THE INSTITUTE OF INTERNAL AUDITORS - LONG ISLAND CHAPTER, INC.

BY-LAWS

ARTICLE I
NAME

This Chapter shall be known as
“The Institute of Internal Auditors – Long Island Chapter”

ARTICLE II
ADHERENCE TO CORPORATE CHAPTER

The Long Island Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the By-Laws of The Institute of Internal Auditors, Inc. and shall do nothing which is inconsistent with their provisions and with resolutions incorporated in minutes of The Institute’s 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 defined in the By-Laws of The Institute of Internal Auditors, Inc. and residing in the Chapter area and asking to become affiliated with the Long Island Chapter.

Section 2. Membership in the Chapter shall cease and terminate on the transfer to another Chapter or because of resignation or termination for any of the causes set forth in the By-Laws 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 as follows:

a. The Chapter President, Chapter Executive Vice President and Treasurer, Chapter Vice President and Treasury Assistants (2), Chapter Vice President and Operations Officers (2), Chapter Vice President – Membership, Chapter Vice President and Secretary, Chapter Vice President and Chief Information Officer, and Chapter Vice President and Chief Information Officer Assistant.

b. One three-year Governor for each ten (10) members (not including associates) limited to a total of not more than twenty seven (27) governors who are to be elected for a period of three years. For the initial election, one third of such Governors shall be elected to serve for one year, and one third 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, when possible, one (1) elected Governor for a two year term.

Members (as defined in the By-Laws of The Institute of Internal Auditors, Inc.), associate members and educational members shall be eligible for election. Governors elected at the first meeting after the authorization of the chapter may, at the discretion of the Board of Governors, hold office for a period of one (1) full year beyond the unexpired part of the first year in which they were elected.

c. The two most recent past Chapter Presidents, not holding other office in the Chapter and who are still members of the Chapter.

Section 3. Nominations shall be made by the Nominating Committee and, in addition, nominations may be made from the floor.
Section 4. Governors of the Chapter shall be elected by majority vote of the Members present and voting at each annual meeting. Elected Governors shall take office on June 1 of the Chapter year for which they are elected. The Board of Governors may postpone the effective date on which such Governors shall take office to a date not later than July 1 of the same year. Elected Governors shall hold office for the period elected, pursuant to Section 2(b) of this Article, or until the election of their successors.

Section 5. Any Governor may be recommended for removal, subject to a confirmation by members of the Chapter, by a two-thirds (2/3) vote of the Board, or upon written petition of at least one-fifth (1/5) of the Chapter members, provided such Governor shall have been granted an opportunity for a hearing before the Board. The Board, in either case, shall call a meeting of the Chapter to be held within thirty (30) days from the date when any such removal is voted or petitioned.

The notice for such meeting must have incorporated it in reference to the proposed action. Such notice shall be mailed to the Chapter members by the Chapter Secretary upon written petition by one-fifth of the members. At such meeting, the Board shall present a full and complete written report, and if the removal is approved by a two-thirds (2/3) vote of the members present and voting, the offices made vacant shall be filled by a vote of the membership.

Section 6. If the office of any Governor shall become vacant 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.

Section 7. Governors shall be eligible for re-election, unless barred by other provisions contained elsewhere in these By-Laws.

Section 8. If the membership in the Chapter of any Governor shall for any reason terminate, his/her 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 fix the time and place for each Annual Meeting pursuant to Article VIII. Should the Board fail to fix, within a period of ten (10) months after the last Annual Meeting, a time and place for any Annual Meeting, the Chapter President shall then fix a time and place.

Section 11. The Board of Governors 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 of Governors shall meet and determine the number of Governors, which shall constitute a quorum at all Board meetings in the Chapter year. Notice of the meetings of the Board of Governors 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 thereof.

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 By-Laws.

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.

ARTICLE V
OFFICERS AND THEIR ELECTION

Section 1. The elective officers of the Chapter shall be a Chapter President, Chapter Executive Vice President and Treasurer, Chapter Vice President and Treasury Assistants (2), Chapter Vice President and Operations Officers (2), Chapter Vice President – Membership, Chapter Vice President and Secretary, Chapter Vice President and Chief Information Officer, and Chapter Vice President and Chief Information Officer Assistant. Only members as defined in the By-Laws of The Institute of Internal Auditors, Inc. shall be eligible for election to the Office of Chapter President and Chapter Executive Vice President. Members (as defined), Associate
Members and Educational Members shall be eligible for election to the office of Chapter Vice President. 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 by majority vote by the members present and voting at each Annual Meeting. Elected Officers shall take office on June 1 of the Chapter year for which elected. The Board of Governors may postpone the effective date on which such Officers shall take office to a date not later than July 1 of the same year. Elected Officers shall hold office for the period elected, pursuant to Section 1 of this Article, or until the election of their successor.

Section 4. Any Officer may be recommended for removal, subject to confirmation by Members of the Chapter, by a two-thirds (2/3) vote of the Board or upon petition of at least one-fifth (1/5) of the Chapter Members, provided such Officer shall have been granted an opportunity for a hearing. The Board in either case, shall call a meeting of the Chapter to be held within thirty (30) days from the date when any such removal is voted or petitioned.

The notice for such meeting must have incorporated it in reference to the proposed action. At such meeting, the Board shall present a full and complete written report, and if removal is approved by two-thirds (2/3) vote of the members present and voting, the office or offices made vacant shall be filled by vote of the membership.

Section 5. If any vacancy shall occur in any office by reason of death, resignation or otherwise, except as provided in Section 4 of this Article, the Board of Governors is empowered to fill such office for the unexpired term.

