

INSTITUTE OF INTERNAL AUDITORS  
DENVER CHAPTER BYLAWS  
[As Amended March 15, 2018 by Vote of the Membership]

ARTICLE I NAME

This Chapter shall be known as The Institute of Internal Auditors, Inc., Denver Chapter hereafter known as "the Chapter".

ARTICLE II ADHERENCE TO CORPORATE CHARTER

The Chapter is empowered to perform any and all acts which are defined in the Bylaws of The Institute of Internal Auditors, Inc., hereafter known as "the Institute" and shall do nothing which is inconsistent with its provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute's meetings and the meetings of its Board of Directors.

ARTICLE III PURPOSE

The Chapter shall cultivate, promote and disseminate knowledge and information concerning internal auditing and subjects related thereto. It shall establish and maintain high standards of integrity, honor and character among internal auditors. It shall furnish information regarding internal audit practice and methods to its members, and to other persons interested therein and to the general public. And it shall do any and all things which shall be lawful and appropriate in the furtherance of any of purposes herein before expressed.

ARTICLE IV CHAPTER MEMBERSHIP

Section 1. The Chapter membership shall consist of those duly admitted to any of the classes of membership as defined in the Rules of Eligibility and *Bylaws* of The Institute of Internal Auditors, Inc., and who are located in the Chapter's area and any others formerly located in the Chapter's area who, by written request, elect to remain affiliated with the Chapter.

Section 2. Membership in the Chapter shall terminate on transfer to another Chapter or because of resignation or termination for any of the causes set forth in the *Bylaws* of The Institute of Internal Auditors, Inc.

ARTICLE V BOARD OF GOVERNORS AND THEIR ELECTION

Section 1. AUTHORITY The determination of the policies of the Chapter shall be vested in the Board of Governors.

Section 2. COMPOSITION The Board of Governors shall be constituted as follows:

- a. Past Presidents: The two most recent past Chapter Presidents who are not holding other office in the Chapter and who are still members thereof will serve on the Board of Governors. The most recent past President will fill the Chairman of the Board position.
- b. The Officers of the Chapter: the Chapter President, the Chapter Vice-President(s) (of Communications, Academic Relations, Member Services, Education, et al) as well as the Chapter Secretary and Chapter Treasurer, will serve terms as Board of Governors concurrent with their terms of office.
- c. Governors-at-Large: One additional Governor for each ten (10) members of the Chapter to a maximum of twelve (12) At-Large-Governors to serve a term of three years. The Board of Governors shall establish guidelines addressing terms of service for At-Large Governors. These guidelines should ensure stability while providing opportunities for new At-Large Governors to serve on the Board.

Section 3. NOMINATIONS The Nomination Committee will determine and approve the final slate of Officers and At-Large Governors before the election. Any member of the Chapter can submit their interest in serving in a Board of Governors position to any member of the Nomination Committee or Board of Governors for consideration.

Section 4. ELECTIONS Governors of the Chapter shall be elected by a majority vote at the Annual Election Meeting and shall hold office until the election of successors unless the term of office shall terminate or be terminated as provided by the Bylaws of The Institute or as provided elsewhere in the Bylaws of the Chapter. Upon a motion duly approved by members at the Annual Election Meeting, Governors shall be elected by majority vote of eligible Members present and voting at a meeting at which such election is held. No minimum quorum is necessary for the Annual Election Meeting unless otherwise determined by the Board of Governors. The voting can be done in any manner deemed appropriate by the Board of Governors.

Section 5. CHAIRMAN OF THE BOARD DUTIES The Chairman of the Board shall hold office for a Chapter year unless the term of office shall terminate or be terminated as provided in the Bylaws of The Institute or as provided elsewhere in these Bylaws. Duties of the Chairman shall be the management of the Board of Governors, which includes the presiding at all meetings of the Board of Governors.

Section 6. REMOVAL FROM GOVERNORSHIP Any Governor may be removed for cause by a two-thirds vote of the Board providing such Governor shall have been granted opportunity for a hearing before the Board.

Section 7. VACANCIES If the office of any Governor shall become vacant by reason of death, resignation, or otherwise, the Board of Governors is empowered to fill such office of the unexpired term.

Section 8. MEMBERSHIP TERMINATION If the membership in The Institute of any Governor for any reason shall terminate the Office as Governor shall automatically become vacant.

Section 9. RESIGNATION The resignation of any Governor shall be tendered to the Board of Governors and may be acted upon at any regular or special meeting of the Board.

Section 10. ANNUAL ELECTION MEETING The Board of Governors shall have the power to fix the time and place of each Annual Election Meeting and each special meeting of the Chapter.

