

August 11, 1966

Mr. William S. Smith
Agway, Inc.
300 S. Geddes St.
Syracuse, N. Y. 13204

Dear Bill:

We have just received the aforesaid resolution recognizing the Florida West Coast Chapter from the Executive Committee. If you would like to officially welcome them into our Institute family Mr. Richard M. Dalewski, General Electric Co., P. O. Box 11508, St. Petersburg, Fla. is their initial chapter President.

With kindest regards,

Archib McChes
Managing Director

ss

C. L. E. Young (8/11/66)

RECEIVED AUG 9 - 1966

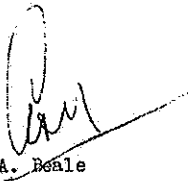
47 Paisley Ave. N.
Hamilton, Ontario
August 5, 1966

Mr. A. McGhee
Managing Director
The Institute of Internal Auditors
60 Wall Street
NEW YORK, N.Y. - 10005
U.S.A.

Dear Arch:

I have signed the attached resolution regarding
the proposed Florida West Coast Chapter, as requested in
your letter of June 1, 1966.

Sincerely yours



F. A. Beale

FAB/JA

Attach.



THE INSTITUTE OF INTERNAL AUDITORS
60 WALL STREET / NEW YORK, N. Y. 10005 / BOWLING GREEN 9-1174

June 1, 1966

Messrs:

~~F.A. Beale~~
~~E.A. Johnson~~
~~J.O. Davies~~

Dear Executive Committee:

Attached is a signed resolution obtained at the organization meeting of the Florida West Coast Chapter.- This is submitted for your official approval as a chapter of the Institute, pending approval of those applications now with the Institute Admissions Committee. To summarize;

	<u>Members</u>	<u>Associates</u>	<u>Juniors</u>	<u>Retired</u>
Approved	6	3	4	2
Pending	$\frac{4}{10}$	$\frac{1}{4}$	$\frac{1}{5}$	$\frac{1}{2}$

With kindest regards,

Archie McGhee
Archie McGhee
Managing Director

me

Approved: *F.A. Beale*
F.A. Beale

Approved: *E.A. Johnson 7-1-66*
E.A. Johnson

Approved: *J.O. Davies*
J.O. Davies

MAY 27 1966

Mr. Archie McGhee, Managing Director
The Institute of Internal Auditors
60 Wall Street
New York, New York 10005

Dear Mr. McGhee:

The Tampa Bay area in Florida has recently obtained sufficient members to be authorized a Chapter in the Institute of Internal Auditors in accordance with the rules regulating Chapters.

At our organization meeting Tuesday, May 24, 1966, a majority of the membership directed myself, as Meeting Chairman, to apply to the IIA Board of Directors for authorization of a Chapter. This Chapter will be known as the FLORIDA WEST COAST CHAPTER.

We also request that the Chapter officers and governor elected at this organization meeting (see attached minutes) be confirmed in their offices upon authorization of this Chapter.

Included below are the present members to comprise the proposed Chapter.

Yours truly,

Richard M. Delewski
Meeting Chairman

FULL MEMBERS:

William R. Danco
Danco, William R.

Richard M. Delewski
Delewski, Richard M.

H. W. Hardee
Hardee, H. W.

Warren Jones
Jones, Warren

Willis J. Nolan
Nolan, Willis J.

Mr. Archie McGhee
Page Two

FULL MEMBERS: (Continued)

Osborne, Willard E. *Willard E. Osborne*
Rhodes, L. D. *L. D. Rhodes*
Swartzbaugh, Robert E. *Robert E. Swartzbaugh*
Willis, Robert E. *Robert E. Willis*
Garner, George S. *George S. Garner*

ASSOCIATE MEMBERS:

McLaughlin, John C. *John C. McLaughlin*
Sherman, David J. *David J. Sherman*
Smith, Robert A.
Weathers, Marvin A. *Marvin Weathers*

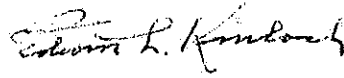
JUNIOR MEMBERS:

Blairst, Robert W.
Hawk, Mervin C. *Mervin C. Hawk*
Patrick, Robert L.
Shaw, Tommy
Connolly, Gary L. *Gary L. Connolly*

Mr. Archie McGhee
Page Three

RETIRED MEMBERS:

Kinlock, Edwin L.



