CHAPTER MINIMUM 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” Central Ohio Chapter (herein referred to as “the Chapter”), incorporated in Columbus, Ohio. The Institute of Internal Auditors and its Chapters have been given a ruling from the Internal Revenue Service granting federal tax-exempt status under section 501(c) 6 as a not-for-profit organization.

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, the Guiding Principles for Effective Chapter Governance 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 Central Ohio 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. The governing body of the Chapter shall be the Board of Governors. The Board is responsible for reviewing and approving the Chapter’s budget and strategic plan. Approval of any unbudgeted expenditures must also be approved by the Board. The Board in its entirety oversees the financial integrity and monitors performance against achievement of strategy and long-term vision. The Board may establish such policies as it deems appropriate to the conduct of its affairs/or the affairs of their operation. Such policies shall be recorded in the Chapter Board Policy Manual. The Board shall establish and implement policies and procedures that enable individuals to come forward with information on illegal
practices or violations of Chapter policies. These policies and procedures shall specify that
the chapter will not retaliate against and will seek to protect the confidentiality of individuals
who make good-faith reports. Such policies shall not conflict with these Bylaws.

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

i) **Governors of the Chapter:** Nine Governor(s) of the Chapter shall be elected each year and
shall hold office until the election of a successor unless the term of office is terminated as
provided in the Bylaws of The IIA Central Ohio Chapter. There will be a maximum of 19
voting members on the Board, inclusive of Chapter Officers who have voting rights. The
Governors of the Chapter shall be elected in staggered terms to allow for continuity of
leadership. Each Governor shall have voting rights and fiduciary oversight. Each Governor
will be required to have an active role by overseeing a committee on the Board. Governors
shall provide strategic oversight and input to the Chapter officers. The Immediate Past
President, who will sit on the Board of Governors, will also have voting rights and fiduciary
oversight. With the exception of the Immediate Past President, the Board of Governors shall
be elected annually by the members affiliated with the chapter and as prescribed by The
Bylaws of The Institute of Internal Auditors. No individual shall serve in a voting capacity for
more than 10 consecutive years of service, including time in an officer role.

ii) **The Officers of the Chapter:** The Officers of the Chapter at a minimum shall be a
President, President Elect (First Vice President and Programming Officer), Second Vice
President (Certification Officer), Treasurer, Assistant Treasurer, Secretary, and
Corresponding Secretary (Membership Officer) as well as any additional officers deemed
necessary by the Chapter Board of Governors. Each elected officer shall take office on June
1 and serve for a term of one year, with the ability to serve an additional one year term. All
Officers may serve on the Board of Governors for ten consecutive years adhering to the term
limits established for each board position. At a minimum, the President, President-Elect,
Treasurer and Secretary will also have voting rights and fiduciary oversight, in addition to any
other officers deemed appropriate by the Chapter (not to exceed a total of 19 voting
members, inclusive of the Governors.) All chapter officers will conduct the day-to-day
business of the chapter to help it achieve its strategic objectives.

Section 3. Any member in good standing of The IIA whose affiliation is with the Chapter is eligible for
nomination and election to any office. It is preferred the member has served as an active
volunteer on a committee for a minimum of one year prior to serving on the Board.

Section 4. Nominations will be made in accordance with these Bylaws and shall be made by the
Nominating Committee. The Nominating Committee shall consist of a Nominations Chair with
no fewer than 2 additional members. Elections shall be conducted in accordance with IIA
Bylaws with designated chapter members having the ability to approve or contest the slate
prior to elections. A slate of elected officers will be submitted to The Institute of Internal
Auditors Global Headquarters by May 1 annually.

Section 5. Nominations shall be made by the Nominating Committee. In addition, nominations may be
made from the floor.

Section 6. The Board of Governors shall meet a minimum of four times with at least two face to face
annually at a time and place determined by the Board and will be open for attendance by any
IIA member in good standing whose primary affiliation is with this Chapter. Exigent
circumstances excepted, at least two of the meetings will be face to face.

Section 7. Any act of the majority of the Board members present or participating at a meeting via
teleconferencing, video conferencing or other means which Board members are audible at a
meeting where a quorum is present shall be a valid act of the Board. For the purposes of
conducting a Board meeting, a majority of currently serving Board members shall constitute a quorum.

Section 8. Special meetings (votes or resolutions) of the Board may be called by or at the request of the President or any two members of the Board via mail or electronic mail.

Section 9. Notice of meetings of the Board of Governors shall be mailed or sent electronically by the Secretary or Chapter Administrator, or as the Board may otherwise direct, thirty (30) days prior to each regular meeting or ten (10) days prior to each special meeting. Such notice may be mail or electronically mailed.

Section 10. Voting rights of the Board of Governors shall not be delegated to another.

