CHAPTER BYLAWS

THE INSTITUTE OF INTERNAL AUDITORS

ARTICLE I – NAME AND LOCATION

Section 1. This Chapter of The Institute of Internal Auditors (IIA) shall be known as “The IIA” Calgary Chapter, incorporated in the province of Alberta.

Section 2. The Chapter operates as a Chapter of The Institute of Internal Auditors, whose Global Headquarters is located in Lake Mary, Florida, USA and is subject to all policies, practices, procedures, regulations, and bylaws made applicable by The Institute of Internal Auditors to its Chapters. These include but are not limited to: the Compact, North American Chapter Manual, and Chapter Treasurer’s Manual. In these bylaws, all articles and sections pertain to the Chapter unless specifically designated by The Institute of Internal Auditors.

Section 3. The geographical area covered by the Chapter shall include those areas as defined when chartered by The Institute of Internal Auditors.

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

The IIA Calgary Chapter is empowered to perform any and all acts which are defined in the North American Chapter Compact and Bylaws of The Institute of Internal Auditors and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute of Internal Auditors meetings and those of the Board of Directors.

ARTICLE III - BOARD OF GOVERNORS

Section 1. At the time of the creation of these Bylaws the IIA Calgary Chapter does not have any Governors. If in the future, the IIA Calgary decides to establish committees these Bylaws shall be amended to reflect the committees.

ARTICLE IV – OFFICERS AND THEIR ELECTION

Section 1. Each elected Chapter President shall take office June 1 and may serve for a (2) year term with the potential to serve an additional (2) year term as deemed appropriate by the membership or until a successor is duly elected and installed. Chapter Presidents should be Certified Internal Auditors.

Section 2. Each elected Chapter Officer other than the Chapter President shall take office on June 1 and serve for a term of two (2) years.

Section 3. Nominations shall be made by the Nominating Committee, and in addition, may be made electronically, virtually, or from the floor at meeting called for this purpose. In the event of electronic vote a voting window must be established not exceed two (2) weeks leading up to
the Annual Meeting and shall close at 5:00PM the day prior to the Annual Meeting. Proxy voting is not permitted. The Chapter year is the fiscal year beginning June 1. The Officers elected at each annual meeting will be included on the official Slate of Officers provided to The IIA on May 1 annually and take office on June 1 following their election with terms ending the following May 31.

Section 4. No person shall hold more than one office at a time.

Section 5. Officers shall be elected by a majority vote of members through a virtual meeting or present at an in person meeting called for this purpose.

Section 6. Any Officer serving one (1) full term shall be eligible for re-nomination and re-election to serve one (1) additional one (2) year term in the same office. After serving two (2) consecutive two (2) year terms, they will not be eligible to serve in the same office until two (2) years has elapsed from the expiration of their prior term.

Section 7. An Officer may be removed by a two-thirds vote of the Officers of the Board provided such Officer was granted an opportunity for a hearing before the Board.

Section 8. If the position of any Officer shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 4 of this article. The Board is empowered to fill this office for the unexpired term. However, a vacancy in the office of the President shall be filled for the balance of the term by the President-Elect or the Immediate Past President, which is determined by the majority vote of the Board. In the event the President-Elect or the Immediate Past President is unable to serve in this capacity, the remainder of the term may be filled by a qualified candidate determined by the majority vote of the Board.

Section 9. If an Officer’s IIA membership terminates for any reason, the office shall automatically become vacant.

Section 10. The resignation of any Officer shall be tendered to the Board and may be acted on at any regular or special meeting of the Board.

ARTICLE V - GOVERNORS AND THEIR ELECTION

Section 1. At the time of the creation of these Bylaws the IIA Calgary Chapter does not have any Governors. If in the future, the IIA Calgary decides to establish committees these Bylaws shall be amended to reflect the committees.

ARTICLE VI – CONFLICT OF INTEREST

Section 1. Officers should act at all times in the best interest of their chapter and not for personal or third-party gain or financial enrichment. When encountering potential conflict of interest, Officers shall identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Chapter Officers shall not:

a. Place (and the appearance of placing) one’s own self-interest or any third party interest above that of the chapter.

b. Provide goods or services to their chapter as a paid vendor. This may be waived after full disclosure to, and advance approval by the Board.

c. Engage in any outside business, professional or other activities that conflict with, and /or would directly or indirectly materially adversely affect the chapter.
d. Abuse their position by improperly using the Chapter’s staff, membership information, service, equipment, resources, property, or events for their personal or third-party gain.

e. Use IIA chapter training events, such as Leadership, to promote their services while attending in the role as chapter leader or officer.

f. Use IIA conferences, for which they are speaking or being compensated to provide training, to promote their services beyond the use of exhibitor space to do so.

