Conference on September 13-15, 1995.