ARTICLE I – NAME

This chapter shall be known as THE INSTITUTE OF INTERNAL AUDITORS, CHARLOTTE CHAPTER.

ARTICLE II – ADHERENCE TO CORPORATE CHARTER

The Charlotte Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the Bylaws of The Institute of Internal Auditors, Inc. and shall do nothing which is inconsistent with their provisions and with the pronouncements and resolutions incorporated in the minutes of the Institute meetings and the meetings 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 Bylaws of the Institute of Internal Auditors, Inc.

Section 2. Membership in the Chapter shall cease and terminate on the request of the member, or because of resignation or termination of 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. The determination of the policies of the Chapter shall be vested in a Board of Governors.

Section 2. The Board of Governors shall be constituted of the following Classes and all shall be voting members:

Class A - The six (6) elected Officers of the Chapter: the Chapter President, the First Vice President, Second Vice President, the Chapter Treasurer, Assistant Treasurer, and the Chapter Secretary.

Class B - No less than nine (9) and not more than twelve (12) Governors to be elected for three-year terms, with one-third of such Governor’s terms expiring each chapter year. These Governors will be professionals who are representative of the Internal Audit marketplace in the Chapter Area. One Class B or C member will be appointed Chairman of the Board.

Class C - The three (3) most recent Chapter Presidents, not holding other office in the Chapter and who are still members of the Chapter, holding a three-year term subsequent to the year holding the office of Chapter President. If, during the three-year term, a former Chapter President resigns or is removed from the Board of Governors, the position will remain vacant until such time as the three (3) positions are again filled by the three (3) most recent Chapter Presidents. One Class B or C member will be appointed Chairman of the Board.

Section 3: Nominations shall be made by the Nominating Committee and, in addition, nominations may be made from the floor, with 30 days’ notice to membership.

Section 4: Governors of the Chapter shall be elected either at a Chapter meeting by April 30th of each year or via a survey emailed to members by April 30th of each year in which they will have five days to cast their official vote. Governors shall hold office until the election of successors, unless the
term of office shall terminate or be terminated as provided in the Bylaws of The Institute of Internal Auditors, Inc. or as provided elsewhere in these Bylaws

**Section 5:** Governors shall be elected by majority rule of members present and voting at a meeting at which such an election is held.

**Section 6:** Any Governor may be removed for cause by a two-thirds vote of the Board, provided such Governor shall have been granted an opportunity for a hearing before the Board. The Board shall call a special meeting of the Chapter to be held within thirty (30) days from the date when any such removal occurs. At such special meeting, the Board shall make a full and complete report of the action taken in removing the Governor or Governors and the reasons for such action. At such meeting, the office or offices made vacant by such action of the Board of Governors shall be filled. 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 shall have been incorporated in the notice for the meeting. Such notice shall be communicated to Chapter members by the Chapter Secretary upon written petition of one-fifth (1/5) 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 6 of this article, the Board of Governors is empowered to fill such office for the unexpired term.

**Section 8:** If the membership in the Institute of any Governor shall for any reason terminate, his office as Governor shall automatically become vacant.

**Section 9:** The resignation of any Governor shall be tendered to the Board of Governors 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 meeting of the Chapter.

**Section 11:** The Board of Governors shall meet at least quarterly, at such times and places as it may elect. Each Governor will strive to attend at least 3 (preferably all) of the quarterly meetings. Quorum is achieved with two-thirds of the Board of Governors present at the meeting. As noted in Article IV, Section 2, the Board of Governors may include as many as twenty (20) members. 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 thereafter.

**Section 12:** 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:** 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 such approval as may be determined by the Board of Governors.

**Section 14:** The Governors referenced in Section 2 (B) will be limited to two consecutive terms of three years each after which the Governor must roll off for at least one (1) year prior to serving as a Governor again. The Past President referenced in 2(c) will be limited to two consecutive terms as a member of the Board of Governors, inclusive of the first term as noted in Article IV- Section 2(c).
Section 15: Special votes. The Board of Governors may call special votes or resolutions either by mail or electronically, provided that every Board member responds and the vote is unanimous. Telephonic votes may be accomplished by a quorum provided that all members present to vote are in audible contact during the meeting.

