

**AMENDED AND RESTATED BYLAWS
OF
INFORMATION SYSTEMS AUDIT AND CONTROL ASSOCIATION, INC.
A California Nonprofit Mutual Benefit Corporation**

ARTICLE I.

Section 1.1 Name. The name of the corporation is Information Systems Audit and Control Association, Inc. (the "Corporation"). The Corporation is often referred to by an acronym of its name: "ISACA."

Section 1.2 Principal Office. The Board of Directors of the Corporation (the "Board") shall fix the location of the principal office of the Corporation at any place within or outside the State of California. The Board may, by resolution, change the principal office from one location to another. Additional offices may be established and maintained at such place or places as the Board may from time to time designate.

ARTICLE II.

Section 2.1 General Purpose. The Corporation has been formed under the California Nonprofit Mutual Benefit Corporation Law ("Corporations Code") for the purposes described in the Corporation's Articles of Incorporation. The Corporation is organized and shall be operated within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended.

ARTICLE III.

MEMBERSHIP

Section 3.1 Qualifications and Classes of Membership.

(a) Voting Members. Unless changed by an amendment to these Bylaws, the Corporation shall have one class of Voting Members, which shall be referred to as a "Professional Membership". Any person dedicated to the purposes of the Corporation shall be eligible for a voting membership on acceptance of the membership application by the Corporation and timely payment of such dues, fees and assessments as the Board may fix from time to time. All references to "member" or "members" in these Bylaws shall be to Voting Members only.

(b) Non-Voting Members. The Board may refer to persons associated with the Corporation who have no voting rights as "members" and adopt policies and procedures for the admission of such persons. Such persons are not "members" within the meaning of Section 5056 of the California Nonprofit Corporation law. Unless changed by an amendment to these Bylaws, the only classes of Non-Voting Membership are a "Student Membership" and "Other Non-Voting membership." The Corporation shall determine in its discretion who is eligible for a "Student Membership". All individuals referred to as members that are designated as anything other than a "Professional member" or "Student Member" shall be deemed to be an "Other Non-Voting Member".

Section 3.2 Rights of Membership. All members in good standing shall have the right to vote, as set forth in these Bylaws, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, and on

any election to dissolve the Corporation. In addition, members shall have all additional rights required to be afforded to members under the Corporations Code. If the Corporation is dissolved, assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Corporation and provision for any other payment required under applicable law shall be distributed as provided in the Corporation's Articles of Incorporation.

Section 3.3 Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board or the Board's designee, the dues, fees, and assessments in amounts to be fixed from time to time by the Board or the Board's designee. The dues shall be paid to the Treasurer or his or her designee as approved by the Board. The Treasurer or his or her designee shall remit applicable chapter dues collected to the applicable chapter no later than sixty (60) days following receipt of remittance unless otherwise requested by the chapter.

Section 3.4 Members in Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these Bylaws and who are not suspended shall be members in good standing.

Section 3.5 Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Death of the member;
- (c) Expiration of the period of membership, member's failure to pay dues, fees, or assessments in compliance with terms as set by the Board;
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Termination of membership under Section 3.7 of this Article based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has violated the Corporation's Code of Professional Ethics, or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests.

In the event the membership of a Director or an Elected Officer is terminated for any reason, his or her position as Officer and/or Director of the Corporation shall automatically terminate and be vacant.

Section 3.6 Suspension of Membership. A member may be suspended based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has violated the Corporation's Code of Professional Ethics or has engaged in conduct materially and seriously prejudicial to the Corporation's purposes and interests. A person whose membership is suspended shall not be deemed a member during the period of suspension.

Section 3.7 Procedure for Termination or Suspension. If grounds appear to exist for suspending or terminating a membership under Sections 3.5 or 3.6 of this Article, the Corporation shall follow procedures which are not in conflict with those set forth under Section 7341 of the Corporations Code, describing the requirements and procedures for expelling, suspending, or terminating a member. Section 7341 does not make an expulsion, suspension, or termination valid, if that expulsion, suspension, or termination is based on substantive grounds which violate contractual or other rights of the member.

Section 3.8 Transfer of Memberships. An individual membership may be transferred from one chapter to another, from member-at-large to member of a chapter or from a member of a chapter to a member-at-large in line with the qualifications set forth in these Bylaws, provided, however, that no member may transfer a membership or any right arising from it for value.

Section 3.9 Meetings.

(a) General meetings.

(i) Annual Meeting. A general meeting of members shall be held at least annually at such time and place, and on such notice, as the Board may determine and subject to the requirements set forth in Section 3.10(c). Subject to Sections 3.10(a) and 3.10(b) of this Article, any proper business may be transacted at this meeting.

(ii) Place of Meetings.

(A) Location of Meetings. Meetings of the members shall be held at any place within or outside California as designated by the Board. In the absence of any such designation, members' meetings shall be held at the Corporation's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

(iii) Electronic Meetings

(A) Authority for Electronic Meetings. The Board may adopt, in its sole discretion, guidelines and procedures to allow members not physically present to participate in a meeting of members subject to the requirements of subsection 3.9(B), below.)