Section 6. Officers shall be eligible for re-election except that no one shall serve successive terms as President.

Section 7. If the membership in the Chapter of any Officer shall for any reason terminate, that office shall automatically become vacant.

Section 8. 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 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 and of the Board of Governors. He/she shall be responsible for the enforcement of the By-Laws of The Institute of Internal Auditors, Inc., and these By-Laws of the Chapter and the resolutions and proceedings of the Board of Directors of The Institute and of the Board of Governors of the Chapter. He/she shall keep the Chairman, 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 with 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 duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter President. In the absence or disability of the Chapter President, the Chapter Executive Vice President (or in his/her absence or disability, the Chapter Vice President and Operations Officer) shall perform the duties of Chapter President.

Section 3. The Chapter Executive Vice President and 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 books of account shall be kept under this jurisdiction. He/she shall make periodic reports as required by the Treasurer of The Institute and any other records which the Board of Governors may require.
The Chapter Executive Vice President and Treasurer shall be the Disbursing Officer of the Chapter. He/she shall not have the authority to receive monies for application fees and dues for which authority is reserved to the Treasurer of The Institute.

The Chapter Executive Vice President and Treasurer may be assisted in the discharge of his/her duties by the Chapter Vice President and Treasury Assistant.

The Board of Governors of the Chapter may authorize the bonding of the Chapter Executive Vice President and Treasurer. At the termination of the Chapter Treasurer's term of office, he/she 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 transactions or business of the Chapter which may have come into his/her possession or may have been compiled or created during his/her term of office.

Section 4. The Chapter Vice President and Secretary shall perform those duties delegated by the Board of Governors or as required by the Secretary of The Institute. He/she shall notify each member of the Chapter of all meetings and shall do any and all other things normally required by a Chapter Vice President and Secretary to keep the Officers and the Board of Directors of The Institute and the Board of Governors and the Chapter Officers informed of the affairs of the Chapter.

The Board of Governors may authorize the bonding of the Chapter Vice President and Secretary. At the end of his/her term of office, he/she 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 his/her possession or may have been compiled or created during his/her 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 his/her 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 of the members present and voting.

Section 6. The Officers of the Chapter 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 of Governors.

ARTICLE VII
COMMITTEES

Section 1. The Board of Governors shall appoint a Nominating Committee of five (5) members. The Nominating Committee shall include the President, the most recent Past President still a member of the Chapter, and three (3) of the members of the Chapter. The Nominating Committee shall not contain a majority of members who are also represented on the Board of Governors.

Section 2. There shall be the following standing committees:

a. A Finance Committee appointed by the Chapter President. The Finance Committee has oversight of the Chapter Treasury function, as well as the performance of the Chapter Audit. Individuals or entities engaged to perform Chapter audits must be appointed by the Board of Governors and must include individuals who are not an officer or governor of the chapter.

b. A Membership Development Committee appointed by the Chapter President.

c. A Communications Committee appointed by the Chapter President.

d. A Program Support Committee appointed by the Chapter President.

e. A Nominations Committee Chaired by and with members appointed by Chapter President.

Unless specifically designated above in Article VII, Section 2, the number of members appointed to each of these committees shall be at the discretion of the President or Board of Governors.

Section 3. There shall be such technical and special committees as may be authorized and directed by the Board of Governors or by the members in regular or special meetings and approved by the
Board. The membership of such committees is to be appointed by the president, by the Board, or by the members, as provided by the resolutions authorized and directing such committees.

Section 4. The Chapter President, Executive Vice President and the Chapter Vice Presidents shall be members ex-officio of all committees, except the Nominating Committee and the Finance Committee.

Section 5. Any member of any committee may be removed at the discretion of those appointing such member.

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

Section 7. The Board of Governors may institute any procedure 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 held at the time and place established by the Board of Governors pursuant to Article IV, Section 10. In no case shall the Annual Meeting be held earlier than February 1 or later than May 31 of the Chapter year.

Section 2. The rules of procedure may be suspended by two-thirds (2/3) vote of those present and voting at any meeting.

ARTICLE IX
CHAPTER MEETINGS

Section 1. There shall be at least five member meetings each Chapter year, except the Board of Governors may authorize individual cancellations or postponements when circumstances dictate. Social activities, if open to all members, may be considered as Chapter meetings.

Section 2. At all Chapter meetings, a majority vote of members present and voting will decide all issues except as provided elsewhere in these By-Laws.

ARTICLE X
RULES OF PROCEDURE AT MEETINGS

Section 1. Rules of Procedure: 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 (Revised) so far as applicable and when not inconsistent with these By-Laws.

Section 2. Suspension of Rules: The rules of procedure may be suspended by two-thirds (2/3) vote of those present and voting at any meeting.

ARTICLE XI
AMENDMENTS TO BY-LAWS

The By-Laws may be amended or replaced at any regular or special meeting of the Chapter by a two-thirds (2/3) vote of members present and voting, provided that written notice of the proposed change and of the meeting has been mailed at least ten (10) days previous to the date of said meeting.

ARTICLE XII
DISSOLUTION

Section 1. The Chapter shall use its funds only to accomplish the objectives and purposes specified in these By-Laws. No part of said funds shall inure, or be distributed to the members of the Chapter. On dissolution of the Chapter, any funds remaining shall be distributed to the Treasurer of The Institute of Internal Auditors, Inc. or, if not possible, to one or more regularly organized and qualified professional educational, scientific or philanthropic organizations which have a similar purpose as The Institute.