ARTICLE V – OFFICERS AND THEIR ELECTIONS

Section 1: The elected officers shall be a Chapter President, First Vice President, Second Vice President, Chapter Secretary, Chapter Treasurer, and Assistant Treasurer. 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.

Section 3: Officers of the Chapter shall be elected at a Chapter meeting by April 30th of each year or via a survey emailed to members by April 30th of each year in which they have five days to cast their official vote. Officers shall hold office until the election of successors unless the term of office shall terminate or be terminated as provided in the Bylaws of the Institute of Internal Auditors, Inc. or as provided elsewhere in these Bylaws.

Section 4: Officers shall be elected by majority vote of members present and voting at a meeting at which such election is held.

Section 5: Any officer may be removed for cause by a two-thirds vote of the Board of Governors, provided such officer shall have been granted an opportunity for a hearing before the Board.

The Board shall call a special meeting of the Chapter to be held within thirty (30) days from the date when any removal be voted. At such special meeting, the office or offices made vacant by such action of the Board shall be filled. The officer removed by the Board may be re-elected by the Members and, if so re-elected, may not again be removed by the Governors for the same offense. Any officer may be removed by a two-thirds vote of the Members present at any duly held meeting of the Chapter, provided notice of such proposed action shall have been incorporated in the notice for the meeting. Such notice shall be communicated to the Members by the Secretary upon written petition of one-fifth (1/5) of the Members.

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 of Governors is empowered to fill such office for the unexpired term of the office so vacated.

Section 7: Officers shall be eligible for re-election, but cannot serve more than 2 consecutive years in the same position.

Section 8: If the membership in the Institute of any officer shall for any reason terminate, the Officer’s position shall automatically become vacant.

Section 9: Any resignation of any officer shall be tendered to the Board of Governors and may be acted on at any regular or special meeting of the Board.
ARTICLE VI – DUTIES OF THE OFFICERS

Section 1: The Chapter President shall be the executive head of the Chapter and, when present, shall preside at all meetings of the Chapter. The Chapter President shall be responsible for the enforcement of the Bylaws of the Institute of Internal Auditors, Inc. and the Bylaws of this Chapter and the resolutions and proceedings of the Board of Directors and the Board of Governors. The Chapter President shall keep the President and 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 Governors of the Chapter, when necessary, concerning the business of the Chapter and its activities.

Section 2: The Chapter Vice Presidents shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter President. In the absence of the Chapter President, the first Vice President shall perform the duties of the Chapter President.

Section 3: The Chapter Treasurer has responsibility and accountability for the Treasury Role. The Chapter Treasurer and at their discretion, the Assistant 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. The Chapter Treasurer shall make periodic reports as required by the Treasurer of the Institute of Internal Auditors, Inc., and any other reports which the Board of Governors may require. The Chapter Treasurer shall be the disbursing officer of the Chapter. Unless specifically authorized by the international organization, the Chapter Treasurer shall not have authority to receive monies for application fees and dues which authority is reserved to the international office of the Institute. The Board of Governors of the Chapter may authorize the bonding of the Chapter Treasurer. At the termination of the Chapter Treasurer’s term of office, the Chapter Treasurer shall turn over to the Board of Governors all funds, records, papers, books and documents and all other property of the Chapter having to do with the financial or other transaction or business of the Chapter which may have come into the Chapter Treasurer’s possession or may have been compiled or created during the Chapter Treasurer’s term of office.

Section 4: The Chapter Secretary shall perform those duties delegated by the Chapter President or prescribed by the Board of Governors. The membership’s records shall be kept under the Chapter Secretary’s jurisdiction. The Chapter Secretary shall make reports as required by the Board of Governors or as required by the Secretary of the Institute. The Chapter Secretary shall do any and all other things normally required by a Chapter Secretary to keep the Officers and the Board of Directors of the Institute and the Board of Governors and the Chapter Officers and Members informed of the affairs of the Chapter. The Board of Governors may authorize the bonding of the Chapter Secretary. At the termination of the Chapter Secretary’s term of office, the Chapter Secretary shall turn over to the Board of Governors all records, papers, books and documents and all other property of the Chapter which may have come into the Chapter Secretary’s possession or may have been compiled or created during the Chapter Secretary’s term of office.