Nelson, Edward

The organizational meeting of the Florida West Coast Chapter of the Institute of Internal Auditors was held May 24, 1966. A petition for a charter was signed by a majority of the members. Fourteen of the nineteen members were present.

Nomination and election of officers were as follows:

President	Richard M. Delewski - General Electric Company
Vice President	H. W. Hardee - Florida Power Corporation
Secretary	Gary L. Connolly - General Telephone Company
Treasurer	George S. Garner - Exchange National Bank
Governor	Edwin L. Kinloch - Retired

Gary L. Connolly
Gary L. Connolly
Meeting Secretary

*Letter to
8/12/66
Sent to Central
2/2/66*

July 15, 1966

Mr. J. O. Davies
31 Riddlesdown Avenue
Purley, Surrey, England

Dear J. O.:

Enclosed herewith are the petitions for recognition of the Florida West Coast Chapter (Tampa, Florida) and the Central Penn Chapter (Lancaster, Pennsylvania.) After you have signed these petitions as a member of the Executive Committee, will you please forward the Florida West Coast Chapter petition to Arnold Beale for his signature and the Central Penn Chapter petition back to this office. Addressed envelopes are enclosed for your convenience.

In a handwritten note, Ed Johnson extends to you his best wishes for a speedy recovery, and verbally at Toronto, Arnold Beale extended a similar message.

I sincerely hope that this letter will find you well on your way to taking your customary place in the office.

With kindest personal regards,

cc
c: Ed Johnson

Archie McGhee
Managing Director

4/1/03

Dear Sir,

We are pleased to announce that the
Surrey County Council has been successful in
obtaining the collection of the
Weymouth West Coast of the
the Central Coast of the

for his signature J.P. Davies

In your letter of the 11th
of the 11th of the 11th

Sincerely

John Davies

RECEIVED APR 1 1300

ARTICLES OF INCORPORATION

ARTICLE I

The name of this organization shall be the Florida West Coast Chapter of the Institute of Internal Auditors, Incorporated ("Corporation"). It is an independent affiliate to other similar Chapters world-wide and of The Institute of Internal Auditors, Inc., International Office, 249 Maitland Avenue, Altamonte Springs, Florida, 32701 ("Institute").

ARTICLE IISection 1.

The purposes for which this Corporation is formed are:

- a. To cultivate, promote and disseminate knowledge and information concerning internal auditing and subjects related thereto.
- b. To establish and maintain high standards of integrity, honor and character among internal auditors.
- c. To furnish information regarding internal auditing and the practice and methods thereof to its members, and to other persons interested therein, and to the general public.
- d. To do any and all things which shall be lawful and appropriate in furtherance of any of the purposes herein before expressed.

Section 2.

This Corporation shall have and exercise all rights and powers conferred on Corporations Not For Profit under the Laws of the State of Florida. However, this Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes set forth in Section 1.

ARTICLE III

This Corporation is organized pursuant to the Florida Statutes Chapter 617, (Corporations - Not For Profit).

This Corporation is not organized, nor shall it be operated, for monetary gain or profit purposes.

No part of the net earnings of this Corporation shall enure to the benefit of or be distributable to its employees, governors, trustees, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code).

