President’s Message

Greetings Chapter Members,

I hope you’ve had a wonderful summer! On behalf of the IIA East Tennessee Chapter officers and board, I would like to thank each of you for your membership. It is because of you that the Chapter achieved “Ruby” status in the IIA’s Chapter Achievement Program (CAP). Amanda and I would like to welcome two new Chapter Officers, Laura Sheppard (Treasurer) and Miriam Lara (Secretary). We are looking forward to working with them this year and hope you have the opportunity to meet them at a Chapter event.

Refer to our Event Calendar on page 3 for information on upcoming Chapter events, which include meetings, seminars, CAE Roundtables and an academic outreach event with students at the University of Tennessee. We have a dedicated team of professionals committed to providing volunteer and educational opportunities for our Chapter members. We encourage you to participate and volunteer this year – it’s fun and is a way to give back to the profession. Your participation and feedback is vital to the continued success of the Chapter.

We look forward to seeing you soon!

Lindsey P. Shepherd
President, The IIA East TN Chapter

245 CHAPTER MEMBERS
82 CERTIFIED MEMBERS
51 DIFFERENT EMPLOYERS
CERTIFICATIONS

Why Become Certified?
There are many reasons to earn an official IIA certification designation. Whether it’s the hallmark designation of internal audit — the Certified Internal Auditor® (CIA®) designation — or one of our specialty industry certifications, obtaining a certification is professionalism defined.

Earning your certification is like having a key to the vast world of opportunities the profession of internal auditing offers placed in the palm of your hand. It can open doors you did not even know existed, as the three or four letters that now follow your name will make one powerful statement about the expertise you bring to the table. Ultimately, becoming certified will:

- Help you earn credibility and respect in your field.
- Open more opportunities for advancement.
- Increase your earning potential by as much as 51%.*
- Prove your willingness to invest in your own development.
- Demonstrate your commitment to your profession.
- Improve your internal audit skills and knowledge.
- Build confidence in your knowledge of the profession.

*According to The IIA’s 2017 Internal Audit Compensation Study (based on U.S. responses.).

Certified Internal Auditor® (CIA®)

Earning the CIA designation is a valuable accomplishment and a professional advantage for auditors at all stages of their careers, including chief audit executives, audit managers, audit staff, and risk management staff, as well as students enrolled in an accounting or other business or financial degree program.

Qualification in Internal Audit Leadership® (QIAL®)

Growth and change in the internal auditing field are demanding a new type of leader. The QIAL program teaches highly transferable skills with an emphasis on how these skills coalesce around the qualities of audit executives and experienced instructors.

Certification in Risk Management Assurance® (CRMA®)

The CRMA is a mark of professional distinction for internal audit practitioners. Earning the CRMA will assist you in demonstrating your ability to provide assurance on core business processes in risk management and governance, educate management and the audit committee on risk and risk management concepts, focus on strategic organizational risks, and add value for your organization.
<table>
<thead>
<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>Ethics with Jay Taylor — Discovery</td>
<td>SEP 26</td>
</tr>
<tr>
<td>UT Student Night — UT-Haslam — No charge. 1 CPE</td>
<td>OCT 2</td>
</tr>
<tr>
<td>Fraud Seminar with Ryan Hubbs — Rothchild’s — $150 8 CPE</td>
<td>OCT 24</td>
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<tr>
<td>The IIA’s New Innovative Research Report of Top Risks in 2020 with Harold Silverman</td>
<td>NOV 12</td>
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<tr>
<td>CAE Roundtable — Discovery — No charge. 1.5 CPE</td>
<td>NOV 12</td>
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<tr>
<td>Accounting/Auditing Topic TBD — location TBD — $30 2 CPE</td>
<td>DEC TBD</td>
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<tr>
<td>Cybersecurity Seminar with LBMC — Rothchild’s — Cost and CPEs TBD</td>
<td>JAN 23</td>
</tr>
<tr>
<td>Soft Skills with Paul Arab — UT Visitor’s Center — $30 2 CPE</td>
<td>FEB 13</td>
</tr>
<tr>
<td>CAE Roundtable — Discovery — No charge. 1.5 CPE</td>
<td>MAR 5</td>
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<tr>
<td>Compliance Program Overview and Automation Initiatives with Case Mosby/ Matthew Rekers</td>
<td>MAR 5</td>
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<tr>
<td>Seminar — Topic and Speaker TBD</td>
<td>APR TBD</td>
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<tr>
<td>Internal Audit Awareness Month Luncheon — The Politics of Internal Auditing with Steve Goepfert</td>
<td>MAY 7</td>
</tr>
</tbody>
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SEPTEMBER MEETING WITH JAY TAYLOR

ETHICS AND THE HUMAN VARIABLE IN THE COMPLIANCE ENVIRONMENT

Companies focus so much attention on creating compliance policies to mitigate risks. They develop codes of conduct to ensure employees’ mindsets are aligned with their company’s mission, values, and processes. However, each employee is equipped with their own value system, which may be at odds with the one set by their employer. This session will discuss ways in which the human element can disrupt even the best developed policies and processes and look at ways to diminish those disruptions.