**ARTICLE VII - 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. The President shall be responsible for:

- Enforcement of the *Bylaws* of The Institute of Internal Auditors and the *Bylaws* of The IIA's Calgary Chapter and the resolutions and proceedings.
- Keeping the Board of Directors of The Institute of Internal Auditors fully informed of the affairs of the chapter and shall also consult with the Board of Directors of The Institute of Internal Auditors whenever necessary, concerning the business of the Chapter and its activities.
- The Chapter Vice President assumes the duties if the Chapter President in the event of the President's absence, disability, or death.

Section 2. The Chapter's Vice President shall have such duties and powers as may be prescribed by the Board 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. In the absence or disability of a Vice President, the Board shall decide which Officer is to assume the President's duties.

Section 3. The Chapter's Treasurer shall be responsible for:

- The custody of the financial reports and funds of the Chapter.
- Proper disbursement of Chapter funds, and the establishment of proper accounting procedures (including segregation of duties) for the handling of Chapter funds under the rules prescribed by The Institute of Internal Auditors and the Chapter's Board.
- Making a report to the Board at every Board meeting. Additional reports may be required of the Treasurer by the Board.
- The Treasurer shall be designated as the disbursing officer of the Chapter and have no authority to receive application fees or dues, as this authority is reserved for the Treasurer of The Institute of Internal Auditors.

At the termination of the Treasurer's term of office, the Treasurer shall immediately turn over to the Board 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 Officers of the Chapter shall receive no salaries for their services with the exception of a Chapter's paid staff position. 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.

Section 5. The Chapter’s Secretary shall be responsible for:

- Send notices of board meetings to include the agenda, and committee reports.
- Take minutes at board meetings, send minutes via email to all board and committee members for review and approval.
- Monitoring and reporting of chapter CAP activities.
• Track hours and issue CPEs at year-end to chapter volunteers.
• Participate in the review of the Bylaws annually.
• Maintain all official records and documents for the chapter and ensure records are archived as recommended by the IIA’s Record Retention Policy.

The Chapter Secretary will be responsible for assisting officers and committees with other duties prescribed by the Board or delegated by the Chapter’s President through normal course of business.

Section 6. The Membership and Certification Officer shall be responsible for:
• Overseeing new member recruitment, new member onboarding, member recognition, and member retention and any other responsibilities as delegated by the President.
• The Membership and Certification Officer will access membership and certification reports through The Institute of Internal Auditor’s database and report to the Board on a regular basis current membership and certification growth/decline.

Section 7. The Learning and Development Officer shall be responsible for:
• Overseeing all learning and development offerings of the Chapter, to include program planning and education alignment with The Institute of Internal Auditors.
• Overseeing registration, logistics, and content management for all member programs.
• The Learning and Development Officer will report to the Board on a regular basis the strategic plan for chapter programming and the success of these programs.

Section 8. The Advocacy Officer shall be responsible for:
• Overseeing advocacy efforts of the Chapter, including student outreach, liaising with other professional organizations and ensuring alignment with The Institute of Internal Auditors.
• Overseeing the annual efforts around Internal Audit Awareness month.
• The Advocacy Officer will report to the Board on a regular basis the strategic plan for chapter advocacy and the success of these efforts.

Section 9. The Communications and Technology Officer shall be responsible for:
• Overseeing all communications of the Chapter including, monitoring and managing the chapter email, social media outreach, and the Chapter newsletter.
• Overseeing the maintenance of the Chapter website.
• Overseeing the technology and related access controls.
• The Communications and Technology Officer will report the communication and technology activities to the Board on a regular basis.

Section 10. Other Officer positions other than those specified in these Bylaws may be established, and their duties specified by the Chapter’s Board.

Section 11. All Officers of the board must agree, in writing, to the Chapter’s Leadership Agreement within one month of assuming office or they may be removed from the board.

ARTICLE VIII – COMMITTEES

Section 1. At the time of the creation of these Bylaws the IIA Calgary Chapter does not have any committees. If in the future, the IIA Calgary decides to establish committees these Bylaws shall be amended to reflect the committees.

