CHAPTER BY-LAWS
THE INSTITUTE OF INTERNAL AUDITORS
MEMPHIS CHAPTER

ARTICLE I - NAME AND LOCATION

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

Section 1. This Chapter of The Institute of Internal Auditors (IIA) shall be known as “The IIA” Memphis 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 Memphis Chapter is empowered to perform any and all acts which are defined in the North American Chapter Compact and Bylaws of The Institute of Internal Auditors and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute of Internal Auditors meetings and those 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 vested in a Board of Governors. The board is responsible for reviewing and approving the Chapter’s budget and strategic plan. Approval of any unbudgeted expenditures must also be approved by the Board. The Board in its entirety oversees the financial integrity and monitors performance against achievement of strategy and long term vision. The Board may establish such policies as it deems appropriate.
to the conduct of its affairs/or the affairs of their operation. Such policies shall be recorded in the Chapter Board Policy Manual. Such policies shall not conflict with these Bylaws.

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), Membership Officer, as well as additional officers as deemed necessary by the Chapter Board of Governors. Officers shall be elected by the member affiliated with the chapter and as prescribed by the Bylaws of the Institute of Internal Auditors and shall serve until their successors have been duly elected and have assumed office. Each elected officer shall take office on June 1 and serve for a term of two year or until a successor is duly elected and installed.

(b) Governors of the Chapter: One Governor for each ten (10) members, limited to a total of not more than twelve (1) 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. Each Governor will be required to have an active role by overseeing a committee on the board.

(c) Past Presidents: 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. Any member in good standing of the Memphis Chapter of the IIA is eligible for nomination and election to any office. It is preferred the member has served as an active volunteer on a committee for a minimum of one year.

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, and will be open for attendance by any IIA member in good standing who is a member of the Memphis Chapter. Any act of the majority of the Board members present or participating at a meeting via teleconferencing, video conferencing or other means which Board members are audible at a meeting where a quorum is present shall be a valid act of the board. For the purposes of conducting a board meeting, a majority of currently serving Board members shall constitute a quorum.

Section 12. 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.

Section 13. Notice of the meeting of the Board of Governors shall be mailed or sent electronically by the Secretary or as the Board may otherwise direct thirty (30) days prior to each regular meeting of ten (10) days prior to each special meeting. Such notice may be mail or electronically mailed.

Section 14. Special meetings (votes or resolutions) of the Board may be called by or at the request of the President or any two members of the board via mail or electronic mail.

Section 15. 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. Voting rights of the Board of Directors shall not be delegated to another.

Section 16. 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 - GOVERNORS AND THEIR ELECTION

Section 1. Each elected Governor shall take office June 1 and shall serve for a term of two (2) or three (3) years as deemed appropriate for each chapter to allow for continuity. The Governors elected at each annual meeting take office on June 1 following their election with terms ending on May 31.

Section 2. Nominations shall be made by the Nominating Committee

Section 3. Governors shall be elected by a majority vote of members electronically, virtually or present at a meeting called for this purpose. In the event of an electronic vote a voting window must be established not to exceed two weeks leading up to the Annual Meeting and closing by 5:00PM the day before the Annual Meeting. Proxy voting is not permitted.

Section 4. A Governor may be removed by a two-thirds vote of the members of the Board provided such Governor was granted an opportunity for a hearing before the Board.
Section 5. If the office of any Governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 2 of this article, the Board of Governors is empowered to fill this office for the unexpired term.

Section 6. If a Governor's IIA membership terminates for any reason, the office shall automatically become vacant.

Section 7. 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 8. The Board of Governors shall have the power to establish the time and place for each annual and special meeting of the Chapter.

ARTICLE VI – 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 two year term.

Section 2. Nominations shall be made by the Nominating Committee and, in addition, may be made electronically, virtually, or from the floor at the meeting called for this purpose. In the event of electronic vote a voting window must be established not exceed two (2) weeks leading up to the Annual Meeting and shall close at 5.00PM the day prior to the Annual Meeting. Proxy voting is not permitted. The Chapter year is the fiscal year beginning June 1. The Officers elected at each annual meeting will be included on the official Slate of Officers provided to the IIA on May 1 annually and take office on June 1 following their election with terms ending the following May 31.

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 through a virtual meeting or 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.
Any Officer serving one (1) full term shall be eligible for re-nomination and re-election to serve one (1) additional one (1) year term in the same office. After serving two (2) consecutive one (1) year terms, they will not be eligible to serve in the same office until one (1) year has elapsed from the expiration of their prior term.

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

Section 9. If the position of any Officer 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 this office for the unexpired term. However, a vacancy in the office of the President shall be filled for the balance of the term by the President-Elect or the Immediate Past President, which is determined by the majority vote of the Board of Governors. In the event the President-Elect or the Immediate Past President is unable to serve in this capacity, the remainder of the term may be filled by a qualified candidate determined by the majority vote of the Board of Governors.

