The Institute of Internal Auditors

Central Missouri Chapter Bylaws

Revised March 2017
## TABLE OF CONTENTS

<table>
<thead>
<tr>
<th>SECTION</th>
<th>PAGES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Chapter Bylaws</td>
<td>3-9</td>
</tr>
<tr>
<td>Attestation</td>
<td>10</td>
</tr>
<tr>
<td>Organizational Structure</td>
<td>11</td>
</tr>
</tbody>
</table>
ARTICLE I – NAME AND LOCATION

SECTION 1. This Chapter of the Institute of Internal Auditors, Inc. shall be known as the Central Missouri Chapter of the Institute of Internal Auditors, Inc., herein referred to as the Chapter.

SECTION 2. The principal office of the Chapter shall be established and maintained in Jefferson City, Missouri. The Chapter shall maintain an official chapter postal address for general correspondence.

ARTICLE II – ADHERENCE TO CORPORATE CHARTER

SECTION 1. The Chapter is empowered to perform any and all acts which are defined in its Certificate of Incorporation and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions incorporated in the minutes of the Chapter's meetings and those of the Board of Directors, herein referred to as the Board.

SECTION 2. The Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and Bylaws of the Institute of Internal Auditors, Inc., herein referred to as Institute, and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions of the Institute.

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 Bylaws of the Institute and who are located in the Chapter area, and any others not located in the Chapter area, who by written request, endorsed by the Secretary of the Chapter, if any, of the area in which they are located, elects to become affiliated with the Chapter.

SECTION 2. Membership in The Chapter shall cease and terminate on transfer to another Chapter area or because of resignation or termination for any of the causes set forth in the Bylaws of the Institute.

ARTICLE IV – ADMINISTRATION OF CHAPTER

The administration and the determination of the policies of the Chapter are vested in the Board of Governors and the Officers (hereinafter called “The Board”).

ARTICLE V – THE BOARD

SECTION 1. The Board shall be constituted as the six primary officers, the “past-president” board member and two “At-Large” board members. Each person shall be considered a board member regardless of their position in the Chapter and shall have a right to vote at each board meeting.

(a) The primary officers of the Chapter are the President, the Vice President of Programs, the Vice President of Membership, the Secretary/Newsletter Editor, Treasurer, and Webmaster.
(b) The Past-President Board member is the most recent Chapter President who is not holding other office in the Chapter and who is still a member therein. If the past president agrees to hold a new office in the Chapter, the current president may appoint a member to serve as a board member as a replacement for the past-president board member.

(c) At-Large board members are board members selected from the membership. These At-Large board members may be requested by an officer or board member to serve or he or she may volunteer to serve in this capacity. These At-Large board members shall serve a term of one year, but may serve longer if approved by a majority of the board members and assuming no other member wishes to serve as an At-Large board member. The Board may elect to have less than the required number of Board members if all board member positions cannot be filled in any one year.

SECTION 2: The Board shall have the power to fix the time and place for each annual meeting and each special meeting of the Chapter if the president of the Chapter fails to do so.

SECTION 3. The Board shall meet on call of the President or upon written request to the President by three (3) members of the Board, at such times and places as it may elect. In order to vote on issues during Board meetings, a quorum must be established. The quorum is defined as five members of the Board. At all meetings of the Board the majority vote of the Board present and voting (provided a quorum is present) will decide all issues except as provided elsewhere in the Bylaws. Notice of the meetings of the Board shall be issued by the President 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 there at.

SECTION 4. The Board shall receive no salaries or fees for their services. The Board may be reimbursed for expenses incurred in the performance of their duties subject to such advance notice and approval as may be determined by the Board.

ARTICLE VI – OFFICERS

SECTION 1. The Elected Officers shall be constituted as follows:

- Chapter President
- Chapter Vice President – Programs
- Chapter Vice President – Membership
- Chapter Secretary/Newsletter Editor
- Chapter Treasurer
- Chapter Webmaster

SECTION 2. No person shall hold more than one elective office at a time.