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The term for which this Corporation shall be organized shall be perpetual, but in event of dissolution the Board shall, after paying or making provisions for the payment of all liabilities of this Corporation, return all unexpended assets to the Institute, to be disposed of by making distribution exclusively for the purposes set forth in Article II hereof in such manner as the Institute's Board of Directors shall determine, or by making distribution to such organizations, as the Institute's Board of Directors shall then determine, which are organized and operated exclusively for the purposes set forth in Article II hereof and which at that time qualify as exempt public organizations under Section 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV

Section 1. - Qualifications for Membership

- a. Member - The class of Member shall consist of the charter members and shall be open to eligible internal auditors; to those in private and government employment who perform administrative or supervisory internal audit functions or are full-time employees on internal audit staffs, no matter by what title they are designated; and to those who are Certified Internal Auditors.
- b. Associate Member - The class of Associate Member shall be open to accountants and others, provided such persons are engaged in fields related to internal auditing and who otherwise do not qualify as a Member.
- c. Educational Associate Member - The class of Educational Associate Member shall be open to educators and writers, provided such persons are engaged in fields related to internal auditing and cannot qualify as a Member or Associate Member.
- d. Student Member - The class of Student Member shall be open to those engaged in the study of internal auditing or related courses in colleges or universities, provided such persons cannot qualify as a Member, an Associate Member or an Educational Associate Member.
- e. Honorary Member - The class of Honorary Member shall be persons recommended by the Executive Committee and elected to membership by the Institute's Board of Directors in recognition of some outstanding service to the profession of internal auditing or to the Institute.
- f. Retired Member - Open to retired persons who are Members in good standing of the Institute or who relinquished membership in the Institute while in good standing. Such Member status also applies to Associate Members and Educational Associate Members.

Section 2. - Dues

All members shall be subject to annual dues prescribed by the Institute's Board of Directors.

Section 3. - Relocation or Suspension of Membership

Membership in the Corporation shall cease and terminate on transfer to another Chapter area or because of resignation.

Membership may be revoked or suspended only by the action of the Board of Directors of The Institute of Internal Auditors, Inc. where the Corporation's Membership Committee determines that any member has acted detrimentally to the objectives of the Corporation, as set forth in these Articles and in the Bylaws, or has otherwise violated The Institute's Code of Ethics. The Corporation Membership Committee shall furnish the Institute's Board of Directors with complete details of the circumstances surrounding their recommendations. Such an accused member is entitled an opportunity for a hearing before the Institute's Board of Directors.

Membership may also be revoked for non-payment of dues.

ARTICLE V

Section 1. - Corporate Powers

The powers of this Corporation shall be exercised by the Board. The Board shall transact all of the Corporation's business, and shall do nothing which is inconsistent with the provisions defined in the Articles of Incorporation and the Bylaws and with the pronouncements and resolutions incorporated in the Minutes of the meetings of the Board.

Section 2. - Board

The Board shall consist of Officers and Governors as provided by the Corporation's Bylaws. The number of Governors may be changed by amending these Bylaws. The Bylaws shall provide for the time, manner of selection, qualifications, terms of office and official designation of Officers and Governors. Meetings of the Board will be held as provided in the Bylaws.

ARTICLE VI

Bylaws shall be adopted by the members at a meeting of the Corporation where at least 10 days advance notice of such a meeting has been given each member. Two-thirds of those voting must vote for adoption.

ARTICLE VII

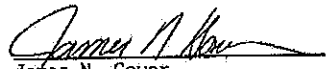
This Corporation is being formed in order to incorporate the Florida West Coast Chapter, The Institute of Internal Auditors, a previously unincorporated association. The Officers and Governors of that association are hereby appointed to serve as the first Board of this Corporation. All of those elected in accordance with the Bylaws of that association shall serve their term for which they were elected in like offices for this Corporation and their successors shall be elected in accordance with the provisions of these Articles and the Bylaws adopted hereunder. The names and addresses of the persons who constitute the first Board are:

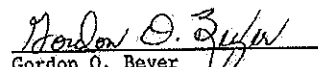
<u>Name:</u>	<u>Title:</u>	<u>Mailing Address:</u>
Gordon O. Beyer	Secretary	Coast Federal Savings P. O. Box 2199 Sarasota, FL 33578
Sandra Callahan	Governor	Teco Energy Systems, Inc. P.O. Box 119 Tampa, FL 33601-0111
Roy C. Conner	Governor	Florida Power Corporation P. O. Box 14042 St. Petersburg, FL 33733
Steve Corey	Governor	Barnett Bank of Pinellas P. O. Box 5128 Clearwater, FL 34618
Robert F. Doscher	Governor	NCNB National Bank of Florida P. O. Box 25900 Tampa, FL 33630
Peter Fail	Governor	NCNB National Bank of Florida P.O. Box 25900 Tampa, FL 33630
Hal A. Garryn	Governor	Barnett Banks, Inc. 4600 W. Cypress Street Suite 450 Tampa, FL 33607
James N. Gower	President	Florida Power Corporation P. O. Box 14042 St. Petersburg, FL 33733
William B. Hill	Governor	Price Waterhouse P. O. Box 30004 Tampa, FL 33630
William R. Kautz	Governor	Bayfront Life Services 701 Sixth Street S. St. Petersburg, FL 33701
Mark R. Kolman	Governor	Florida Power Corporation P. O. Box 14042 St. Petersburg, FL 33733
R. Terry Lyle	Governor	Terry Lyle Associates 3333 W. Kennedy Blvd. Suite 205 Tampa, FL 33609
H. Doug McKeen	Governor	Montgomery Tank Lines 3108 Central Drive Plant City, FL 33566

Floyd E. Miller	Governor	Jack Eckerd Corporation P. O. Box 4689 Clearwater, FL 34618
Robert V. Meeks	Governor	Hillsborough County Clerk of Circuit Court P. O. Box 1110 Tampa, FL 33601
John P. Morris	Governor	Chase Bank of Florida , N.A. P.O. Box 12408 St. Petersburg, FL 33733
Gary D. Pickett	Vice President	Florida Power Corporation P. O. Box 14042 St. Petersburg, FL 33733
Richard W. Reeder	Treasurer	Arthur Young & Company 501 Kennedy Blvd. E. Tampa, FL 33606

The initial registered agent of this corporation is Gordon O. Beyer and the street address of the initial registrant office at which the agent can be located is 177 Main Street, Sarasota, Florida 34230.

IN WITNESS WHEREOF, for the purpose of forming the corporation non for profit under the laws of the State of Florida, we, the undersigned constituting the President and Secretary of the Florida West Coast Chapter, The Institute of Internal Auditors, an unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation.


James N. Gower
3201 34th Street So.
St. Petersburg, Florida 33711


Gordon O. Beyer
1777 Main Street
Sarasota, Florida 34236

Gordon O. Beyer, having been designated to act as Registered Agent for the Florida West Coast Chapter of the Institute of Internal Auditors, Incorporated, hereby agrees to act in this capacity.

January 13, 1989
Date

Gordon O. Beyer
Gordon O. Beyer


STATE OF FLORIDA
COUNTY OF PINELLAS


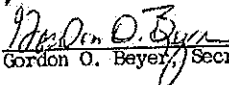
On this 12 day of January 1989 before me VINCENT P. DE ROSA a Notary Public for the State of Florida, personally appeared James N. Gower and Gordon O. Beyer, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

AFFIDAVIT

STATE OF FLORIDA
COUNTY OF PINELLAS

James N. Gower and Gordon O. Beyer, being first duly sworn, each for himself, deposes and says: That James N. Gower is the President and that Gordon O. Beyer is the Secretary of the Florida West Coast Chapter, The Institute of Internal Auditors, the unincorporated association mentioned in the foregoing Articles of Incorporation; that said association has duly authorized its incorporation and has authorized the undersigned, as said officers, to execute Articles of Incorporation.


Notary Public, State of Florida at Large
My Commission Expires March 6, 1990
Bonded thru Agent's Notary Brokerage


James N. Gower, President

Gordon O. Beyer, Secretary

Subscribed and sworn to before me this 12 day of January, 1989

FLORIDA WEST COAST CHAPTER OF THE INSTITUTE
OF INTERNAL AUDITORS, INCORPORATED

BYLAWS

ARTICLE I - NAME

The name of this organization shall be the Florida West Coast Chapter of The Institute of Internal Auditors, Incorporated ("Corporation").