(B) Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the Corporation. Any request by the Corporation to a member who has provided an unrevoked consent to the use of those means of transmission for communications under or pursuant to Corporations Code §20 for consent to conduct a meeting of members by electronic transmission by and to the Corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20, the meeting shall be held at a physical location in accordance with Section 3.9(a)(ii)(A) of this Article.

(b) Special Meetings.

(i) Authority to Call a Special Meeting. The Chair, the Board, the CEO or five (5) percent or more of the members may call a special meeting of the members for any lawful purpose at any time.

(ii) Special Meeting. A special meeting called by any person entitled to call a meeting of the members shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the Chair, Vice-Chair of the Board ("Vice-Chair"), and the Board, the CEO and the Secretary of the Corporation. The officer receiving the request shall cause notice to be given promptly to the

members in good standing as outlined in Section 3.10 of this Article, stating that a meeting will be held at a specified time and date fixed by the Board. However, the meeting date shall be at least thirty (30) but no more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

(iii) Proper Business of Special Meeting. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 3.10 Notices.

(a) Notice Required. Whenever members are required or permitted to take any action at a meeting, a notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the Corporation or electronic video screen communication, if any, by which members may participate in the meeting. For the annual meeting, the notice shall state the matters that the Board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted.

(b) Notice of Certain Agenda Items. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

(i) Amending the Articles of Incorporation;

(ii) Electing to wind up and dissolve the Corporation;

(iii) Approving a contract or transaction between the Corporation and one or more Directors, or between the Corporation and any entity in which a Director has a material financial interest; or

(iv) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the Articles or Bylaws, when the Corporation is in the process of winding up.

(c) Notice Requirements. Notice of any meeting of members shall be in writing and given at least thirty (30) but no more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the Corporation, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member as it appears on the books of the Corporation or at the address given by the member to the Corporation for purposes of notice. If no address appears on the Corporation's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is posted at the Corporation's principal office and website or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

(d) Electronic Notice. Notice given by electronic transmission by the Corporation shall be valid only if it is:

(i) Delivered by (i) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the Corporation; or (ii) posting on an electronic message board or network or Corporation's website that the Corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (iii) other means of electronic communication; and

(ii) Sent to a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and

(iii) Creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notwithstanding the foregoing,

(i) An electronic transmission by the Corporation to a member is not authorized unless, in addition to satisfying the requirements of this section, the consent to the transmission has been preceded by or includes a clear written statement to the recipient as to (a) any right of the recipient to have the record provided or made available on paper in nonelectronic form, (b) whether the consent applies only to that transmission, to specified categories of communications, or to all communications from the Corporation, and (c) the procedures the recipient must use to withdraw consent.

(ii) Notice shall not be given by electronic transmission by the Corporation after either of the following: (i) the Corporation is unable to deliver two consecutive notices to the member by that means or (ii) the inability to deliver the notices to the member becomes known to the Secretary, any assistant Secretary, or any other person responsible for the giving of the notice.

(e) Affidavit of Mailing. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary or his or her designee, or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's records.

Section 3.11 Quorum. Five percent (5%) of the voting power shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any general or annual meeting is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Section 3.10 of this Article. Except as otherwise required by law, the Articles, or these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section 3.12 Voting.

(a) Eligibility to Vote. Subject to the Corporations Code, all members in good standing on the record date as determined under Section 3.14 of this Article shall be entitled to vote at any meeting of members.

(b) Manner of Voting. Voting may be by voice, electronic vote or by ballot. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members. No member may vote by proxy.

(c) Majority Approval. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the Corporations Code.

(d) Waiver. A member's attendance at a meeting shall constitute a waiver of notice of and presence at that meeting unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 3.13 Actions by Written Ballots.

(a) Action by Written Ballot. Any action that members may take at any meeting of members may also be taken without a meeting by complying with Section 3.13(b) of this Article.

(b) Solicitation of Ballots. The Corporation shall distribute one written ballot to each member in good standing on the matter. The ballot and any related material may be sent by electronic transmission by the Corporation, and responses may be returned to the corporation by electronic transmission that meets the requirements of Section 3.10(d) and (a) and (c) of this Section 3.13. All solicitations of votes by written ballot shall (1) state the number of responses needed to meet the quorum requirement; (2) state, with respect to ballots other than for election of Elected Officers, the percentage of approvals necessary to pass the measure or measures; and (3) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) give the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time in which to return the ballot to the Corporation.

If the Corporation has one hundred (100) or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

(c) Approval Requirements. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

(d) Written Ballot. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

Section 3.14 Record Date.

(a) Record Date for Notice, Voting, Written Ballots, and other Board Actions. For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the Board may, in advance, fix a record date. The record date shall be fixed as follows:

(i) Sending notice of a meeting shall be no more than ninety (90) nor less than thirty (30) days before the date of the meeting;

(ii) Voting at a meeting shall be no more than sixty (60) days before the date of the meeting;

(iii) Voting by written ballot shall be no more than sixty (60) days before the day on which the first written ballot is mailed or solicited; and

(iv) Taking any other action shall be no more than sixty (60) days before that action.