ARTICLE VII – ELECTION OF OFFICERS AND BOARD OF GOVERNORS

SECTION 1. The provisions of this article shall apply to all elected persons (i.e. the six officers and the members of the Board) without exception or unless otherwise provided for in these Bylaws.
SECTION 2. Nominations shall be made by the Nominating Committee, if a Nominating Committee is created by the President. Absent a Nominating Committee, nominations may be taken from any chapter member.

SECTION 3. Officers and Board Members of the Chapter shall be elected or appointed at the last regular meeting preceding May 1 and shall assume their duties as of June 1. They shall hold office until their successors are identified unless the term of office terminates or is terminated as provided in the Bylaws of the Institute or the Chapter.

SECTION 4. Officers may be elected by a majority vote of members present during a specially programmed election meeting if such election is called by the president. Officers may be appointed by the board if it is deemed to be in the best interests of the Chapter. If any ten (10) members disapprove of the method of appointing an officer, such disapproval shall be made in writing and delivered to the Chapter president. The Chapter President may create a nominating committee and conduct a vote of the membership to fill any disputed officer positions.

SECTION 5. Any Officer or Board Member may be removed for cause by a two-thirds vote of a quorum of the Board, provided such board member or officer shall have been granted an opportunity for a hearing before the Board. The quorum is defined as five members of the Board. The Board shall call a special meeting of the Board to be held within thirty (30) days from the date when any such removal be voted. At such special meeting, the Board shall make a full and complete report of the action taken in removing the board member(s) or officer(s) and the reasons for such action. At such meeting, the office or offices made vacant by such action of the Board shall be filled. Any board member 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 shall have been 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 (1/5) of the members.

The exception to the Special Meeting vote process noted above is Board removal of an Officer or Governor for non-attendance at officially called Board meetings or non-performance of defined duties and responsibilities.

SECTION 6. If any vacancy shall occur in any office by reason of death, resignation, or otherwise, except as provided in Section 5 of this article, the Board is empowered to fill, by a vote, such vacancy from a list of nominees proposed by the Nomination Committee. In the absence of a nominating committee, board members may submit nominee names.

SECTION 7. If the membership in the Institute of any board member shall for any reason terminate, his or her office shall automatically become vacant.

SECTION 8. The resignation of any board member shall be tendered to the Board and may be acted on at any regular or special meeting of the Board.

SECTION 9. If an office becomes vacant, the Board is empowered to fill such office for the unexpired term.

SECTION 10. All Officers are eligible for successive terms. In order to provide consistency to the Chapter, the President is requested to complete at least two one-year terms.
ARTICLE VIII – 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. The President shall be responsible for the enforcement of the Bylaws of the Institute and these Bylaws of the Chapter and the resolutions and proceedings of the Institute’s Board of Directors and the Board of Governors. The President shall have the power to fix the time and place for each regular or special board meeting, subject to Article V, Section 2. The President may delegate the fixing of the time and place of training meetings to the Vice-President of Programs. The President shall keep the Board of Directors of the Institute and the Board of Governors of the Chapter fully informed of the affairs of the Chapter and shall consult the President and the Board of Directors of the Institute and the Board of the Chapter, when necessary, concerning the business of the Chapter and its activities. The President shall also appoint a qualified member (preferably a CPA) of the Chapter, not currently serving as an Officer or Governor, or other qualified 3rd party to perform an independent audit of the Chapter’s financial records. The Board must approve the appointee. The President shall also be responsible for the Chapter Administration Program (CAP) reporting to the Institute.

SECTION 2. The Chapter Vice Presidents shall have such duties and powers as may be prescribed by the Board or delegated by the Chapter President. The Chapter’s vice presidents are the Vice President for Programs and the Vice President for Membership. In the absence or disability of the Chapter President, the Vice President of Programs, or other VP designee by the President shall perform the duties of the Chapter President.

SECTION 3. The Chapter Secretary/Newsletter Editor shall perform those duties delegated by the Chapter President or prescribed by the Board. The Secretary shall make reports as required by the Board or as required by the Secretary of the Institute. The Secretary/Newsletter Editor or designee shall notify each member of the Chapter of all meetings and shall do any and all things normally required by a Chapter Secretary to keep the Officers and the Board of Directors of the Institute and the Chapter Officers and Board informed of the affairs of the Chapter. At the termination of the term of office, The Secretary shall turn over to the Board all records, papers, books and documents and all other property of the Chapter which may have come into their possession or may have been compiled or created during the Secretary’s term of office.