WHEN: September 26, 2019
3-4:40 PM

WHERE: Discovery, Inc.
550 Frank Gardner Ln.

FEE: $30
CPE: 2

NOTE: This course is suitable for members seeking ethics CPEs to support their IIA certifications. It does not fulfill the requirement of state-specific ethics for CPAs.

SPEAKER:
Ms. Jay Taylor is a Certified Fraud Examiner and Internal Controls Auditor. She holds a B.A. in Political Science and a M.S. in Management. Jay has been employed with The University of Tennessee Knoxville for 21 years. She previously held the position of Investigative Auditor for UT’s Office of Audit and Compliance. She currently serves as Financial Compliance Officer for UT’s Sponsored Projects Accounting department.

REGISTRATION:
Registration is available on The IIA East Tennessee Chapter’s website or click the following: September 2019 Meeting.

CANCELLATION POLICY:
Our Cancellation Policy is intended to keep cost low for attendees. Unless specifically stated for the event, our Cancellation Policy is as follows:

Cancellation requests must be submitted via Modify Registration Page (link provided in Confirmation Email). No refunds or credits will be issued for cancellation requests received within three business days from the start of the event. Event “no-shows” will not be provided a refund or credit. If the “Pay at Door” method of payment is selected and registration is not canceled within the required time period, you will owe the registration amount and be invoiced after the event. Substitutions are encouraged.

OCTOBER UT STUDENT NIGHT

UT STUDENT NIGHT WITH THE IIA EAST TENNESSEE CHAPTER, UT BETA ALPHA PSI AND UT AIM ACCOUNTING ALLIANCE MEETING

A panel of auditors from The IIA East Tennessee Chapter will present information on their companies and their career paths in internal auditing. The Internal Auditing industry has become one the most diversely experienced group of professionals. It ranges from communications professionals to engineers to accountants in all parts of the world. Come and learn more about your profession and meet business students who are members of the UT Beta Alpha Psi chapter and the UT AIM Accounting Alliance chapter. Food will be provided after the meeting for attendees.

WHEN: October 2, 2019
Chapter speakers: 5-6 PM / Chapter social with students: 6-7 PM

WHERE: UT-Knoxville Haslam Business Building (HBB) Room 202
1000 Volunteer Blvd. SW

REGISTRATION: No advance registration is required.

FEE: No charge. Attendees will need to pay for parking of their choice on UT campus.
CPE: 1 CPE
OCTOBER FRAUD SEMINAR WITH RYAN HUBBS

- Top Ten Reasons Why Hotline Reporting Programs Fail
- Whistleblowers: The Cost of Doing the Right Thing
- DOJ Compliance Program and COSO Fraud Risk Management Overview
- Investigating Shell Companies

WHEN: October 24, 2019
8am-4:30 PM

WHERE: Rothchild Catering
8807 Kingston Pk.

FEE: $150
CPES: 8

NOTE: Breakfast and Lunch will be provided.

SPEAKER:
Ryan C. Hubbs has more than 18 years of experience managing corporate investigations, forensic audits and compliance initiatives. He has conducted hundreds of sensitive internal engagements concerning fraud, corruption, contracts, vendors and suppliers, and employee-related issues. Hubbs also previously served 13 years as a commissioned law enforcement officer in both Louisiana and Texas.

Hubbs currently is the Chair of the ACFE’s Board of Regents. Hubbs is also a member of the ACFE Faculty where he co-presents the CFE Exam Review Course, as well as specialized training such as Interviewing Techniques for Auditors, Auditing for Internal Fraud, Contract and Procurement Fraud, Detecting Fraud Through Vendor Audits, Principles of Fraud Examination and Conducting Internal Investigations. Hubbs co-wrote the guidance to the ACFE Standards and developed the ACFE Chapter Leaders Resource Guide. He has served ten years as an ACFE Chapter President and officer for both the New Orleans and Houston ACFE Chapters. In his role as President of the Houston ACFE Chapter he helped guide the chapter to be recognized as the ACFE’s 2014 Chapter of the Year and the recipient of the ACFE’s 2015 Chapter Newsletter of the Year. Hubbs’ continued involvement and contributions in the anti-fraud profession resulted in him being awarded the Greater Houston Fraud Impact Award in 2014.