ARTICLE IV – OFFICERS AND THEIR ELECTION

Section 1. Each elected Chapter President shall take office June 1 and may serve for a (1) year term with the potential to serve an additional (1) year term as deemed appropriate by the membership. Chapter Presidents shall 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 one (1) year.

Section 3. Nominations shall be made by the Nominating Committee, and in addition, may be made electronically, virtually, or from the floor at a meeting called for this purpose. In the event of electronic vote, a voting window must be established not to 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, unless deemed appropriate by the Board of Governors.

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 (1) year term in the same office. After serving two (2) consecutive one (1) year terms, they will not be eligible to serve in the same office until one (1) year has elapsed from the expiration of their prior term.

Section 7. An Officer may be removed by a two-thirds vote of the members 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 6 of this article, The Board of Governors 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 Officers. 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 of Governors.
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 – BOARD OF GOVERNORS’ ELECTION

Section 1. Each elected Governor shall take office June 1 and shall serve for a term of one (1), two (2) or three (3) years as deemed appropriate for each chapter to allow for continuity. Governors shall serve staggered terms. The Governors elected at each annual meeting take office on June 1 following their election with terms ending on May 31.

a. The most recent past Chapter President, not holding other office in the Chapter and who still is a member of the Chapter, will serve a one-year term.

b. Nine Governors, each for a three (3) year term, will be elected at large, with one-third of the Governors elected each year and one of the Governors being appointed annually as the Chapter’s representative Governor to The IIA Research Foundations. In addition, and at its sole discretion, the Board via simple majority vote may elect to place up to two additional trustees on the Board. Such appointment(s) will be for a one-year term and confer full Board rights on the appointee(s). The Board may elect to reappoint such Governor(s) to subsequent one-year terms. At no time will the Board go over the max of Governors as stated in Article III.

Section 2. Nominations shall be made by the Nominating Committee.

Section 3. Governors shall be elected by a majority vote of members electronically, virtually or present at a meeting called for this purpose. In the event of an electronic vote a voting window must be established not to exceed two weeks leading up to the Annual Meeting and closing by 5:00PM the day before the Annual Meeting. Proxy voting is not permitted.

Section 4. A Governor may be removed by a two-thirds vote of the members of the Board provided such Governor was granted an opportunity for a hearing before the Board.

Section 5. If the office of any Governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 2 of this article, the Board of Governors is empowered to fill this office for the unexpired term.

Section 6. If a Governor’s IIA membership terminates for any reason, the office shall automatically become vacant.

Section 7. 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 8. The Board of Governors shall have the power to establish the time and place for each annual and special meeting of the Chapter.

Section 9. The Board of Governors shall elect a Board Chairperson and Vice Chairperson from among the current Governors. The Chairperson and Vice Chairperson shall serve for a one (1) year term.

Section 10. The Chairperson and Vice Chairperson shall be elected by a majority vote of the Board members present and voting at the first Board meeting after the annual Board and Officer annual election meeting or online election. The elected Chairperson and Vice Chairperson
shall take office at the beginning of the fiscal year following the annual election meeting or
online election.

ARTICLE VI – CONFLICT OF INTEREST

Officers and Governors 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 or
Governors shall identify the conflict and, as required, remove themselves from all discussion and voting
on the matter. Specifically, members of the Board of Governors 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 of Governors.

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 and of the Board of Governors. The President shall be
responsible for:

- Enforcement of the Bylaws of The Institute of Internal Auditors and the Bylaws of The
  Chapter and the resolutions and proceedings.
- Keeping the Board of Directors of The Institute of Internal Auditors and the Board of
  Governors of the chapter fully informed of the affairs of the chapter and 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.
- The Chapter President-Elect assumes the duties if the Chapter President in the event
  of the President’s absence, disability, or death.
- Completion of the Board and Officer Committee Assignment form prior to the first
  Board meeting.
- Ensuring the reporting calendar is established and roles and responsibilities are
  assigned.
- Preparing the Chapter budget for review and approval by the Board prior to the first
  Board meeting.

Section 2. The Chapter's President-Elect (First Vice President and Programming Officer) 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 President-Elect
shall perform the Chapter President's duties. The Chapter's President-Elect (First Vice President and Programming Officer) shall be responsible for at least:

- Overseeing all educational offerings of the Chapter, to include program planning and education alignment with The Institute of Internal Auditors.
- Adhering to chapter standards to deliver eight quality CPE hours per chapter year.
- Maintaining the integrity of CPE pricing, including a member/non-member price differential.
- Overseeing registration, logistics, and content management for all member programs including protection of IP, integrity of brand standards, and fulfillment of sponsorship.
- The Programming Officer will report to the Board of Governors on a regular basis regarding the strategic plan for chapter programming and the success of these programs.

The Chapter's Officers will be responsible for managing various committees and will have duties and powers as prescribed by the Board of Governors or delegated by the Chapter's President through normal course of business.