Section 5: If at any meeting of the Chapter or of the Board of Governors, the Chapter President is absent and no one authorized to perform the Chapter President’s 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.
Section 6: The Officers of the Chapter shall receive no salaries. 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 Auditing Committee of one Member, not an Officer or Governor.

B. A Nominating Committee consisting of four members of the Board of Governors and the current Chapter President. Nominations for Board of Governor positions will be solicited from both the Chapter membership and the Board of Governors with the proposed additions approved by the Chapter membership.

C. A Strategic Planning Committee consisting of three (3) members of the Board of Governors, one from each class, and the current Chapter President.

Section 2: There shall be these standing committees appointed by the Chapter President:

A. A Membership and Admissions Committee

B. A Communications Committee

C. A Program Committee

Section 3: There shall be such other committees as may be authorized and directed by the Board of Governors in regular or special meetings – the Members of such committees to be appointed by the President, or by the Board of Governors.

Section 4: The Chapter President shall be ex officio member of all committees, except the Auditing Committee.

Section 5: Any Member of any committee may be removed at the discretion of those appointing such Member, with the exception of the Auditing Committee.

Section 6: The majority of each committee shall constitute a quorum thereof.

Section 7: The Board of Governors may institute any procedures which it deems necessary to appoint committees to carry on the activities of the Chapter.

ARTICLE VIII – ANNUAL MEETING – MEETINGS OF MEMBERS

Section 1: The annual meeting of the Chapter shall be the last meeting and shall be held on or before May 31 of each year.

Section 2: The Chapter Year is the time intervening between June 1 and the next May 31.

Section 3: At all Chapter meetings, a majority vote of Members present and voting will decide all issues except as provided elsewhere in these Bylaws.
ARTICLE IX – RULES OF PROCEDURE

Section 1: The rules of procedure at meetings of the Chapter, of the Board of Governors, and of Committees shall be according to Robert’s Rules of Order, so far as is applicable and when not inconsistent with these Bylaws.

ARTICLE X – AMENDMENTS TO BYLAWS

These By-Laws should be reviewed by the Board on an annual basis. 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 communicated at least ten days previous to the date of said meeting.

Article XI — LIMITATION ON LIABILITIES AND INDEMNIFICATION

Section 1: No member, governor, officer, agent, or employee of this organization shall be liable for the acts or failure to act on the part of any other member, governor, officer, agent, or employee of The Charlotte Chapter. Nor shall members, governors, 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.

Section 2: Officers or Governors of The Charlotte Chapter or former officers or governors shall be reimbursed against the reasonable expenses actually and necessarily incurred in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been governors or officers of The Charlotte Chapter except in relation to matters as to which such governors or officers or former governors or officers shall be adjudged in such action, suits, 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 XII — GENERAL PROVISIONS

Section 1: Seal. The Board of Governors shall select a seal for The Charlotte Chapter in such form and design as it may choose. The seal shall bear the name: THE INSTITUTE OF INTERNAL AUDITORS, CHARLOTTE CHAPTER.

Section 2: Finance.

a. Fiscal Period: The Board of Governors shall prescribe the fiscal year of The Charlotte Chapter.

b. Audit and Reporting: The Board of Governors shall, for each fiscal year, appoint an auditor to review the financial statements of The Charlotte Chapter.

Section 3: Checks. All checks, drafts or orders for the payment of money shall be signed by the officer or officers or other individuals that the Board of Governors may from time to time designate.
Section 4: Loans. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Governors. Such authority may be general or confined to specific instances.