SECTION 4. 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. The Treasurer is authorized to maintain a checking account (interest bearing or non-interest bearing) and certificates of deposit at the discretion of the Treasurer with advance approval by the Board. The Treasurer shall make periodic reports as required by the Treasurer of the Institute and any other reports which the Board may require. The Treasurer shall be the disbursing Officer of the Chapter. He/She shall not have the authority to receive monies for application fees and dues which authority is reserved to the Treasurer of the Institute. The Treasurer is responsible for ensuring the financial statements are reviewed and accepted by the Board on at least a quarterly basis and that the reviewed financial statements are submitted to the Institute in adherence to their schedule. The Treasurer shall also maintain the Chapter budget and monitor and report performance against the budget at the regularly scheduled Board meetings. At the termination of the Chapter Treasurer’s term of office, he/she shall turn over to the Board all funds, records, papers, books and documents and all other property of the Chapter having to do with the financial or other transactions or business of the Chapter which may have come into possession
or may have been compiled or created during the Treasurer’s term of office.

SECTION 5. The Webmaster is responsible for the Chapter website and social media administration.

SECTION 6. If at any meeting of the Chapter or of the Board, the Chapter President is absent and no one authorized to perform the duties is present, or if the Chapter Secretary is absent, then a Chairman or Secretary pro-tem or both, as may be needed, shall be appointed by a majority vote of the Members present and voting.

ARTICLE IX – COMMITTEES

SECTION 1. There may be the following committees whose members are hereby prescribed by these Bylaws:

(a) A Programs Committee consisting of one or more member volunteers. This Committee shall report to the Chapter Vice President - Programs in accordance with these Bylaws. This Committee will meet to work on programs and seminars.

(b) A Bylaws Committee consisting of one or more member volunteers. This Committee shall report to the Chapter Vice President – Membership in accordance with these Bylaws. This Committee will meet to review the Bylaws for updates as needed.

SECTION 2. The President shall recommend to the Board other committees as necessary to maintain the operations of the Chapter. The committees may submit periodic reports to the Board, such as budgets and goals.

SECTION 3. Any Member of any committee may be removed at the discretion of those appointing such Member.

SECTION 4. The majority of each committee shall constitute a quorum thereof. The majority is defined as greater than 50% of committee members.

SECTION 5. The Board may institute any procedures, which it deems necessary, to appoint committees to carry on the activities of the Chapter.

ARTICLE X – CHAPTER EXPENDITURES

SECTION 1. The Chapter Treasurer shall be charged with the custody of the funds of the Chapter and their proper disbursement as outlined in the annual budget, under any rules prescribed by the Board.

SECTION 2. Invoices and other charges within the approved budget are payable upon approval by an officer of the chapter. Expenditures of $500 or less that are not included in the approved budget are subject to concurrence by the Chapter President and the Chapter Treasurer before the expenditure is made. Chapter Expenditures outside of the normal budget process exceeding $500 shall be approved by the Board. Expenditures which do not exceed $500, may be authorized by the Chapter President with an annual limit of $1,500. Unbudgeted expenditures will be reported by the Treasurer at least quarterly to the Board.
ARTICLE XI – MEETINGS

SECTION 1. Meetings of the Chapter will be held at time and places prescribed by the President, as defined in Article VIII, Section I.

SECTION 2. The Chapter year shall run from June 1 through May 31 annually.

SECTION 3. At all meetings of the Board, the majority vote of the Board present and voting (provided a quorum is present) will decide all issues except as provided elsewhere in the Bylaws.

SECTION 4. The annual meeting shall be held in the month of February at which time the election of Officers and Governors will take place.

ARTICLE XII – RULES OF PROCEDURE

SECTION 1. The rules of procedure at meetings of the Chapter, of the Board, and of Committees, shall be according to Roberts Rules of Order, so far as is 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.