Section 3. The Chapter’s Second Vice President (Certification Officer) shall have such duties and powers as may be prescribed by the Board or delegated by the Chapter President. In the absence or disability of the Chapter First Vice President, the Chapter Second Vice President shall perform the duties of the First Vice President. Additionally, the Second Vice President (Certification Officer) shall be responsible for at least:

- Delivery of the chapter's strategy to promote continuing professional development programs to certified professionals, both members and non-members in collaboration with IIA headquarters.
- Hosting an annual campaign to reengage the non-member individuals whose certifications become inactive so they can reinstate their certifications and reactivate membership.
- Growing the total number of certified members and advancing the profession.

Section 4. 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 of Governors.
- Making a report to the Board of Governors a minimum of twice (2) annually. Additional reports may be required of the Treasurer by the Board of Governors.
- 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.

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 immediately 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 5. The Assistant Treasurer shall perform those duties delegated by the Chapter President or prescribed by the Board. This position is a development role and will be used to prepare this individual to take on the responsibilities of the Chapter Treasurer, when the position is vacated and he/she is voted in via Article IV of the by-laws.
Section 6. The Chapter Secretary shall keep the minutes of meetings and perform those other duties delegated by the Chapter President or prescribed by the Board. The records of membership shall be kept under this jurisdiction. The Secretary shall make reports as determined by the Board and as required by the Institute. 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 Secretary to keep the Institute and other Chapter Officers and members informed of the affairs of the Chapter. At the conclusion of the term of office, the Secretary shall turn over to the Board records, papers, books and documents and all other property of the Chapter which may have come into the Secretary’s possession or may have been compiled or created during the term of office.

Section 7. The Corresponding Secretary (Membership Officer) shall perform those duties delegated by the Chapter President or prescribed by the Board. The Corresponding Secretary shall assist in doing any and all things required to keep the Institute and other Chapter Officers and members informed of the affairs of the Chapter. The Corresponding Secretary shall have such duties and powers as may be prescribed by the Board or delegated by the Chapter President. Additionally, the Corresponding Secretary (Membership Officer) shall be responsible for at least:

- Delivering and overseeing the chapter’s strategy specific to new member recruitment, new member onboarding, member recognition, and member retention in coordination and collaboration with IIA HQ and any other responsibilities as delegated by the President or Board of Governors.
- The Corresponding Secretary (Membership Officer) will access membership and certification reports through The Institute of Internal Auditor’s database and report to the Board of Governors on a regular basis the current membership and certification growth/decline.

Section 8. The Officers and the Board of Governors of the Chapter shall receive no salaries for their services, with the exception of a Chapter’s paid staff position. Officers and Governors 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.

Section 9. Other Officer positions other than those specified in these Bylaws may be established, and their duties specified by the Chapter’s Board of Governors.

Section 10. In order to volunteer for the Chapter an individual must be in good standing as a member of The IIA. If a volunteer’s IIA membership terminates, the volunteer role, including Officers and Governors, will automatically become vacant.

ARTICLE VIII – COMMITTEES

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

a. Audit Committee of at least two (2) members, who are not serving as a current Chapter Officer or Governor. The Audit Committee must be independent of any Chapter Officer from a day-to-day employment perspective. The Audit Committee or an independent party, designated by the Committee, shall conduct an annual audit and shall include a normal verification of all receipts and expenditures for the fiscal year. The Committee shall be made up of at least two board member(s) and/or officer(s) plus the Treasurer and Assistant Treasurer; however, the Treasurer and the Assistant Treasurer can’t be part of the team performing the annual audit nor, if applicable, vote on which independent party to use to perform the audit.
b. **Nominating Committee** shall consist of a Nominations Chair with no fewer than two (2) additional members. The Nominating Committee shall be appointed by the Chapter's Board and consist of the Chapter President, one Board Governor not up for election, and one additional Officer or Governor. The Chapter President should serve as Nominating Committee Chairperson and facilitate all committee activities. The Governor should direct all Governor position needs and the President (or other Officer if on the committee) will direct all Officer position needs.

The Nominating Committee’s duties shall include the identification of open positions among the Board, Officers, and committee positions and shall actively communicate and solicit qualified members to fill the open slots. Nominations may be offered by members provided such nominations are submitted to the Nominating Committee 30 days prior to the election.

