CHAPTER BYLAWS
As Amended May 23, 2014

THE INSTITUTE OF INTERNAL AUDITORS, INC., WICHITA CHAPTER

WICHITA CHAPTER

ARTICLE I - NAME

This chapter of The Institute of Internal Auditors (The Institute) shall be known as the Wichita Chapter, it is incorporated as a not-for-profit corporation under the laws of the State of Kansas as The Institute of Internal Auditors, Inc., Wichita Chapter.

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

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

ARTICLE III - 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 IV - BOARD OF GOVERNORS AND THEIR ELECTION

Section 1. Determining policies of the Chapter shall be vested in the Board of Governors.

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

a. The officers of the Chapter: the president, the vice president, the treasurer and the secretary.

b. One three-year governor for every 10 members (limited to a total of not more than 9 governors who are to be elected for a period of three years.) If the number of elected governors is not evenly divisible by three, the excess over an even division shall be, where applicable, one (1) elected for a one-year term and one (1) elected for a two-year term. If membership is such as to limit the number of elected governors to less than three, elections shall be for the following terms: one (1) governor elected for a one year term and one (1) governor elected for a two-year term.

c. The two most recent past Chapter presidents who are not holding other office in the Chapter and who are still members therein. Should a past Chapter president vacate the position for any reason, the unexpired term of this office will not be filled.

Section 3. Nominations shall be made by the Nominating Committee. In addition, nominations may be made from the floor at the February Chapter meeting.
Section 4. Governors of the Chapter shall be elected each year and shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws of The Institute of Internal Auditors, Inc., or as provided in the Bylaws of the Wichita Chapter.

Section 5. Governors shall be elected by a majority vote of members present and voting at the annual Chapter meeting in March.

Section 6. A governor may be removed for cause by a two-thirds vote of the Board provided such governor was granted an opportunity for a hearing before the Board. The Board shall also call a special meeting of the Chapter to be held within thirty (30) days from the date of having taken such action. At this special meeting, the Board shall make a full and complete report of the action taken in removing the governor or governors along with the reasons. At the meeting, the office(s) made vacant shall be filled. A governor removed by the Board may be re-elected by the members and, if re-elected, may not again be removed for the same offense. Any governor may be removed by a two-thirds vote of the members of the Chapter present at any duly held meeting provided notice of such proposed action was incorporated in the notice for the meeting. Such notice shall be mailed to the Chapter members by the Chapter secretary upon written petition of one-fifth of the members.

Section 7. If the office of any governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 2.c. and Section 6 of this article, the Board of Governors is empowered to fill this office for the unexpired term.

Section 8. If a governor's Institute of Internal Auditors membership terminates for any reason, the office shall automatically become vacant.

Section 9. The resignation of any governor shall be tendered to the Board and may be acted on at any regular or special meeting of the Board.

Section 10. The Board of Governors shall have the power to fix the time and place for each annual Chapter meeting and every special meeting of the Chapter.

Section 11. The Board of Governors shall meet at least twice annually. At the first board meeting of a new Chapter year, the Board of Governors shall determine the number of governors who shall constitute a quorum at all Board meetings during the year. At this meeting, at least half of the Board members must be present to vote. Notice of the meetings of the Board of Governors shall be communicated by the secretary or as the Board may otherwise direct, but no failure or defect of notice shall invalidate the meeting or any business transacted or action taken thereat.

Section 12. Regular and special meetings of the Board of Governors may be held by electronic means (such as email or other Internet communication systems, telephone conferences, video conferences, facsimile, etc.) subject to the following:
   a. A majority of the Board members shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting. This majority shall constitute the quorum for the meeting and, once established, shall be assumed present until the meeting is adjourned.
   b. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.
   c. The affirmative vote of a majority of the quorum shall be the minimum vote requirement for the adoption of any motion. A majority of the votes cast, or a greater proportion as indicated elsewhere in these Bylaws, shall be necessary for the adoption of motions.

d. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Governors.

Section 13. At all meetings of the Board of Governors, the majority vote of the governors present to vote will decide all issues except as provided elsewhere in the Bylaws of the Wichita Chapter.

Section 14. The governors of the Chapter shall receive no salaries or fees for their services. Governors may be reimbursed for expenses incurred in the performance of their duties subject to approval by the Board.

ARTICLE V - OFFICERS AND THEIR ELECTION

Section 1. The elective officers shall be a president, vice president, treasurer, and secretary. No person shall hold more than one office at a time.

Section 2. Nominations shall be made by the Nominating Committee and, in addition, may be made from the floor at the February Chapter meeting.

Section 3. Officers of the Chapter shall be elected each year and shall assume their duties as of June 1 of that year. They shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws of The Institute of Internal Auditors, Inc., or as provided in the Bylaws of the Wichita Chapter.

Section 4. Officers shall be elected by a majority vote of members present at the annual meeting in March.