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

The Corporation is empowered to perform any and all acts which are defined in the Articles of Incorporation, and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions incorporated in the minutes of The Corporation's meetings and those of the Board of Governors ("Board").

ARTICLE III - CORPORATION MEMBERSHIP

Section 1. The corporation's membership shall consist of those duly admitted to any of the classes of membership as defined in the Articles, and who are located in the corporation's area.

Section 2. Membership in the corporation shall terminate on transfer to another IIA chapter or because of resignation or termination for any of the causes set forth in the Articles of Incorporation.

ARTICLE IV - BOARD AND THEIR ELECTION

Section 1. Determining policies of the corporation shall be vested in the Board.

Section 2. The Board shall be constituted as follows:

- a. The officers of the corporation: the president, the vice presidents, the treasurer and the secretary.

- b. One three-year governor for every ten (10) members (not including associates) and limited to a total of not more than twelve (12) governors who are to be elected for a period of three years. One-third of such governors elected in the first year shall be selected to serve for one year, and one-third shall be selected to serve for two years. If the number of elected governors is not evenly divisible by three, the excess over an even division shall be, where applicable, one (1) elected for a one-year term and one (1) elected for a two-year term. If membership is such as to limit the number of elected governors to less than three, elections shall be for the following terms; one governor for a period of one year; second governor for a period of two years. Governors elected at the first meeting after the authorization of the corporation may, at the discretion of the Board, hold office for a period of one (1) full year beyond the unexpired part of the first year in which which they were elected.
- c. The two most recent past corporation presidents who are not holding another office in the corporation and who are still members therein.

Section 3. Nominations shall be made by the Nominating Committee. In addition, nominations may be made from the floor.

Section 4. Governors shall be elected each year by a majority vote of members present at the annual meeting and shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws.

Section 5. A governor may be removed by a two-thirds vote of the Board provided such governor was granted an opportunity for a hearing before the Board. The Board shall also call a special meeting of the corporation to be held within thirty (30) days from the date of having taken such action. At this special meeting, the Board shall make a full and complete report of the action taken in removing the governor or governors along with the reasons. At the meeting, the office(s) made vacant shall be filled. A governor removed by the Board may be re-elected by the members, and if re-elected, may not again be removed for the same offense. Any governor may be removed by a two-thirds vote of the members of the corporation present at any duly held meeting provided notice of such proposed action was incorporated in the notice for the meeting. Such notice shall be mailed to the corporation's members by the corporation's secretary upon written petition of one-fifth of the members.

Section 6. 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 this office for the unexpired term.

- Section 7. If a governor's Institute of Internal Auditors, Inc. membership terminates for any reason, the office shall automatically become vacant.
- Section 8. 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 9. The Board shall have the power to fix the time and place for each annual meeting and every special meeting of the corporation.
- Section 10. 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 during the year. At this meeting, at least half of the Board members must be present to vote. Notice of the meetings of the Board shall be mailed 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 thereat.
- Section 11. At all meetings of the Board, the majority vote of the governors present to vote will decide all issues except as provided elsewhere in these Bylaws.
- Section 12. The governors of the corporation shall receive no salaries or fees for their services. Governors may be reimbursed for actual expenses incurred in the performance of their duties subject to approval by the Board.

ARTICLE V - OFFICERS AND THEIR ELECTION

- Section 1. The elected officers shall be a president, two vice presidents, a secretary and a 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 at the annual meeting.
- Section 3. Officers of the corporation shall be elected by a majority vote of members present at the annual meeting and shall assume their duties as of June 1 each year. They shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws.
- Section 4. An officer may be removed by a two-thirds vote of the Board provided this officer was granted an opportunity for a hearing before the Board.