(b) Record Date for Actions Not Set by Board. If not otherwise fixed by the Board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day of the principal office preceding the day on which notice is given or, if notice is waived, the next business day of the principle office preceding the day on which the meeting is held. If not otherwise fixed by the Board, the record date for determining members entitled to vote at the meeting shall be the day preceding the day on which the meeting is held.

If not otherwise fixed by the Board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

For purposes of this Section 3.14 of this Article, a member in good standing at the close of business on the record date shall be a member of record.

ARTICLE IV.

BOARD OF DIRECTORS

Section 4.1 Authority. The Board is the governing body and may exercise all the powers and authority granted to the Corporation by law. The actions of the Board shall be final, unless otherwise specifically provided by these Bylaws or by applicable law.

Section 4.2 General Powers. Subject to the provisions of the Corporations Code and any limitation in the Articles of Incorporation or Bylaws of the Corporation, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the Corporation to any person or persons, management company, or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 4.3 Role in Governance. Without limiting Section 4.2 of this Article, the role of the Board in the governance of the Corporation and its programs shall be as follows. The Board shall be generally responsible for ensuring the overall quality and integrity of the Corporation and its programs and operations in pursuit of its mission, and any separate governing documents referenced within these Bylaws or as established by the Board. The Board or a Board Committee shall be directly responsible for approving the selection and the processes regarding the retention and evaluation of the CEO; ensuring the financial soundness of the Corporation; and establishing

broad institutional policies, in consultation with such administrative staff, community representatives, or others, as may be desired or appropriate to the circumstances. The Board may establish geographic or other demographic differentiators; changes in geographic or other demographic parameters shall be approved by the Board in its sole discretion. The Board shall delegate to the CEO the daily management of the Corporation including the execution, administration, and implementation of such policies, subject to Board control and review. The Board's authority shall be collective, and no single Director shall have any role in the governance of the Corporation by virtue of being a Director.

Section 4.4 Number of Directors. The Board shall consist of not fewer than five (5) Directors and not more than twenty-five (25) voting Directors. The exact authorized number of Directors shall be fixed from time to time, within those limits, by a resolution adopted by the Board.

Section 4.5 Composition of the Board. The Board shall consist of:

- (a) The three most recent past Chairs of the Corporation who are willing and able to serve (the "Immediate Past Chair", "Second Past Chair", and "Third Past Chair" respectively)¹;
- (b) The CEO of the Corporation who shall serve as an *ex officio* Director; and
- (c) The Nominated Directors, who are chosen from amongst the slate of qualified candidates presented by the Nominating Committee ("Nominating Committee Nominees") and any candidates nominated by petition as set forth in Section 4.6 ("Petition Nominees") (Nominating Committee Nominees and Petition Nominees collectively referred to as "Nominees"). The number of Nominated Directors will be, the total number of Directors authorized by the Board, reduced by the number of Directors appointed under 4.5 (a) and (b), above, who agree to serve. All Nominees must be members in good standing.

Section 4.6 Nomination.

(a) Nomination by the Nominating & Governance Committee. The nominations will be conducted according to processes and rules defined by the Nominating & Governance Committee and approved by the Board from time to time provided that such rules do not conflict with the Bylaws. In its selection of nominees, the Nominating & Governance Committee will be mindful of, but not bound by (i) the Corporation's aspiration to have a Board comprised of members, including the Past Chairs serving on the Board, representative of the geographic and other demographic differentiators approved by the Board and (ii) any potential conflict of interests. The members of the Nominating & Governance Committee may not be Nominees.

(b) Nomination by Petition. Any member in good standing may petition, subject to compliance with the conditions set forth below, to be nominated to be a Nominated Director. To be valid, the petition of a member shall satisfy the following requirements:

- (1) A minimum of two hundred and fifty (250) members shall have signed the petition; provided, however, that among the two hundred and fifty (250) members, each one is a member in good standing and no more than twenty-five (25) may be from any one Chapter; and

¹ This provision is effective as of the 2025 Annual Meeting of the Members. Until then, the previous provision is effective which provides for four (4) Past Chairs as Designated Directors

(2) The petition must be delivered to the Chair of the Nominating Committee at the address of the International Headquarters on or before the earlier of 1 January of the same year in which the Nominated Director term will commence or one hundred and twenty (120) days prior to the Annual Meeting; and

(3) The petition may not nominate members of the Nominating & Governance Committee for Nominated Director positions.

(c) Notice. At the Annual Meeting of the Members, the number of Nominated Directors for the subsequent term and the number of existing Directors who will be departing from the Board after the current term, if any, will be announced. Within ten (10) business days from the close of the Annual Meeting of the Members, notice of the beginning of the nomination process for the subsequent Board term will be sent out to the members. This notice will include the number of Nominated Directors for the subsequent term and the number of existing Directors who will be departing from the Board after the current term, if any.

Section 4.7 Appointment or Election.