Hubbs graduated from Louisiana State University with a Bachelor of Science in Business Administration and a minor in Sociology/Criminology. He later graduated from Louisiana State University with a Master’s in Business Administration. He is a Certified Fraud Examiner (CFE), Certified Internal Auditor (CIA), Certified Compliance and Ethics Professional (CCEP), Certified in Control Self-Assessment (CCSA) and Certified Human Resources Professional (PHR).

REGISTRATION:
Registration is available on The IIA East Tennessee Chapter’s website or click the following: October 2019 Fraud Seminar

CANCELLATION POLICY:
Our Cancellation Policy is intended to keep cost low for attendees. Unless specifically stated for the event, our Cancellation Policy is as follows:

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CAE ROUNDTABLE WITH HAROLD SILVERMAN, MANAGING DIRECTOR OF CAE SERVICES FOR THE IIA

The East Tennessee Chapter’s first roundtable of the Chapter year offers a unique and valuable opportunity for chief audit executives to discuss common concerns and challenges, to share lessons learned and to brainstorm with their peers on solutions and best practices. The roundtable is for the senior-most leader of the internal audit function. The agenda and content for this session will focus on the IIA’s research report of top risks for 2020. This will be a great opportunity to network with the CAEs in East Tennessee. Continuing professional education (CPE) credit is provided and there is no extra charge.

WHEN: November 12, 2019
1:15-2:45 PM

WHERE: Discovery, Inc.
550 Frank Gardner Ln.

FEE: No Charge.

CPE: 1.5 CPEs

REGISTRATION:
Registration is available on The IIA East Tennessee Chapter’s website or click the following: November 2019 CAE Roundtable

NOVEMBER 2019 EVENTS

THE IIA’S NEW INNOVATIVE RESEARCH REPORT ON TOP RISKS FOR 2020 WITH HAROLD SILVERMAN

This meeting covers a review of the results and discussion over the IIA's research report of top risks for 2020, with anticipated release by the IIA in October 2019.

WHEN: November 12, 2019
3-4:40 PM

WHERE: Discovery, Inc.
550 Frank Gardner Ln.

FEE: $30

CPE: 2 CPEs

SPEAKER:
Harold Silverman, CIA, QIAL, CRMA, is the Managing Director of CAE Services for the IIA and has more than 20 years of experience in internal audit, and leads the strategic planning, development, & implementation of CAE Services offerings, with a focus on The IIA’s Audit Executive Center, an exclusive member-based resource designed specifically to support CAEs. Harold most recently was Vice President-Internal Audit at The Wendy’s Company, one of the largest quick-service restaurant chains in the world. He was hired at Wendy’s in 2012 to rebuild the internal audit function and led development of the company’s enterprise risk management (ERM) process. Previously, he was Vice President-Internal Audit at Houghton Mifflin Harcourt (2008-12); Senior Manager-Corporate Internal Audit at Raytheon Co. (2004-08); and a senior auditor and manager at major accounting firms.

At The IIA, Silverman has held an array of leadership positions, including member of the Executive Committee; Vice Chairman of the Global Board for Professional Certifications and Global Services; Chairman of the Global Professional Development Committee and the Global Academic Relations Committee; member of the North American Board; member of the International Internal Audit Standards Board; and board member of the Internal Auditing Academic Advancement Fund.

REGISTRATION:
Registration is available on The IIA East Tennessee Chapter’s website or click the following: November 2019 Meeting

CANCELLATION:
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BYLAWS UPDATE NOTICE

The IIA’s headquarters in Lake Mary, FL, provided a recommended bylaws template to all North American Chapters during the 2018-2019 Chapter year. The template would have substantially changed The IIA East Tennessee Chapter’s bylaws content. Upon review and feedback from The IIA East Tennessee Chapter’s Officers and Board of Governors, our Chapter decided to not adopt The IIA’s bylaws template in full as it was presented. Our Board and Officers did make minor updates. The updates are highlighted below.

BYLAWS CHANGES FOR REVIEW

OLD:
ARTICLE 1—NAME
This Chapter shall be known as East Tennessee Chapter of The Institute of Internal Auditors.

NEW:
ARTICLE 1—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.