The Board shall call a special meeting of the corporation to be held within thirty (30) days from the date with any such removal. At this special meeting, the office(s) made vacant shall be filled. The officer removed by the Board may be re-elected by the members. If re-elected, the officer may not be removed by the governors for the same offense. An officer may be removed by a two-thirds vote of the members present at any duly held meeting of the corporation provided a notice of such proposed action was incorporated in the notice for the meeting. This notice shall be mailed to the members by the secretary upon written petition of one-fifth of the members.

- Section 5. If vacancy occurs 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.
- Section 6. All officers except the president are eligible for re-election for successive terms.
- Section 7. If an officer's membership in The Institute of Internal Auditors, Inc., for any reason, terminates, the office shall automatically become vacant.
- Section 8. An officer's resignation shall be tendered to the Board and may be acted on at any regular or special Board meeting.

ARTICLE VI - DUTIES OF OFFICERS

- Section 1. The corporation's president is the executive head and when present, shall preside at all meetings and as chairman of the Board. The president shall be responsible for the enforcement of the Bylaws and the resolutions and proceedings of the Board and shall keep the Board fully informed of the affairs of the corporation; shall also consult with the Board of the corporation, whenever necessary, concerning the business of the corporation and its activities.
- Section 2. The corporation's vice presidents shall have such duties and powers as may be prescribed by the Board or delegated by the corporation's president. In the absence of the president, one of the vice presidents shall act in his/her behalf.
- Section 3. The corporation's treasurer shall be charged with the custody of the funds of the corporation and their proper disbursement under the rules prescribed by the Board. The books of account shall be kept under the treasurer's jurisdiction. The treasurer shall make periodic reports as required by the treasurer of the Institute of Internal Auditors, Inc. and any other reports which the Board may require. The treasurer shall be the disbursing officer of the corporation. The Board of the corporation may authorize the bonding of the corporation's treasurer. At the termination of the treasurer's term of office, the treasurer shall turn over to the Board, all funds, records, papers, books, documents and all other property of the corporation having to do with the financial or other transactions or business of the corporation which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 4. The corporation's secretary shall perform those duties delegated by the corporation's president or prescribed by the Board. The secretary shall make reports as required by the Board. The secretary shall notify each member of the corporation of all meetings and shall do any and all other things normally required by a corporation's secretary to keep the officers, the Board and the corporation's members informed of the affairs of the corporation. The Board may authorize the bonding of the secretary. At the termination of the term of office, the secretary shall turn over to the Board all records, papers, books, documents and all other property of the corporation which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 5. If the president and the vice president are absent from any meeting of the corporation or of the Board, a chairman protem shall be appointed by a majority vote of the members present.

Section 6. The officers of the corporation shall receive no salaries or fees for their services. Officers may be reimbursed for their actual 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 Audit Committee of one member, not an officer or governor,
- b. A Nominating Committee consisting 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.

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

- a. A Membership Committee with a minimum of three and a maximum of nine members.
- b. An Admissions Committee with a minimum of one and a maximum of three members.
- c. A Certified Internal Auditor Program Committee.

ARTICLE VIII - ANNUAL MEMBER MEETING

- Section 1. The April meeting of Members of each year shall be considered the annual meeting for the conduct of required business.
- Section 2. The Corporation Year is the fiscal year beginning June 1. The officers elected at each annual meeting shall assume office on June 1 following their election with terms ending the following May 31.

ARTICLE IX - MEETINGS

- Section 1. There shall be at least eight member meetings each year except the Board may authorize individual cancellations or postponements when circumstances dictate. Social activities, if open to all members, may be considered as meetings.
- Section 2. At all meetings, a majority vote of members present and voting will decide all issues except as provided elsewhere in these Bylaws.

ARTICLE X - AMENDMENTS TO BYLAWS

These Bylaws may be amended at any regular or special meeting by two-thirds vote of members present and voting, provided that written notice of the proposed change and of the meeting has been mailed at least ten days previous to the date of said meeting.