(1) In the event the Nominating & Governance Committee puts forth its Nominating Committee Nominees and there are no additional nomination(s) by petition, all of the Nominating Committee Nominees will be appointed as Nominated Directors. A notice setting forth the new Nominated Directors shall be provided to the members prior to the Annual Meeting; the new Nominated Directors shall assume office at the close of the Annual Meeting.

(2) In the event that the members nominate a Petition Nominee by written petition as set forth in 4.6(b) above, the Nominated Directors shall be elected from among all the Nominees either (i) at the Annual Meeting of the members at which a quorum is met, by a majority of the members present and voting, or (ii) by written ballot (a "Director Election") using the system of preferential voting established by the Board, with the results of the election certified by an independent professional group prior to being announced to the membership. If a Director Election is necessary, a notice will be sent out to all Members of the Director Election which will include biographical information and statements provided by each Nominee, if they so choose (the "Nominee Notice"), with each Nominee being granted equal space in such Nominee Notice and any Petition Nominees will be included on the ballot and any Corporation sponsored publications with equal space and prominence as the Nominating Committee Nominees.

Section 4.8 Term.

(a) Except for the Directors that hold office by virtue of being CEO, Board Chair, Immediate Past Chair, Second Past Chair, Third Past Chair, or Fourth Past Chair ("Designated Directors"), each Nominated Director shall hold office for a term of one (1) year, or until the beginning of the term of his or her successor.

(b) Such term shall begin at the close of the Corporation's annual meeting following their designation and shall conclude upon the beginning of the term of his or her successor unless otherwise specified at the time of the designation of such Director.

(c) Except for the CEO, no individual may serve more than nine (9) terms in total as a Director; provided, however, that any partial term served by a Director to fill in a vacancy shall not be counted as a term for purpose of this Section. The limit of nine (9) total terms

applies to Board service in either consecutive or non-consecutive terms.

Section 4.9 Regular Meetings. The Board may fix by resolution the time and place, within or without the State of California, for the holding, without other notice than such resolution, of regular meetings of the Board. Notice of any change in the time or place of regular meetings shall be given to all of the Directors in the same manner as notice for special meetings of the Board. The Board shall meet at least annually.

Section 4.10 Special Meetings. Special meetings of the Board for any purpose or purposes may be called by the Chair, the CEO, the Secretary, or by any three (3) Directors.

Section 4.11 Notice. Special meetings of the Board shall be held with at least forty-eight (48) hours' notice delivered personally or by telephone including a voice messaging system or by electronic transmission by the Corporation to each Director at his or her address as shown on the records of the Corporation. If notice is given by first-class mail, such notice shall be deposited in the United States mails at least ten (10) days before the time set for the meeting and shall be deemed delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice is given by electronic transmission, such notice shall be deemed to be delivered when actually transmitted by the person giving notice by electronic means. Any notice given personally or by telephone may be communicated either to the Director or to a person at the phone and address on file with the Corporation for the Director whom the person giving the notice has reason to believe will promptly communicate it to the Director. Notice of a meeting need not be given to any Director who has signed a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be filed with the Corporation's records or made a part of the minutes of the meetings. The business to be transacted at the meeting shall be specified in the notice or waiver of notice of such meeting.

Section 4.12 Quorum and Adjournment. A majority of the authorized number of Directors then in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present and voting in person or through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the Corporations Code, including, without limitation, the provisions on (1) approval of contracts or transactions between the Corporation and one or more Directors or between the Corporation and any entity in which a Director has a material financial interest, (2) creation of and appointments to committees of the Board, and (3) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.13 Action Without A Meeting. 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 to such action. Such written consents shall be filed with the minutes of the proceedings of the Board. Such written consents shall have the same force and effect as the unanimous vote of such Directors. For purposes of Corporations Code Section 7211(b) only, "all directors" does not include an "interested director" as defined in Corporations Code 7233(a) or a "common director" as described in Corporations Code Section 7233(b) who abstains in writing from providing consent, when (i) the facts described in Corporations Code Section 5233(d)(1) or (d)(2) are established or the provisions of Corporations Code Section 7233(a) or (b) are satisfied, as appropriate, at or before the execution of the written consent or consents; (ii) the establishment

of those facts or satisfaction of those provisions is included in the written consent or consents executed by the non-interested or non-common directors or in other records of the Corporation; and (iii) the non-interested or non-common directors approve the action by a vote that is sufficient without counting the votes of the interested directors or common directors.

Section 4.14 Director Voting. Each Director shall have one vote on each matter presented to the Board for action. No Director may vote by proxy. Accordingly, a Director may not vote by designating another person or persons to vote on his or her behalf with respect to the voting power of such Director.

Section 4.15 Telephone and Electronic Meetings. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or electronic transmission by and to the Corporation so long as both of the following apply:

(a) Each Director participating in the meeting can communicate with all of the other Directors concurrently; and Each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the Corporation.

Section 4.16 Standard of Care.

(a) General. A Director shall perform the duties of a Director, including duties as a member of any Board committee on which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar conditions.