ARTICLE IX – PAID STAFF
Paid staff such as Administrators, Executive Directors, and/or Events Managers, etc., may be employed by the Chapter to serve at its discretion. Duties and compensation shall be determined by the Board. Paid staff shall not have voting privileges and must adhere to the standards and qualifications established by The Institute of Internal Auditors.

ARTICLE X – MEETINGS OF MEMBERS AND VOTING

Section 1. Regular meetings will be held at times and places as determined by the Chapter’s Board.

Section 2. Special meetings may be called by the President or by any two Board members within thirty (30) days of receipt of a written request signed by twenty (20) percent of the Chapter members. The business to be transacted at any special meeting shall be stated in the notice thereof. At special meetings, a quorum shall consist of ten (10) percent of members entitled to vote. In the event the quorum is not present, those in attendance may adjourn the meeting without further notice. If a quorum is present, the majority vote shall be the act of the members.

Section 3. All meeting notices shall be sent by mail, electronic mail, or electronic media, to each board member a minimum of twenty (20) days preceding the meeting.

Section 4. Each member shall have one (1) vote and may take part in a vote in person or by participation in an electronic vote (determined by the Board). Proxy voting is not permitted. Unless otherwise specified within these Bylaws, a majority vote of members present and voting, in person or electronically, shall govern.

Section 5. Proposals to be offered to the membership for a vote via mail or electronic mail rather than in person shall be first approved by the Board unless the proposal has been endorsed by a minimum of twenty (20%) percent of the voting members, in which case, Board approval shall not be necessary.

Section 6. The Board with or without cause may cancel any meeting.

Section 7. Board meetings shall occur once per month with the exception of June, July and August. Matters that are tabled at the board for voting shall be voted on by the following positions: President, Vice President, Treasurer, Membership and Certification Officer, Learning and Development Officer, Advocacy Officer, Communications and Technology Officer. If a voting Officer will not be present at the meeting a vote can be submitted electronically through the Secretary.

ARTICLE XI – ANNUAL GENERAL MEETING

An annual meeting of the members shall take place at a date, time and place designated by the Board. At the annual meeting the members shall elect officers and conduct required chapter business. The slate of candidates should be announced to all members at least 30 days prior to the election. The Chapter will aim to hold their annual general meeting accordingly to allow time to meet the required submission of officer slates due May 1 annually.

ARTICLE XII – RULES OF PROCEDURE AT MEETINGS

Section 1. The rules of procedure at meetings of The Institute of Internal Auditors, the Board, and of committees shall be according to Robert’s Rules of Order so far as applicable and when not inconsistent with these Bylaws.

Section 2. The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.
ARTICLE XIII – RULES OF DISBURSEMENTS

Section 1. The Chapter Treasurer may make disbursements for any preauthorized budget item without obtaining prior written or verbal approval from the Chapter Officers and/or Board. All disbursements will be supported by a proper business document.

Section 2. The Chapter Treasurer must obtain written approval from the Chapter President for non-budget items that are $500 or less, before making disbursements for such chapter-connected expenses.

Section 3. The Chapter Treasurer must obtain written approval from the Chapter Officers for non-budget items that are more than $500 before making disbursements for such chapter-connected expenses. The Chapter Officers must base the written-approval on a majority approval, under Robert’s Rules.

ARTICLE XIV - AMENDMENTS TO BYLAWS

These Bylaws shall automatically be deemed amended to include provisions as may be stated, periodically, in the most recent IIA Chapter Bylaws. All other deletions, and draft changes must be approved in advance by The Chapter Board, the Chapter’s District Representative, and The IIA’s Director of North American Chapter Relations prior to being submitted to Chapter membership for approval. Upon this approval these Bylaws may be amended/voted on by the members at any regular or special meeting, via returned mail, or returned electronic mail by two thirds vote of members eligible to cast a ballot, provided that written notice of the proposed change has been sent in writing a minimum of thirty (30) days previous to the date of said meeting or ballot deadline.

ARTICLE XV- 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 Lake Mary, Florida.

ARTICLE XVI – INDEMNIFICATION

Nothing herein shall constitute members of The Institute of Internal Auditors as partners for any purpose. No member, Officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any member, Officer, agent, or employee of The Institute. Nor shall members, Officers, agents or employees be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of their willful misfeasance.

ARTICLE XVII – ADOPTION OF BYLAWS

ADOPTED AND APPROVED by the Board on this 13th day of March, 2019.