ARTICLE XIII – AMENDMENTS OF BYLAWS

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

ARTICLE XIV – LIMITATION OF LIABILITIES AND INDEMNIFICATION

SECTION 1. Nothing herein shall constitute Members of the Chapter or the Institute as partners for any purpose. No Member, Officer, Agent or Employee of this Chapter shall be liable for the acts or failure to act on the part of any other Member, Officer, Agent or Employee of the Chapter or the Institute. Nor shall any Member, Officer, Agent or Employee be liable for his acts or omissions to act under these Bylaws, expecting only acts or omissions to act arising out of his willful misfeasance.

SECTION 2. Any Officer or Board Member of this Chapter or former Officer or Board Member of this Chapter shall be reimbursed by the Institute against the reasonable expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he/she or any of them are made parties, or a party, by reason of having been a Board Member or Officer of the Chapter in relation to matters as to which such Board Member or Officer, or former Board Member or Officer, shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability.
ARTICLE XV - DISSOLUTION

SECTION 1. 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 unless approved by the Board. Upon dissolution of the Chapter, any funds remaining after payment of all expenses and liabilities shall be forwarded to Institute Headquarters.

ARTICLE XVI – CONTINUING PROFESSIONAL EDUCATION (FOR IIA SPONSORED CERTIFICATIONS)

SECTION 1. A maximum of 15 hours per calendar year may be awarded for participation as an IIA Officer or Governor. The number of hours to be issued depends on the requirements and responsibilities and varies by role.

SECTION 2. The President, Vice President-Programs, Vice President – Membership, Secretary, and Treasurer shall receive 15 hours CPE. The Webmaster shall receive 10 hours CPE. All other Board members shall receive 5 hours CPE.

SECTION 3. The certificate of CPE hours shall be prepared by the Secretary (or designee) and presented annually to the Board members at the May membership meeting.

ARTICLE XVII – Complaint Resolution & Cancellation Policy

SECTION 1. The Chapter reserves the right to cancel an event due to insufficient participation or other unforeseen circumstances. If the Chapter cancels an event, the Chapter will notify registered attendees by e-mail a week prior to the event. Paid registrations will be refunded. Refunds will be granted for individual initiated cancellations.

SECTION 2. Event registrations are always transferable, so substitutions are allowed if you are unable to attend.

SECTION 3. The Chapter will make every effort to offer timely, well-delivered, and relevant training programs. Please contact Vice President - Programs to register complaints related to the timeliness/accuracy of CPE credit reporting, program delivery, or program content.
ATTEST

The above is a true and accurate copy of the Bylaws of the Central Missouri Chapter as adopted by the Members on the 29 day of March 2017.

Date

3-31-17

Chapter President

Stacy Wright
Institute of Internal Auditors – Central MO Chapter
Organizational Structure
Officers and Committee Structure

**President**
Nominating
Long Range Planning
CAP Reporting

<table>
<thead>
<tr>
<th>VP-Membership</th>
<th>VP-Programs</th>
<th>Webmaster</th>
<th>Secretary</th>
<th>Treasurer</th>
</tr>
</thead>
<tbody>
<tr>
<td>Retention</td>
<td>Seminars/chapter meetings</td>
<td>Website Administration</td>
<td>Meeting Minutes</td>
<td>Budget</td>
</tr>
<tr>
<td>Recruitment</td>
<td>Dist/Regional Conference</td>
<td>Email correspondence Regarding site content</td>
<td>Correspondence</td>
<td>Collection of meeting/seminar fees</td>
</tr>
<tr>
<td>Orientation</td>
<td>Calculation of allowable CPE credits</td>
<td>Social media administration</td>
<td>Newsletter</td>
<td>Maintain financial records</td>
</tr>
<tr>
<td>Networking</td>
<td>Meeting Registration</td>
<td></td>
<td></td>
<td>Tax preparation</td>
</tr>
<tr>
<td>Membership appreciation activities</td>
<td>Printing and distribution of CPE certificates</td>
<td></td>
<td></td>
<td>Collection of past due meeting fees</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Required Filings</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>Payment of obligations</td>
</tr>
</tbody>
</table>