In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

(i) One or more officers or employees of the Corporation whom the Director believes to be reliable and competent as to the matters presented;

(ii) Legal counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(iii) A Board committee upon which the Director does not serve, as to matters within its designated-authority, which committee the Director believes to merit confidence; so long as in any such case, the Director acts in good faith after reasonable inquiry when the need is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Except as provided in Article VIII below, an individual person who performs the duties of a Director in accordance with this Section shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the foregoing, any actions or omissions that exceed or defeat a public or charitable purpose to which a corporation, or assets held by it, are dedicated.

(b) Investments. Except with respect to assets held for use or used directly in carrying out the Corporation's charitable activities in investing, reinvesting, purchasing, or acquiring, exchanging, selling and managing the Corporation's investments, the Board shall look to the permanent disposition of the funds, considering the probable income as well as the

probable safety of the Corporation's capital. No investment violates this section where it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

Section 4.17 Board Chair. The Board Chair shall preside at all meetings of the Board and of the members and shall have such other powers and duties as may be prescribed by the Board or these Bylaws. If there are no Petition Nominees or if there are Petition Nominees and the Director Election occurs prior to the Annual Meeting, then the Board shall appoint the Board Chair for the subsequent Board term at a Board meeting prior to the Annual Meeting. If the Director Election occurs at the Annual Meeting then the newly elected directors will elect the Board Chair at a meeting of the Board immediately after the AGM. When the Board Chair and Vice-Chair are not available to preside at a meeting, a majority vote of Directors then in office shall designate an elected Director to preside at that meeting.

Section 4.18 Vice-Chair. The Vice-Chair shall have the powers and duties as set forth in the policies approved by the Board or in these Bylaws. If the Board Chair is absent, the Vice-Chair shall perform the duties of the Board Chair. If there are no Petition Nominees or if there are Petition Nominees and the Director Election occurs prior to the Annual Meeting, then the Board shall appoint the Vice-Chair for the subsequent Board term at a Board meeting prior to the Annual Meeting. If the Director Election occurs at the Annual Meeting then the newly elected directors will elect the Vice-Chair at a meeting of the Board immediately after the AGM.

Section 4.19 Vacancies. A vacancy shall occur in the event that the actual number of Directors is less than the authorized number for any reason, including the death, removal or resignation of any Director, unless the Board decreases the number of authorized Directors in accordance with Article IV, Section 4.4 of these Bylaws. The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of felony, or, in the case of a corporation holding assets in charitable trust, has been found by final order or judgment of any court to have breached any duty arising as a result of Section 7238 of the Corporations Code. A Director appointed to fill a vacancy shall hold office during the unexpired term of his or her predecessor in office or until his or her successor assumes office. Any vacancy caused by the removal of a Director shall be filled by the Board. Should there be a vacancy in role of Board Chair, the Vice-Chair shall automatically assume the office of Board Chair for the remainder of the current term and for the term for which originally elected. The position of Vice-Chair shall be filled by the next appointment of Directors.

Section 4.20 Compensation. The Board may authorize the reimbursement or advance of actual and reasonable expenses incurred as a Director, including expenses of attending meetings of the Board and Board committees. Directors shall not be paid any compensation for their services, except if the Board appoints such Director to fill an employee position.

Section 4.21 No Interest in Assets. No Director shall possess any interest in any of the property or assets of the Corporation by virtue of his or her Director status.

Section 4.22 Removal. Any Director designated or appointed pursuant to Section 4.5(c) of Article IV of these Bylaws may be removed, with or without cause, by the vote of two-thirds of the Directors in office.

Section 4.23 Resignation. Any Director may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Director is a party. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective. The Board shall be given prompt notification of any such resignation.

Section 4.24 Parliamentary Authority. The rules contained in most current version of Robert's Rules of Order shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Board may adopt.

ARTICLE V.

OFFICERS

Section 5.1 Officers. The officers of the Corporation shall include a President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board.

Section 5.2 Selection. The President of the Corporation shall serve as the CEO of the Corporation. The Officers of the Corporation will be appointed by vote of a majority of the Board. The Chief Financial Officer of the Corporation shall serve as the Treasurer of the Corporation. Other officer positions, if any, shall be approved by the Board. Any Officer who is an ISACA employee and serves as an Officer solely due to his or her employment status with ISACA, will cease to hold his or her position as an Officer when he or she is no longer employed by ISACA.

Section 5.3 Term of Office. Each Officer appointed by the Board and not serving as an Officer solely due to his or her employment status with ISACA (each an "Appointed Officer") serves at the pleasure of the Board subject to any employment agreement between such Appointed Officer and the Corporation. Each officer shall hold his or her office until such officer's successor is elected and qualified or until such officer's earlier death, resignation, or removal. All officers shall be subject to the supervision and direction of the Board.

Section 5.4 Removal. Any Appointed Officer may be removed, with or without cause, at the discretion of the Board. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.5 Resignation. Any Appointed Officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified by that notice and unless otherwise specified in that notice. The acceptance of the resignation shall not be necessary to make it effective.