Section 5: Electronic Transactions. The corporation may conduct any dully approved transaction or transactions by electronic means.
## REVISION HISTORY

<table>
<thead>
<tr>
<th>Date</th>
<th>Revisions</th>
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<tbody>
<tr>
<td>September 1, 2011</td>
<td>1. Updated Board of Governor’s to reflect no less than nine (9) and up to twelve (12) members.</td>
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<td>2. Updated Board of Governor’s to include the three (3) most recent past Chapter Presidents.</td>
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<td>3. Clarified Board of Governor’s as inclusive of the elected officers of the Chapter and those individuals as voting members.</td>
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<td>4. Updated Board of Governor’s Sub-Committees.</td>
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<td>October 28, 2011</td>
<td>1. Article II Sec. 1 – Removed geographic limitation to membership.</td>
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<td>2. Article IV Sec. 2 – Clarified the number of officers on Board by adding a 2nd VP.</td>
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<td>3. Article IV Sec. 14 – Clarified term limits for Past Presidents.</td>
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<td>4. Article VI Sec 6 – Removed reference to Officer compensation with Board approval.</td>
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<td>5. Article VII Sec 1 – Updated the names and composition of Board Committees.</td>
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<td>6. Article VII Sec.3 – Removed ability of Members to establish Committees.</td>
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<td>7. Article VII Sec 4 – Removed Secretary as required member of standing Board Committees.</td>
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<td>8. Article IX Sec 2 – Removed the ability of the Board to suspend the Rules of Order.</td>
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<td>9. Article X – Added a requirement for an annual review of the Bylaws.</td>
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<td>November 2011</td>
<td>1. Article 4 Sec3 – Clarified need for 30 day notice.</td>
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<td>2. Article 4 Sec 14 – Clarified limitation of terms for Past President.</td>
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<td>February 2014</td>
<td>1. Article IV Sec 2A – Changed officer count to six and added Assistant Treasurer.</td>
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<td>2. Article IV Sec 2B &amp; C – Added “one Class B or C member will be appointed Chairman of the Board.”</td>
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<td>3. Article IV – added section 15 to explicitly provide for special votes in conformity with the IIA’s bylaws.</td>
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<td>4. Article V – Added Assistant Treasurer</td>
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<td>5. Article VI Sec 1 – Struck “…and the Board of Governors.”</td>
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<td>6. Article VI Sec 3 – Added “…has responsibility and accountability for the Treasury Role. The Chapter Treasurer and at their discretion, the Assistant Treasurer…”</td>
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<tr>
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<td>7. Added Article XI — Limitation on Liabilities and Indemnification to provide for such limitations in conformity with the IIA’s bylaws.</td>
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<tr>
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<td>8. Added Article XII — General Provisions to include miscellaneous items in a manner similar to other NC non-profit bylaws.</td>
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</table>
| March 2015 | 1. ARTICLE I – NAME – Changed the name to match branding. From: The Charlotte Chapter of the Institute of Internal Auditors To: The Institute of Internal Auditors, Charlotte Chapter  
2. ARTICLE IV – BOARD OF GOVERNORS AND THEIR ELECTION - Section 2. Clarified the classes of board members.  
3. ARTICLE IV – BOARD OF GOVERNORS AND THEIR ELECTION – Section 4. Added: that the Board of Governors can be elected via a survey emailed to members by April 30th of each year in which they have five days to cast a vote.  
4. ARTICLE V – OFFICERS AND THEIR ELECTIONS – Section 3. Added: that Officers can be elected via a survey emailed to members by April 30th of each year in which they have five days to cast a vote. |
Appendix: Robert's Rules of Order - Summary Version

For Fair and Orderly Meetings & Conventions

 Provides common rules and procedures for deliberation and debate in order to place the whole membership on the same footing and speaking the same language. The conduct of ALL business is controlled by the general will of the whole membership - the right of the deliberate majority to decide. Complementary is the right of at least a strong minority to require the majority to be deliberate - to act according to its considered judgment AFTER a full and fair "working through" of the issues involved. Robert's Rules provides for constructive and democratic meetings, to help, not hinder, the business of the assembly. Under no circumstances should "undue strictness" be allowed to intimidate members or limit full participation.