The Committee shall solicit potential nominations no later than January 20 with responses provided by mid-February of each year and provide a recommended slate of candidates for membership to elect in March. Any nominees must declare that they are willing and able to serve. The Committee shall develop guidelines for the nominating process and conducting the elections. Additionally, the Committee shall solicit and conduct the election of the Chairperson and Vice Chairperson of the Board. Such election shall be held at the last Board meeting of the year.

c. The Long-Term Strategy/Finance Committee’s duties shall include providing long-range direction for the Board and Officers of the Chapter along with objectives and goals for the organization. The Committee should provide recommendations and suggestions for achieving these objectives and goals. These recommendations and suggestions should be provided to the Board and Committee chairs to assist them in developing consistent objectives and project plans. The Committee shall review on behalf of the Board all committee budgets submitted for incorporation in the Chapter budget, prepare a consolidated budget after screening and modifying and submit to the Board for approval, suggest plans for investment or use of excess funds, and ensure the Chapter has proper financial plans to ensure long term goals of the Chapter.

d. The Advocacy/Marketing Committee’s duties shall be to promote the internal auditing profession by being recognized by regulators and legislators as a credible, objective voice for the internal audit profession, and increasing awareness and perceived value to management and boards. Also, this Committee will be responsible for working with the CAEs’, Chapter membership, and others to not only promote the profession but to also promote the Chapter’s goals and objectives to drive members and nonmembers to look to the Chapter for training, personal and professional development, and overall insight as to how the Chapter and the IIA can support current and future members.

It is recommended that chapters have the following standing committees appointed by the Board of Governors:

e. **Academic Relations Committee** shall consist of an Academic Relations Chair with no fewer than two (2) additional members.

Section 2. There may be other committees authorized and directed by the Board of Governors or by the Members in regular or special meetings. The members of these committees are appointed by the President, the Officers, or the Members. All committee members must be in good standing with The IIA and in affiliation with the chapter.

Section 3. The Chapter President and First Vice President (President-Elect and Programming Officer) are ex-officio members of all committees except the Audit Committee.
Section 4. Any Member of any committee can be removed at the discretion of those appointing the Member, with the exception of the Audit Committee.

Section 5. The majority of each committee constitutes as quorum.

Section 6. The Board of Governors acting with the President may institute any procedure which it deems necessary to appoint committees to carry on the activities of the Chapter.

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 of Governors. Paid staff shall not have voting privileges and must adhere to the standards and qualifications established by The Institute of Internal Auditors. Paid staff must be provided a performance assessment annually.

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 of Governors.

Section 2. Special meetings may be called by the President or by any two Board of Governor 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 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 of Governors). 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 of Governors 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 of Governors, with a two-thirds majority, with or without cause, may cancel any meeting.

ARTICLE XI - ANNUAL BUSINESS MEETING

An annual meeting of the members shall take place at a date, time and place designated by the Board of Governors. At the annual meeting, the members shall elect Officers, Governors, and conduct required chapter business. The slate of candidates should be announced to all members at least 30 days prior to the election. Chapters shall plan their annual business meeting accordingly to allow time for new officer(s) to schedule their attendance to the annual training conference in April and to meet the required submission of officer slates due May 1 annually.
ARTICLE XI – RULES OF PROCEDURE AT MEETINGS

Section 1. The rules of procedure at meetings of The Institute of Internal Auditors, the Board of Governors, 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.

Section 3. To ensure the ongoing operations and business of the Chapter, the Officers, Board of Trustees, and/or members of the Chapter, in addition to those physically or telephonically present, may vote via e-mail.

Section 4. The Secretary will be responsible for ensuring that e-mail communication is distributed to the appropriate members of the Board, Officers, and/or members as appropriate. The Secretary shall oversee the e-mail voting procedures to ensure the integrity and fairness of voting.

Section 5. To ensure adequate time for consideration, discussion, comments and voting is allowed between voting members, the following process will be followed:

   a. A request will be made to the Secretary by any Governor/Officer to e-mail distribute a motion to the appropriate voting membership. The Secretary and his/her designee is authorized to distribute the motion via e-mail, or table the motion until the next Board meeting where it will be brought up for discussion.

   b. To facilitate fairness and interaction, each motion distributed via e-mail will include a discussion paragraph that will describe both sides of the proposed motion and the sponsor’s name.

   c. The deadline for responding and voting on the motion will be established as 5:00 PM EST on the 4th business day following the initial distribution of the motion. The e-mail communication will serve as the electronic signature of the member.

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 Board of Governors. All disbursements of preauthorized budget items of $500 or more must have signed approval from the Chapter President.

Section 2. The Chapter Treasurer must obtain written approval from the Chapter President for non-budget items that are $50 to $499.99 or less, before making disbursements for such chapter-connected expenses.

Section 3. The Chapter Treasurer must obtain written approval from the Board of Governors for non-budget items that are more than $500 before making disbursements for such chapter-connected expenses. The voting Officers and Governors 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 draft changes must be approved in advance by The Chapter Board of Governors, 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 appended/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 – IDEMNIFICATION

Nothing herein shall constitute members of The Institute of Internal Auditors as partners for any purpose. No member, Officer, Governor, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any member, Officer, Governor, agent, or employee of The Institute. Nor shall members, Officers, Governors 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 of Governors on this 31st day of March, 2021.