Section 5.6 Vacancies. The Board shall fill a vacancy in any office held by an Appointed Officer.

Section 5.7 Treasurer. The Treasurer of the Corporation or his or her designee shall keep and maintain adequate and correct financial records of the Corporation and report on the financial condition of the Corporation to the Board. The Treasurer or his or her designee shall receive and deposit all money and other valuables belonging to the Corporation in the name of and to the credit of the Corporation and shall disburse the same in accordance with Board policies. Further, the Treasurer shall have such powers and shall perform additional duties as may be prescribed for him or her by the Board or these Bylaws.

Section 5.8 Secretary. The Secretary, or his or her designee, shall keep and maintain at the principal office of the Corporation or such other place as the Board may order, records of all

proceedings of the Board and the meetings of the membership, with the time and place of each meeting, whether regular or special, and, if special, how authorized, the notice thereof given and the names of those present. The Secretary or, if he or she is unable or unwilling, any other officer of the Corporation shall give or cause to be given notice of all the meetings of the members and of the Board required by these Bylaws or by statute to be given, and he or she shall cause the seal of the Corporation, if any, to be kept in safe custody. The Secretary shall provide for the safe custody of the valuable papers and books of the Corporation, and such papers and books shall at all times be accessible to the Directors. The Secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the Board, a record of the Corporation's members, showing each member's name, address, and class of membership. He or she shall have all of the powers and perform all of the duties incident to the office of Secretary, and he or she shall have such further powers and shall perform such further duties as may be prescribed for him or her by the Board. In the absence of the Secretary from any meeting of the Board or the members, the Chair may appoint another person to take the minutes of such meeting.

Section 5.9 President and CEO. The President and CEO, subject to the oversight of the Board, shall have complete oversight of and is accountable for the daily management of the Corporation, including the execution, administration and implementation of Board policies and oversight of Corporation staff, its facilities, and all other assets of the organization financial or otherwise. Additionally, the President and CEO shall have other powers and duties as may be prescribed or delegated by the Board or by these Bylaws. The President and CEO, or his or her designee(s), is authorized to execute all contracts and other instruments as provided by Board policies.

ARTICLE VI.

COMMITTEES

Section 6.1 Committees.

(a) Board Committees. The Board may, by resolution adopted by a majority of the Directors, create any number of Board committees, each consisting of two (2) or more Directors, to serve at the pleasure of the Board. Any Board committee that does not consist solely of Directors is advisory in nature only and can only make recommendations to the Board. For Board committees consisting solely of Directors, the Board may delegate to such committees any powers of the Board, except for the powers to:

- (i) Set the number of Directors within a range specified in these Bylaws;
- (ii) Elect Directors or remove Directors without cause;
- (iii) Fill vacancies on the Board or on any Board committee;
- (iv) Fix compensation of Directors for serving on the Board or any Board committee;
- (v) Amend or repeal these Bylaws or adopt new Bylaws;
- (vi) Adopt amendments to the Articles of Incorporation of the Corporation;
- (vii) Amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;

- (viii) Create any other Board committees or appoint the members of any Board committees;
- (ix) Approve any merger, reorganization, voluntary dissolution, or disposition of substantially all of the assets of the Corporation;
- (x) Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected;
- (xi) With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its Directors or between the Corporation and an entity in which one or more of its Directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

(b) Advisory Committees. The Board may establish one or more advisory committees to the Board. The members of any advisory committee may consist of Directors or non-Directors and may be appointed as the Board determines. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Corporation but shall be restricted to making recommendations to the Board or Board committees and implementing Board or Board committee decisions and policies under the supervision and control of the Board or Board committee.

(c) Meetings of Committees. All committees shall be governed by their Board-approved charter. Such charters will document committee charge, authority, responsibilities, composition, minutes and meeting rules. Minutes shall be kept of each meeting of any committee and shall be filed with the Corporation's records. The Board may adopt rules for the governance of any committee consistent with the provisions of these Bylaws. Appointments to any committee shall be made by any method determined by a majority vote of the Directors then in office.

Section 6.2 Standing Committees. The Corporation shall have the following standing committees which shall perform the duties and adhere to the guidelines set forth in these Bylaws in their Board-approved charters:

- (a) Audit & Risk Committee
- (b) Compensation & Human Capital Management Committee
- (d) Nominating & Governance Committee
- (e) Innovation & Technology Committee
- (f) Executive Committee

Each member of a standing committee shall be a current member of the ISACA Board of Directors.

Section 6.3 Committee Chairs. The chair of each Standing Committee shall be a current member of the ISACA Board of Directors.

ARTICLE VII.

CHAPTERS

Section 7.1 Eligibility and Application. The Board shall set forth by resolution(s) the requirements applicable for Chapter formation. Chapter applications shall be approved by the Board, or its designee, in its sole discretion and shall include the proposed bylaws of the Chapter, which shall be consistent with the Articles of Incorporation, Bylaws and the Board-approved policies of the Corporation.