The fundamental right of deliberative assemblies require all questions to be thoroughly discussed before taking action!

The assembly rules - they have the final say on everything!

Silence means consent!

- Obtain the floor (the right to speak) by being the first to stand when the person speaking has finished; state Mr./Madam Chairman. Raising your hand means nothing, and standing while another has the floor is out of order! Must be recognized by the Chair before speaking!
- Debate cannot begin until the Chair has stated the motion or resolution and asked "are you ready for the question?" If no one rises, the chair calls for the vote!
- Before the motion is stated by the Chair (the question) members may suggest modification of the motion; the mover can modify as he pleases, or even withdraw the motion without consent of the seconder; if mover modifies, the seconder can withdraw the second.
- The "immediately pending question" is the last question stated by the Chair!
- Motion/Resolution - Amendment - Motion to Postpone
- The member moving the "immediately pending question" is entitled to preference to the floor!
- No member can speak twice to the same issue until everyone else wishing to speak has spoken to it once!
- All remarks must be directed to the Chair. Remarks must be courteous in language and deportment - avoid all personalities, never allude to others by name or to motives!
- The agenda and all committee reports are merely recommendations! When presented to the assembly and the question is stated, debate begins and changes occur!
Appendix: Robert's Rules of Order - Summary Version

The Rules

- **Point of Privilege:** Pertains to noise, personal comfort, etc. - may interrupt only if necessary!
- **Parliamentary Inquiry:** Inquire as to the correct motion - to accomplish a desired result, or raise a point of order
- **Point of Information:** Generally applies to information desired from the speaker: "I should like to ask the (speaker) a question."
- **Orders of the Day (Agenda):** A call to adhere to the agenda (a deviation from the agenda requires Suspending the Rules)
- **Point of Order:** Infraction of the rules, or improper decorum in speaking. Must be raised immediately after the error is made
- **Main Motion:** Brings new business (the next item on the agenda) before the assembly
- **Divide the Question:** Divides a motion into two or more separate motions (must be able to stand on their own)
- **Consider by Paragraph:** Adoption of paper is held until all paragraphs are debated and amended and entire paper is satisfactory; after all paragraphs are considered, the entire paper is then open to amendment, and paragraphs may be further amended. Any Preamble cannot be considered until debate on the body of the paper has ceased.
- **Amend:** Inserting or striking out words or paragraphs, or substituting whole paragraphs or resolutions
- **Withdraw/Modify Motion:** Applies only after question is stated; mover can accept an amendment without obtaining the floor
- **Commit /Refer/Recommit to Committee:** State the committee to receive the question or resolution; if no committee exists include size of committee desired and method of selecting the members (election or appointment).
- **Extend Debate:** Applies only to the immediately pending question; extends until a certain time or for a certain period of time
- **Limit Debate:** Closing debate at a certain time, or limiting to a certain period of time
- **Postpone to a Certain Time:** State the time the motion or agenda item will be resumed
- **Object to Consideration:** Objection must be stated before discussion or another motion is stated
- **Lay on the Table:** Temporarily suspends further consideration/action on pending question; may be made after motion to close debate has carried or is pending
- **Take from the Table:** Resumes consideration of item previously "laid on the table" - state the motion to take from the table
- **Reconsider:** Can be made only by one on the prevailing side who has changed position or view
- **Postpone Indefinitely:** Kills the question/resolution for this session - exception: the motion to reconsider can be made this session
- **Previous Question:** Closes debate if successful - may be moved to "Close Debate" if preferred
- **Informal Consideration:** Move that the assembly go into "Committee of the Whole" - informal debate as if in committee; this committee may limit number or length of speeches or close debate by other means by a 2/3 vote. All votes, however, are formal.
Appendix: Robert's Rules of Order - Summary Version

- **Appeal Decision of the Chair:** Appeal for the assembly to decide - must be made before other business is resumed; NOT debatable if relates to decorum, violation of rules or order of business

- **Suspend the Rules:** Allows a violation of the assembly's own rules (except Constitution); the object of the suspension must be specified

http://www.robertsrules.com/