Section 5. An officer may be removed for cause by a two-thirds vote of the Board of Governors provided this officer was granted an opportunity for a hearing before the Board.

The Board shall call a special meeting of the Chapter to be held thirty (30) days from the date when any such removal be voted. At this special meeting, the office(s) made vacant shall be filled. The officer removed by the Board may be re-elected by the members. If re-elected, the officer may not be removed by the governors for the same offense. An officer may be removed by a two thirds vote of the members present at any duly held meeting of the Chapter provided a notice of such proposed action was incorporated in the notice for the meeting.

This notice shall be mailed or emailed to the members by the secretary upon written petition of one fifth of the members.

Section 6. If vacancy occurs in any office by reason of death, resignation, or otherwise, except as provided in Section 5 of this article, the Board of Governors is empowered to fill such office for the unexpired term.

Section 7. All officers may be eligible for re-election for successive terms, except that the President shall not serve successive terms.

Section 8. If an officer's membership in The Institute of Internal Auditors, Inc., for any reason, terminates, the office shall automatically become vacant.

Section 9. An officer's resignation shall be tendered to the Board of Governors and may be acted on at any regular or special Board meeting.
ARTICLE VI - DUTIES OF OFFICERS

Section 1. The Chapter's president is the executive head of the Chapter and, when present, shall preside at all meetings of the Chapter and of the Board of Governors. The president shall be responsible for the enforcement of the Bylaws of The Institute of Internal Auditors, Inc., and the Bylaws of the Wichita Chapter and the resolutions and proceedings of the Board of Directors and of the Board of Governors; shall keep the Board of Directors of The Institute of Internal Auditors, Inc. and the Board of Governors of the Chapter fully informed of the affairs of the Chapter; shall also consult with the Board of Directors of The Institute of Internal Auditors and the Board of Governors of the Chapter, whenever necessary, concerning the business of the Chapter and its activities.

Section 2. The Chapter's vice president shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter's president. In the absence or disability of the president, the vice president shall perform the Chapter president's duties.

Section 3. The Chapter's treasurer shall be charged with the custody of the funds of the Chapter and their proper disbursement under the rules prescribed by the Board of Governors. The treasurer shall make periodic reports as required by the treasurer of The Institute of Internal Auditors, Inc. and any other reports that the Board of Governors may require. The treasurer shall be the disbursing officer of the Chapter. The Board of Governors of the Chapter may authorize the bonding of the Chapter treasurer. At the termination of the treasurer's term of office, the treasurer shall turn over to the Board of Governors all funds, records, papers, books, documents and all other property of the Chapter having to do with the financial or other transactions or business of the Chapter which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 4. The Chapter's secretary shall perform those duties delegated by the Chapter's president or prescribed by the Board of Governors. The books of account shall be kept under the secretary's jurisdiction. The secretary shall make reports as required by the Board of Governors or as required by the secretary of The Institute of Internal Auditors, Inc. The secretary shall notify each member of the Chapter of all meetings and shall do any and all other things normally required by a Chapter's secretary to keep the officers and the Board of Directors of The Institute of Internal Auditors, Inc. and the Board of Governors and the Chapter's officers and members informed of the affairs of the Chapter. The Board of Governors may authorize the bonding of the secretary. At the termination of the term of office, the secretary shall turn over to the Board of Governors all records, papers, books, documents and all other property of the Chapter which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 5. The officers of the Chapter shall receive no salaries for their services. Officers may be reimbursed for their expenses incurred in the performance of their duties subject to such approval as may be determined by the Board of Governors.

ARTICLE VII - COMMITTEES

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

a. An Audit Committee of at least one Chapter member, not an officer or governor.

b. A Nominating Committee consisting of the president and at least one other Chapter member.

Section 2. All other committees approved by the Board of Governors.
Section 3. At least annually, the Board shall review and approve the objectives and purposes, structure, responsibilities, and policies and procedures for each functioning committee.

ARTICLE VIII - ANNUAL MEMBER MEETING

Section 1. The March meeting of Chapter Members of each year shall be considered the annual Chapter meeting for the conduct of required business. Said meeting shall be convened on or before the 31st day of that month.

Section 2. The Chapter Year is the fiscal year beginning June 1. The officers elected at each annual meeting shall assume office on June 1 following their election with terms ending the following May 31st.

ARTICLE IX - CHAPTER MEETINGS

Section 1. There shall be at least five member meetings each Chapter year except the Board of Governors may authorize individual cancellations or postponements when circumstances dictate. Social activities, if open to all members, may be considered as Chapter meetings.

Section 2. 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 BYLAWS

These Bylaws may be amended at any regular or special meeting of the Chapter by a two-thirds vote of the members present and voting, provided that written notice of the proposed change and of the meeting has been mailed or emailed at least ten days previous to the date of said meeting.

ARTICLE XI - DISSOLUTION

The Chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be forwarded to The Institute of Internal Auditors Global Headquarters in Altamonte Springs, Florida.