Section 7.2 Revocation of Chapter Charters. Chapter charters may be revoked by the approval of two-third of the members of the Board then in office if, according to the Corporation's findings, a Chapter is in non-compliance with any provisions or obligations of the Articles of Incorporation, Bylaws or the Board-approved policies of the Corporation, provided that such Chapter is provided an opportunity to remedy the non-compliance within a reasonable time. The approval of the revocation by the Board shall be final and shall cancel all rights, interests or privileges of such Chapter in the services or resources of the Corporation.

Section 7.3 Limitation of Liability. Each Chapter shall be fully and solely responsible for its own legal and financial affairs and shall use commercially reasonable efforts to carry at all times adequate insurance coverage to insure the risk associated with the Chapter's activities and shall hold the Corporation harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 7.4 Chapter Leadership Meetings.

(a) Meetings. Chapter Presidents, or other Chapter representatives shall meet on a periodic basis in accordance with the guidelines adopted by the Board of the Corporation.

(b) Powers of the Chapter Presidents. The President of a Chapter shall have the powers granted by the Board and by these Bylaws. Chapter Presidents shall serve as liaisons and advisors in coordinating the activities of the local Chapter in support of the Corporation.

Section 7.5 Chapter Dues and Fees. Dues and fees for member of a Chapter shall be set at the discretion of each Chapter but such dues and fees must be paid to the Treasurer of the Corporation, or his or her designee, as set forth in Article III, Section 3.3 of these Bylaws.

Section 7.6 Records. Each Chapter shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board and committees. The Elected Officers of the Corporation shall have the inspection rights afforded respectively to members and directors under the law governing such Chapter.

ARTICLE VIII.

PROHIBITED TRANSACTIONS

Section 8.1 Loans. The Corporation shall not lend any money or property to any Director or Officer of the Corporation.

Section 8.2 Contracts with Directors. No contract or other transaction between the Corporation and one or more Directors of the Corporation or any other corporation, firm, association, or other entity in which one or more of the Corporation's Directors have a material financial interest, is either void or voidable because such Director(s) or such other corporation, business, firm or association are parties or because such Directors are present at the meeting of the Board or a Committee thereof which authorizes, approves or ratifies the contract or transaction, if (1) the material facts as to the transaction and such Director's interest are fully disclosed or known to the Board, or designated committee, (2) such contract or transaction is approved or ratified in good faith by a majority vote of the Directors, or designated committee,

that excludes the interested Director, and (3) the contract or transaction is just and reasonable as to the Corporation at the time it is authorized, approved or ratified.

ARTICLE IX.

BOOKS AND RECORDS

Section 9.1 Corporate Records. The Corporation shall keep at its principal office the original or a copy of its Articles of Incorporation and Bylaws as amended to date. Furthermore, the Corporation shall keep adequate and correct books and records of account and shall also keep minutes of the proceedings of its Board and committees. Minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the foregoing. When minutes and other books and records are kept in a form capable of being converted into clearly legible paper form, the clearly legible paper form into which those minutes and other books and records are converted shall be admissible in evidence, and accepted for all other purposes, to the same extent as an original paper record of the same information would have been, provided that the paper form accurately portrays the record.

Section 9.2 Inspection Rights. Members and Directors of the Corporation shall have the inspection rights afforded respectively to members and directors in the Corporations Code and shall comply with all applicable privacy laws.

ARTICLE X.

ANNUAL AND OTHER REPORTS

Section 10.1 Annual Statement of Certain Transactions. As part of the annual report to all members prepared pursuant to Section 10.2 of this Article, the Corporation shall annually prepare and deliver by mail or electronic transmission (including posting on a website, message board or network which the Corporation has designated for those communications) to its members and its Directors a statement of any transaction or indemnification of the following kinds within 120 days after the end of the Corporation's fiscal year:

(a) Unless approved by the members under Corporations Code §7233(a), any transaction (a) to which the Corporation, its parent, or its subsidiary was a party, (b) which involved more than \$50,000 or was one of a number of such transactions with the same person involving, in the aggregate, more than \$50,000, and (c) in which either of the following interested persons had a direct or indirect material financial interest (a mere common directorship is not a material financial interest):

(i) Any Director or Officer of the Corporation, its parent, or its subsidiary;

(ii) Any holder of more than ten (10) percent of the voting power of the Corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the Corporation, the nature of their interest in the transaction, and, when practicable, the amount of that interest, except that, in a partnership in which such person is a partner, only the partnership interest need be stated.

(b) A brief description of the amounts and circumstances of any guaranties, indemnifications, or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any Officer or Director of the Corporation under Article XI of these Bylaws, unless the guaranty, indemnification, or advance has already been approved by the members under Corporations Code §5034, or the guaranty is not subject to Corporations Code §7235(a).

The statement required by this section shall be included in the report prepared pursuant to Section 10.2 of this article.

Section 10.2 Annual Report. The Board shall cause an annual report to be prepared within one hundred and twenty days (120) days after the end of the Corporation's fiscal year. That report shall contain the following information in appropriate detail:

(a) A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flows for the fiscal year, accompanied by an independent accountant's report or, if none, by the certificate of an authorized Officer of the Corporation that they were prepared, without audit if that is the case, from the Corporation's books and records;

(b) A statement of the place where the names and addresses of current members are located; and

(c) Any information required by Section 10.1 of this Article.