Section 11. REGULAR MEETINGS The Board of Governors shall meet at least twice annually at which times and places as directed by the Chairman. A majority of the Board shall constitute a quorum at these meetings. Notice of the meetings of the Board of Governors shall be communicated by the Chapter Secretary or as the Board may otherwise direct, but no failure or defect of notice shall invalidate the meeting or any business transacted at the meeting.

Section 12. MAJORITY VOTE At all meetings of the Board of Governors the majority vote of Governors present and voting will decide all issues except as provided elsewhere in these Bylaws.

Section 13. SALARY AND FEES The Governors of the Chapter shall receive no salaries or fee for their services. Governors may be reimbursed for expenses incurred in the performance of their duties subject to such approval as may be determined by the Board of Governors.

## ARTICLE VI OFFICERS AND THEIR ELECTION

Section 1. OFFICERS The elected Officers shall be a Chapter President, Chapter Vice-President(s) (of Education, Communications, Academic Relations, Member Services, et al), a Chapter Secretary, and a Chapter Treasurer. Of the classes of membership only Members of The Institute shall be eligible for election to these offices. No person shall hold more than one office at a time.

Section 2. NOMINATIONS Nominations shall be made from the Nominating Committee or from any member of the Chapter who can submit their interest in an Officer position to any member of the Nomination Committee or Board of Governors for consideration within a reasonable time before the officer election each year.

Section 3. ELECTION Officers of the Chapter shall be elected, by a majority vote, at the Annual Election Meeting, and shall hold office for a Chapter year unless the term of office shall terminate or be terminated as provided in the Bylaws of The Institute or as provided elsewhere in these Bylaws. Upon a motion duly approved by members at the Annual Election Meeting, Officers shall be elected by majority vote of eligible Members present and voting at a meeting at which such election is held. No minimum quorum is necessary for the Annual Election Meeting unless otherwise determined by the Board of Governors. The voting can be done in any manner deemed appropriate by the Board of Governors.

Section 4. REMOVAL Any Officer may be removed for cause by a two-thirds vote of the Board of Governors, provided such Officer shall have been granted opportunity for a hearing before the Board. The Chairman of Board shall call a special meeting of the Board of Governors to be held within thirty (30) days from the date when any such removal is voted. At such special meeting, the office or offices made vacant by such action of the Board shall be filled by the Board.

Section 5. VACANCY If any vacancy shall occur in any office by reason of death, resignation or otherwise except as provided in Section 4 of this Article, the Board of Governors is empowered to fill such office of the unexpired term of office so vacated.

Section 6. REELECTION All annually elected Officers shall be eligible for reelection.

Section 7. MEMBERSHIP TERMINATION If the membership in The Institute of any Officer shall for any reason terminate his/her office shall automatically become vacant.

Section 8. RESIGNATION Any resignation of any Officer shall be tendered to the Board of Governors and may be acted upon at any regular or special meeting of the Board.

## ARTICLE VII DUTIES OF OFFICERS

Section 1. CHAPTER PRESIDENT The Chapter President shall be the executive head of the Chapter, and when present shall preside at all meetings of the Chapter, and the Executive Committee. He/she shall be responsible for the enforcement of the Bylaws of The Institute and those Bylaws of the Chapter and the resolutions and proceedings of the Board of Directors of The Institute and the Board of Governors of the Chapter. He/she shall keep the Board of Directors of The Institute and the Chairman of the Board of Governors of the Chapter fully informed of the affairs of the Chapter. He/she shall consult the Board of Directors of The Institute and the Chairman of the Board of Governors of the Chapter when necessary concerning the business of the Chapter and its activities.

Section 2. CHAPTER VICE-PRESIDENTS The Chapter Vice-Presidents shall have such duties and powers as may be prescribed by the Board of Governors or as delegated by the Chapter President. In the event of absence or disability of the President, the Vice-President of Education or, if he/she is unwilling or unable, another Vice-President, shall perform the duties of the President.

Section 3. CHAPTER SECRETARY The Chapter Secretary shall perform those duties delegated by the Chapter President or as prescribed by the Board of Governors. The Chapter Secretary shall make reports as required by the Board of Governors or as required by the Secretary of The Institute, including reports related to Chapter Activity Points. The Secretary shall be responsible for creating and keeping minutes of each Board of Governors meeting and for forwarding a copy of the minutes to each member of the Board after each such meeting. At the termination of his/her term of office, he/she shall turn over to the Chairman of the Board of Governors or person as directed by the Chairman, all records, papers, books, and documents and all other property of the Chapter which may have come into his/her possession or may have been compiled or created during his/her term of office.

