CHAPTER BYLAWS
THE IIA EAST TENNESSEE CHAPTER

ARTICLE I - NAME

Section 1. This Chapter of The Institute of Internal Auditors (“The IIA”) shall be known as “The IIA” East Tennessee Chapter, incorporated in the state of Tennessee. 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, 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 East Tennessee Chapter (“the Chapter”) is empowered to perform any and all acts that are defined in the Certificate of Incorporation and the Bylaws of The Institute of Internal Auditors, Inc. and shall do nothing that 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 of the Chapter.

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 Chapter, 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, elect 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 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 (“the Board”).

Section 2. The Board shall be constituted as follows:

(a) Chapter officers: president, vice president(s), treasurer, and secretary, and;

(b) A minimum of 6 and a maximum of 12 governors to be elected, and;

(i) The governors may be elected for a period of three years, one-third retiring each year.

(ii) One-third of such governors elected in the first year should be elected to serve for one year and one-third elected to serve for two years. The objective is to stagger the terms so that all governors are not replaced at the same time.

(c) The three most recent chapter presidents who do not hold other offices in the Chapter and are still members of the Chapter.

Section 3. Nominations shall be made by the Nominating Committee and may also be made from the floor.

Section 4. Governors of the Chapter shall be elected by written or electronic ballot on or before the April meeting of each year and 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 of the East Tennessee Chapter.

Section 5. Governors shall be elected by majority vote of members present and voting at a meeting at which such an election is held or voting electronically.

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 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 governor(s) and the reasons for
such action. At such meeting, the office(s) made vacant by such action of the Board shall be filled. A governor removed by the Board may be re-elected by the members and, if so re-elected, may not again be removed by the Board for the same offense. Any governor may be removed by a two-thirds vote of the members of the Chapter present at any duly held meeting, provided notice of such proposed action shall have been incorporated in the notice for the meeting. Such notice shall be sent to the Chapter members by the secretary upon written petition of one-fifth of the members.

Section 7. If the office of any governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 6 of this Article, the Board is empowered to fill such office for the unexpired term, if determined necessary.

Section 8. If any governor’s membership in the Institute terminates for any reason, his or her office as governor shall automatically become vacant.

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

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

Section 11. The Board shall meet at least twice annually, at such times and places as it may elect. As soon as possible after the annual meeting, the Board shall meet and determine the number of governors who shall constitute a quorum at all Board meetings in the Chapter year. Notice of the meetings of the Board shall be sent by the president or as the Board otherwise directs, but no failure or defect of notice shall invalidate the meeting on any business transacted or action taken.

Section 12. At all meetings of the Board, 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.

Section 14. For any other issues, the Board has the power to vote electronically.
ARTICLE V - OFFICERS AND THEIR ELECTION

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

Section 2. Nominations shall be made by the Nominating Committee and may also be made from the floor.

Section 3. Chapter officers shall be elected by written or electronic ballot on or before the April meeting of each year and 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 of the IIA East Tennessee Chapter.

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

Section 5. Any officer may be removed for cause by a two-thirds vote of the Board, 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 days from the date when such removal be voted. At such special meeting, the office(s) 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 sent to the members by the secretary upon written petition of one-fifth 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 is empowered to fill such office for the unexpired term of the office so vacated and if deemed necessary.

Section 7. Officers shall be eligible for re-election, except that the president shall not serve successive terms.

Section 8. If any officer’s membership in the Institute terminates for any reason, his or her office shall automatically become vacant.
Section 9. 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 or via electronic communication.

ARTICLE VI - DUTIES OF OFFICERS

Section 1. The president shall be the executive head of the Chapter and, when present, shall preside at all meetings of the Chapter and of the Board. He or she shall be responsible for the enforcement of the Bylaws of The Institute of Internal Auditors, Inc., the Bylaws of the Chapter, and the resolutions and proceedings of the Board of Directors and the Chapter Board. He or she shall keep the Institute president, Instituted Board of Directors, and the Chapter Board fully informed of the affairs of the Chapter and shall consult the Institute president, Board of Directors, and the Board, when necessary, concerning the business of the Chapter and its activities. He or she shall notify each member of the Chapter of all meetings and shall do any and all other things normally required by a president to keep the officers and the Board of Directors of the Institute and the Chapter Board, Chapter officers, and Chapter members informed of the affairs of the Chapter.

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

Section 3. The treasurer shall be charged with the custody of the funds of the Chapter and their proper disbursement, under any rules prescribed by the Board. He or she shall make periodic reports as required by the Institute treasurer and any other reports the Board may require. The treasurer shall be the disbursing officer of the Chapter. Unless specifically authorized by the international organization, he or she shall not have the authority to receive monies for application fees and dues, which authority is reserved to the international office of the Institute. The Board may authorize the bonding of the treasurer. At the termination of the treasurer’s term of office, he or she shall submit to the Board all funds, records, papers, books, documents, and all other property of the Chapter concerning the financial or other transactions or business of the Chapter which may have come into the treasurer’s possession or may have been compiled or created during his or her term of office.
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Section 4. The secretary shall perform those duties delegated by the president or prescribed by the Board. The books of account shall be kept under his or her jurisdiction. The secretary shall make reports as required by the Board or as required by the Institute secretary. The Board may authorize the bonding of the secretary. At the termination of his or her term of office, the secretary shall submit to the Board all records, papers, books, 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 his or her term of office.

Section 5. If at any meeting of the Chapter or the Board, the president is absent and no one authorized to perform his or her duties is present, or if the 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.

Section 6. The Chapter officers shall receive no salaries for their services. Officers may be reimbursed for their expenses incurred in the performance of their duties, subject to such approval as may be determined by the Board.

ARTICLE VII - COMMITTEES

Section 1. These standing committees shall be appointed by the Board:

(a) An Auditing Committee of one Chapter member and the secretary.

(b) A Nominating Committee of the president and at least two other members. Other than the president, this committee shall not contain a majority of members who are also represented on the Board. This committee shall be appointed by the Board.

Section 2. These standing committees shall be appointed by the president:

(a) Meetings and Seminars Committee with a minimum of three and maximum of nine members;

(b) Membership and Publications Committee with a minimum of three members; and,

(c) Academic Relations Committee with a minimum of one and maximum of three members

Section 3. Other such committees may be authorized and directed by the Board or by the members in regular or special meetings. The members of such
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committees shall be appointed by the president, the Board, or the members.

Section 4. The president and the secretary shall be members ex-officio of all committees, except the Auditing Committee and the Nominating 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 may institute any procedures deemed necessary to appoint committees to carry on the activities of the Chapter.

ARTICLE VIII - ANNUAL MEETINGS OF MEMBERS

Section 1. The annual meeting of the Chapter shall be the last meeting and shall be held on or before the 1st day of June each year.

Section 2. The Chapter year is the time intervening between one annual meeting and the next annual meeting.

ARTICLE IX - RULES OF PROCEDURE

Section 1. The rules of procedure at meetings of the Chapter, the Board, and committees shall be according to Robert's Rules of Order, so far as is applicable and when consistent 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 X - AMENDMENTS TO 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 sent at least ten days before the date of said meeting.

Approved by:

Lindsey P. Shepherd 02/18/2020

Chapter President Date