The Corporation shall annually notify each member of the member's right to receive a copy of the financial report under this Section. Upon written request by a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission.

ARTICLE XI.

INDEMNIFICATION AND INSURANCE

Section 11.1 Right of Indemnity. To the fullest extent allowed by law, the Corporation shall indemnify and advance expenses to its Agents, in connection with any proceeding, and in accordance with Corporations Code Section 7237. For purposes of this Article, "Agent" shall have the same meaning as in Corporations Code Section 7237(a), including Directors, Officers, employees, and other agents of the Corporation specifically authorized by the Board, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Corporations Code Section 7237(a), including any threatened action or investigation under Corporations Code Section 7240 by the Attorney General; and "expenses" shall have the same meaning as in Corporations Code Section 7237(a), including reasonable attorneys' fees.

Section 11.2 Approval of Indemnity. The Board shall promptly authorize indemnification in

accordance with Corporations Code Section 7237(d) upon receipt of a written request by any Agent of the Corporation where the Agent has been successful on the merits of the case. If the Agent is not successful on the merits of the case, the Board shall promptly determine, by a majority vote of quorum consisting of Directors who are not parties to the proceeding (or if all Directors are parties to the proceeding, the court in which the proceeding is or was pending), whether the Agent has met the applicable standard of conduct stated in Corporations Code Section 7237(b) or Corporations Code Section 7237(c), and, if so, shall authorize indemnification to the extent permitted thereby.

Section 11.3 Advancing Expenses. To the fullest extent allowed by Corporations Code Section 7237(f) and except as otherwise determined by the Board in specific instances, the Board may authorize the advance of expenses incurred by or on behalf of an Agent of the Corporation in defending any proceeding prior to final disposition if, before any advance is made, the Agent will submit a written agreement to repay the advance unless it is ultimately determined that the Agent is entitled to indemnification for the expenses under this Article. The Board may determine, in its discretion, the terms and conditions of the agreement, including, but not limited to whether it will be secured, unsecured, or whether interest will be charged on the obligation created thereby.

Section 11.4 Insurance. The Corporation shall have the right, and shall use reasonable commercial efforts, to purchase and maintain insurance to the fullest extent permitted by law, on behalf of its Officers, Directors, employees, and other Agents, to cover any liability asserted against or incurred by any Officer, Director, employee, or Agent in such capacity or arising from the Officer's, Director's, employee's, or Agent's status as such.

ARTICLE XII.

MISCELLANEOUS

Section 12.1 Fiscal Year. The fiscal year of the Corporation shall be the calendar year unless otherwise determined by resolution of the Board.

Section 12.2 Amendment of Bylaws.

(a) Amendment of the Bylaws by the Board. Subject to the members' rights under the Corporations Code and as set forth below, the Bylaws may be amended, or repealed by the vote of two-thirds (2/3) of the Directors then in office unless such amendment would:

- (i) Materially and adversely affect the members' rights as to voting, dissolution, redemption, or transfer;
- (ii) Increase or decrease the number of members authorized in total or for any class;
- (iii) Effect an exchange, reclassification, or cancellation of all or part of the memberships; or
- (iv) Authorize a new class of voting membership.
- (v) Increase or extend the terms of Directors;
- (vi) Increase the quorum for members' meetings;
- (vii) Repeal, restrict, create, expand, or otherwise change proxy rights;

or

(viii) Authorize cumulative voting.

(b) Amendment of Bylaws by Members. When amendments to the Bylaws require approval by the members as set forth under the Corporations Code or in 12.2(a), the amendment may be approved by the vote of a majority of the members present at a meeting at which a quorum is met or by mail/electronic ballot.


Section 12.3 Reimbursement of Expenses of the Corporation. The Corporation shall provide full reimbursement for monies reasonably expended on behalf of the Corporation in accordance with Board policies.

CERTIFICATE OF SECRETARY

I, ERIK PRUSCH, hereby certify:

- (1) That I am the duly designated and acting Corporate Secretary of Information Systems Audit and Control Association, Inc., a California nonprofit mutual benefit corporation;
- (2) That the attached Bylaws consisting of [nineteen (19) pages], are a true and correct copy of the Bylaws of the Corporation, as adopted by the Board of Directors on 28 February 2015 and the members on 7 June 2015; and as amended by the Board of Directors on 29 February 2016; 11 March 2018; 10 August 2018; 14 June 2019; 15 November 2019; 30 January 2020; 14 February 2020; 8 April 2022; 22 July 2022; 21 October 2022; 2 February 2023, on 15 February 2024, on 14 April 2024, on June 10, 2024, and on July 26, 2024.
- (3) That these Bylaws have not been amended nor modified since that date.

IN WITNESS WHEREOF, I have hereunto set my hand as of 7 August 2024.



Erik Prusch, Corporate Secretary