APPROVAL OF BYLAWS CHANGES

As noted in ARTICLE X—AMENDMENTS TO BYLAWS, the Chapter’s 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. The bylaws changes highlighted above will be presented for member voting at the September 26 Ethics meeting, being held at Discovery. A copy of The IIA East Tennessee Chapter bylaws, including the changes highlighted below can be found beginning on page 11.
MEMBER WEBINARS:

September 17
Agile Auditing: Transforming the Internal Audit Process and Value Proposition Using the Scrum Process Framework

October 1
EHSAC Webinar: Product Stewardship Recycler Audits vs. Conventional EHS

October 15
Enhancing Internal Audit Effectiveness Through the Core Principles

November 5
PSAC Symposium: Preparing public Sector Auditors for Today’s Terrain

CERTIFICATIONS AWARDED

Cynthia Cortesio, CIA
Shelby Vignes, CIA

NEW MEMBERS

Rachel Allen, Forward Air
Greg Burgwald, TVA
Richard Manahan, ETSU
Alex Kiser, Discovery

RICHARD CHAMBERS’ BLOGS:

To Be Good Leaders, Internal Auditors Must Also Follow
The 5 Cs That Should be Keeping Boards (and Auditors) Awake at Night
What Do They Think When the Internal Auditors Are Coming?
Why Tone Is So Important for Internal Auditors

NEWS FROM THE IIA:

Innovative Approach to Audit Reports
Internal Auditors’ Response to Disruptive Innovation
New Auditor’s Guide to Internal Auditing Book Released

STAY CONNECTED
Stay in the loop with Chapter events by following us on LinkedIn and bookmarking our Chapter website.

CONTACT US
chapter85@iiachapters.org

IIA CONFERENCES

Sep. 16-17
Financial Services Exchange
Environmental, Health & Safety Exchange
Women in Internal Audit Leadership Forum
All Star Conference

Washington, DC
Washington, DC
Las Vegas, NV

IIA INSTRUCTOR-LED CIA COURSES

Online and in-person courses are available. Visit The IIA’s Learning & Events webpage for more information.
MEETING AND SEMINAR CANCELLATION POLICY

Our Cancellation Policy is intended to keep cost low for attendees. Unless specifically stated for the event, our Cancellation Policy is as follows:

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CHAPTER OFFICERS

President
Lindsey Peresich Shepherd
Discovery, Inc.

Vice President
Amanda Chandler
Clayton Homes

Treasurer
Laura Sheppard
PYA

Secretary
Miriam Lara
University of Tennessee

BOARD OF GOVERNORS

April Bailey
Vinnie Beichler
Leigh Cheek
Andrea Griffitts
Gail Lewis
Patty Lowe
Tracy Riggins
Philip Schmidt

BOARD OF GOVERNORS

April Bailey
Vinnie Beichler
Leigh Cheek
Andrea Griffitts
Gail Lewis
Patty Lowe
Tracy Riggins
Philip Schmidt

Volunteer

Contact us to find out about available volunteer opportunities!

chapter85@iiachapters.org
Prepare for the CIA® Exam
With Self-study Materials.

Prepare to pass the 3-part Certified Internal Auditor® (CIA®) exam and arm yourself with critical tools and knowledge to excel in your internal audit career. The IIA’s CIA Learning System™ was created by a team of CIA-certified industry experts and is a proven, relevant, comprehensive, and effective CIA review program.

The IIA’s CIA Learning System self-study program combines comprehensive reading materials, in printed and e-book formats, with interactive online study tools to teach and reinforce the entire 3-part CIA exam syllabus in a flexible, on-demand format.

Reading Materials
Materials teach the entire global 3-part CIA exam syllabus:
Part 1: Essentials of Internal Auditing
Part 2: Practice of Internal Auditing
Part 3: Business Knowledge for Internal Auditing

- Download books to your e-reader, read online, or choose printed books (optional add-on).
- Topics presented in a concise, easy-to-understand format.
- Newly updated program teaches the latest CIA exam syllabi.
- Aligned with the current standards.

Online Study Tools
- Pre-test evaluates current knowledge and identifies topics requiring intensive study.
- SmartStudy™ tools help you create a customized study plan.
- Video tutorial provides an overview of the IPPF components.
- Quizzes, incorporating 500 new questions, test your comprehension and ability to apply concepts.
- Flashcards offer review of key terms and definitions.
- Post-test gauges knowledge gained and identifies areas requiring further study.
- CIA Practice Exam helps build confidence using the computer-based CIA exam software.
- Progress report tracks activities and scores.
- Online study tools are optimized for mobile devices.

Order Information
For more information, contact The IIA East Tennessee Chapter at:
Chapter85@iiachapters.org

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<th></th>
<th>Individual Parts</th>
<th>Full Kit (Parts 1, 2, 3)</th>
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<tr>
<td>Online Only Program</td>
<td>$295</td>
<td>$795</td>
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<tr>
<td>Online + Printed Books</td>
<td>$335</td>
<td>$895</td>
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Plus applicable taxes and shipping charges

www.LearnCIA.com
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.

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 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.
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:

Tracy L. Riggins            03/31/2019

Chapter President             Date