CHAPTER BY-LAWS

THE INSTITUTE OF INTERNAL AUDITORS

MEMPHIS CHAPTER

ARTICLE I - NAME

This Chapter shall be known as The Institute of Internal Auditors, Inc., Memphis Chapter.

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

The Memphis 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 the pronouncements and resolutions incorporated in the minutes of the Institute meetings and the meetings of the Board of Directors.

ARTICLE III - CHAPTER MEMBERSHIP

Section 1. The Chapter membership shall consist of those duly admitted to any of the classes of membership, as defined in the By-Laws of The Institute of Internal Auditors, Inc. and who are located in the Chapter area, and any others not located in the Chapter area, who by written request, 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 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 vented in a Board of Governors.

Section 2. The Board of Governors shall be constituted as follows:

(a) The officers of the Chapter: the Chapter President, the Chapter Vice President, the Chapter Treasurer, the Chapter Secretary and the Programs Director (formerly Programs Coordinator)

(b) One Governor for each ten (10) members, limited to a total of not more than twelve (12) Governors. The Governors should be representative of the chapter and will be elected for a period of one – five years. Terms will be distributed to achieve rolling terms (between 1 – 5 years) agreed upon by each board member when joining the board.
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 written ballot during or before the March 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 By-Laws of the Institute of Internal Auditors, Inc., or as provided elsewhere in these By-Laws of the Memphis Chapter.

Section 5. Governors shall be elected by majority vote of members present or provided with an absentee ballot or appointed by the board of Governors as required.

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

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

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

Section 9. The resignation of any Governor shall be tendered in the Board of Governors and may be acted on at any regular or special meeting of the Board.

Section 10. The Board of Governors shall have the power to fix the time and place for each annual meeting and each special meeting of the Chapter.
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 who shall constitute a quorum at all Board meetings in the Chapter year. At this meeting at least half of the Board Members must be present and voting. Notice of the meeting of the Board of Governors shall be mailed by the Secretary or as the Board may otherwise direct, but no failure of notice shall invalidate the meeting or any business transacted or action taken thereat.

Section 12. At all meetings of the Board of Governors the majority vote of Governors present or provided with an absentee ballot 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 ELECTIONS

Section 1. The elective officers shall be a Chapter President, Chapter Vice President, Chapter Secretary, and a Chapter Treasurer. No person shall hold more than one office at a time. Officers will serve a 2 year term.

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 written ballot during or before the March 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 By-Laws of the Institute of Internal Auditors, Inc, or as provided elsewhere in these By-Laws of the Memphis Chapter.

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

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

Section 6 If any vacancy shall occur in any office by reason of death, resignation, or otherwise, except as provided in Section 5 of this article, the Board of Governors is empowered to fill such office for the unexpired term of the office so vacated.

Section 7 Officers shall be eligible for re-election, except that the President and Vice President shall not serve successive terms. If it becomes necessary for either officer to continue for an additional term, such an exception will require a two-thirds vote by the Board of Governors.

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

Section 9 Any resignation of any officer shall be tendered to the Board of Governors and may be acted on at any regular or special meeting of the Board.

ARTICLE VI – DUTIES OF 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 and of the Board of Governors. He/she shall keep the President and the Board of Directors of the Institute and the Board of Governors of the Chapter fully informed of the affairs of the Chapter and shall consult the President and the Board of Directors of the Institute and the Board of Governors of the Chapter, when necessary, concerning the business of the Chapter and its activities.

Section 2 The Chapter Vice President shall have such 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 Vice President shall perform the duties of the Chapter President.

Section 3 The Chapter 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. He/she shall make periodic reports as required by the Treasurer of the Institute and any other reports which the Board of Governors may require. The Chapter Treasurer shall be the disbursing official of the Chapter. Unless specifically authorized by the international organization, he/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 of Governors of the Chapter may authorize the
bonding of the Chapter 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 possession or may have been compiled or created during his term of office.

Section 4
The Chapter Secretary shall perform those duties delegated by the Chapter President or prescribed by the Board of Governors. He/she shall make reports as required 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 Secretary to keep the officers and the Board of Directors of the Institute and the Board of Governors and the Chapter Officers and the Members informed of the affairs of the Chapter. The Board of Governors may authorize the bonding of the Chapter Secretary. At the end of the 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 possession or may have been compiled or created during his 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 duties be present, or if the Chapter Secretary be absent, then a Chairman or Secretary pro-term or both as may be needed shall be appointed by a majority vote 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
There shall be these standing committees appointed by the Board of Governors:

(a) An Auditing Committee of one member, not an Officer or Governor, which will be responsible for auditing all chapter financial records.

(b) A Nominating Committee consisting of the President and at least two other members, which will be responsible for submitting nominations for officers and Board of Governors vacancies.

Section 2
There shall be these standing committees appointed by the Chapter President:
(a) A Membership Committee.
(b) A Programs Committee.
(c) A Newsletter Committee.
(d) An Academic Relations Committee.
(e) A Certification Committee.
(f) A Website Committee.

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

Section 4 The Chapter President and the Chapter Secretary shall be Members ex-officio of all committees, excepting 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 of Governors may institute any procedures which it deems necessary to appoint a committee to carry out the activities of the Chapter.

ARTICLE VIII – ANNUAL MEETING – MEETINGS OF MEMBERS

Section 1 The annual meeting of the Chapter shall be the March meeting.

Section 2 The Chapter Year shall run from June 1 of the first year through May 31 of the second year.

Section 3 At all Chapter meetings, a majority vote of Members present or provided with an absentee ballot and voting will decide all issues except as provided elsewhere in these By-Laws.

ARTICLE IX – RULES OF PROCEDURE

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

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

ARTICLE X – AMENDMENTS TO BY-LAWS

These By-Laws 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 changes and of the meeting has been e-mailed at least ten days previous to the date of said meeting.

ARTICLE XI – PRIVACY POLICY

Section 1 The Chapter Directory shall include the following statement: “Information in this directory is for use solely by IIA members in contacting one another. Use of information is prohibited for commercial use or solicitation of products and services. If you do not wish your name to be included in future directories, please express your wishes by marking the appropriate box on your Member profile on the IIA web site.”

Section 2 The Chapter Directory, as published to the members, shall not include home addresses, home phone numbers, or e-mail addresses.

Section 3 The Chapter e-mail distribution list shall not be provided to any outside party for any reason.

Section 4 Chapter e-mail communications shall include the statement: “This e-mail message is part of regular communications with members of the Memphis Chapter. You may exclude yourself from future communications by updating your profile on the IIA web site; however, by doing so you will exclude yourself from both IIA and chapter e-mails.”

ARTICLE XII – EFFECTIVE DATE

These By-Laws became effective on October 9, 2012 and replace the previous version dated March 8, 2010. They will be in effect until amended, changed, or superseded by a vote of the members.