Section 4. CHAPTER TREASURER The Chapter Treasurer shall be charged with the custody of the funds of the Chapter and their proper disbursement under any rules prescribed by the Board of Governors. He/she shall make periodic reports as required by the Treasurer of The Institute and shall make any other reports which the Chairman of the Board of Governors may require. The Chapter Treasurer shall be the disbursing Officer of the Chapter. The Board of Governors of the Chapter may authorize the

bonding of the Chapter Treasurer. He/she shall not have the authority to receive moneys for application fees and dues which authority is reserved for the Treasurer of The Institute. The Chapter Treasurer shall submit a budget annually to the Board for approval. At the termination of the term of the Chapter Treasurer's office, he/she shall turn over to the Chairman of the Board of Governors or person as directed by the Chairman, all funds, records, papers, books, and documents, and all other property of the Chapter having to do with financial or other transactions, or business of the Chapter which may have come into his/her possession or may have been compiled or created during his/her term of office. Prior to the books being released to the new Treasurer, the books of account will be audited by the Audit Committee who will issue a report to the Board of Governors.

Section 5. OFFICERS ELECT The Board of Governors may choose to appoint Officers elect to certain roles in order to facilitate succession in chapter leadership. An "elect" officer is expected to serve in that officer role the following year.

Section 6. MEETINGS CHAIRMAN PRO TEM If at any meeting of the Chapter the President and Vice-Presidents are absent, the Chairmanship reverts to Secretary and Treasurer in that order. If all the Officers are absent and no one authorized to perform the duties of the President is present then a Chairman or Secretary Pro Tem or both shall be elected by majority vote of the applicable body present and voting.

Section 7. BOARD CHAIRMAN PRO TEM If at any meeting of the Board of Governors, the Chairman and the President are both absent, the Chairmanship reverts to Vice-Presidents, Secretary and Treasurer in that order. If all the Officers are absent and no one authorized to perform the duties of the Chairman is present then a Chairman or Secretary Pro Tem or both shall be elected by majority vote of the applicable body present and voting.

Section 8. SALARIES AND FEES The Officers of the Chapter shall receive no salaries for their services. Officers may be reimbursed for expenses incurred in the performance of their duties subject to such approval as may be determined by the Board of Governors.

Section 9. MEETING NOTIFICATIONS Notice of chapter meetings will be made to members through appropriate means (such as website postings, email and/or social media notifications, and/or newsletters).

## ARTICLE VIII COMMITTEES

Section 1. STANDING COMMITTEES There shall be these standing committees appointed by the Board of Governors:

a. An Audit Committee of at least one member, not an Officer or Governor, which performs the annual audit of the Treasurer's books as specified in Article VII Section 4 of these Bylaws. The Committee shall perform such other duties at its sole discretion or upon specific request of the Board of Governors, The President, or the Treasurer. Acceptance of any such additional duty shall be reported by the chairman of the Committee to the Board of Governors at its next meeting.

b. A Nominating Committee consisting of at least three members. Committee members should not include Officers or Governors who are up for reelection. Ideally, one or more of the Committee members are not Officers or Governors, to provide an independent perspective to the nominee search and review. The Committee shall devise a slate of nominees to fill anticipated Board of Governors vacancies and to fill Chapter offices for the succeeding Chapter Year. It shall submit these names to the Board of Governors for approval.

c. An Executive Committee is composed of the Chapter Officers. This Committee shall act for and report to the Chairman of the Board of Governors on matters which require immediate Chapter action between Board meetings. It shall recommend actions and policies to the Board in matters less urgent. Its members shall serve as liaison for the chairmen of other Chapter committees as specified by the President and approved by the Board.

Section 2. STANDING AND SPECIAL COMMITTEES There shall be such other committees as may be authorized and directed by the Board of Governors or by the Chapter President in regular or special meetings, the members of such committees to be appointed by the President, or by the Board.

Section 3. MEMBERS EX OFFICIO The Chapter President shall be a member ex officio of all committees, except the Audit Committee.

Section 4. REMOVAL Any member of a committee may be removed at the discretion of those appointing such member with the exception of the Audit Committee.

Section 5. QUORUM The majority of any committee shall constitute a quorum thereof.

## ARTICLE IX ANNUAL ELECTION MEETING - MEETINGS OF MEMBERS

Section 1. ANNUAL ELECTION MEETING The annual meeting of the Chapter shall be held no later than April 30 of each year.

Section 2. CHAPTER YEAR The Chapter year is the time between June 1st and the following May 31st. The Officers and Governors elected at the Annual Election Meeting shall hold office beginning June 1st following their election. The fiscal year of the Chapter follows the Chapter year defined above.

Section 3. MAJORITY VOTE At all Chapter meetings, a majority vote of members present and voting will decide all issues except as provided elsewhere in these Bylaws.

## ARTICLE X AMENDMENTS TO THE BYLAWS

These Bylaws may be amended or repealed at any regular or special meeting of the Chapter by a two-thirds vote of all members present and voting, provided that notice of the proposed change and of the meeting has been provided to members at least ten (10) days prior to the date of said meeting.