Section 10. 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 VII – CONFLICT OF INTEREST

Section 1. Officers and Governors should act at all times in the best interest of their chapter and not for personal or third-party gain or financial enrichment. When encountering potential conflict of interest, Officers or Governors shall identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board of Governors shall not:

a. Place (and the appearance of placing) one’s own self-interest or any third party interest above that of the chapter.
b. Provide goods or services to their chapter as a paid vendor. This may be waived after full disclosure to, and advance approval by the Board of Governors.
c. Engage in any outside business, professional or other activities that conflict with, and/or would directly or indirectly materially adversely affect the chapter.
d. Abuse their position by improperly using the Chapter's staff, membership information, service, equipment, resources, property, or events for their personal or third-party gain.
e. Use IIA chapter training events, such as Leadership, to promote their services while attending in the role as chapter leader or officer.
f. Use IIA conferences, for which they are speaking or being compensated to provide training, to promote their services beyond the use of exhibitor space to do so.

ARTICLE VIII – DUTIES OF OFFICERS

Section 1. The Chapter’s 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. The President shall be responsible for:

- Enforcement of the *Bylaws* of The Institute of Internal Auditors, Inc., and the *Bylaws* of The IIA’s Memphis Chapter and the resolutions and proceedings of the Board of Directors and of the Board of Governors.
- Keeping the Board of Directors of The Institute of Internal Auditors and the Board of Governors of the Chapter fully informed of the affairs of the Chapter and shall also consult the President and with the Board of Directors of The Institute of Internal Auditors
and the Board of Governors of the chapter, whenever necessary, concerning the business of the Chapter and its activities.

- The Chapter Vice President assumes the duties if the Chapter President in the event of the President’s absence, disability, or death.

Section 2. The Chapter’s Vice President shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter’s President. In the absence or disability of the President, the Vice President shall perform the Chapter President’s duties.

The Chapter’s Vice President will be responsible for managing various committees and will have duties and powers as prescribed by The Board of Governors or delegated by the Chapter’s President through normal course of business.

Section 3. The Chapter’s Treasurer shall be responsible for:

- The custody of the financial reports and funds of the Chapter.
- Proper disbursement of Chapter funds, and the establishment of proper accounting procedures (including segregation of duties) for the handling of Chapter funds under the rules prescribed by The Institute of Internal Auditors and the Chapter’s Board of Governors.
- Making a report to the Board of Governors a minimum of twice (2) annually. Additional reports may be required of the Treasurer by the Board of Governors.
- The Treasurer shall be designated as the disbursing officer of the Chapter and have no authority to receive application fees or dues, as this authority is reserved for the Treasurer of The Institute of Internal Auditors.

The Board of Governors of the Chapter may authorize the bonding of the Chapter Treasurer.

At the termination of the Treasurer’s term of office, the Treasurer shall immediately turn over to the Board of Governors all funds, records, papers, books, documents and all other property of the Chapter having to do with the financial or other transactions or business of the Chapter which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 5. The Chapter Secretary shall perform those duties delegated by the Chapter President or prescribed by the Board of Governors. The Secretary shall be responsible for:

- Making reports as required by the Board of Governors or as required by the Secretary of the Institute.
- Notifying 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.
- Oversight of the Communications for the Chapter, i.e. social media channels (Twitter, Facebook, LinkedIn, Instagram, and etc), Chapter website, Newsletter, and CAP point administrator.

The Board of Governors may authorize the bonding of the Chapter Secretary.

At the end of term of office, the Secretary 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 6. The Officers of the Chapter shall receive no salaries for their services with the exception of a Chapter’s paid staff position. 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.

Section 7. If at any meeting of the Chapter or of the Board of Governors the Chapter President is absent the Vice 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 8. Other Officer positions other than those specified in these Bylaws may be established, and their duties specified by the Chapter's Board of Governors.

ARTICLE IX – 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 acting with the President may institute any procedures which it deems necessary to appoint committees to carry out the activities of the Chapter.

ARTICLE X – PAID STAFF

Paid staff such as Administrators, Executive Directors, and/or Events Managers, etc., may be employed by the Chapter to serve at its discretion. Duties and compensation shall be determined by the Board of Governors. Paid staff shall not have voting privileges and must adhere to the standards and qualifications established by The Institute of Internal Auditors.
ARTICLE XI – ANNUAL MEETING – MEETINGS OF MEMBERS

Section 1. The annual meeting of the Chapter shall be the March meeting. At the annual meeting the members shall elect officers, board of governors, and conduct required chapter business. The slate of candidates should be announced to all members at least 30 days prior to the election.

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

Section 3. Regular meetings will be held at times and places as determined by the Chapter’s Board of Governors.

Section 4. 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.

Section 5. Special meetings may be called by the President or by any two Board of Governor members within thirty (30) days of receipt of a written request signed by twenty (20) percent of the Chapter members. The business to be transacted at any special meeting shall be stated in the notice thereof. At special meetings, a quorum shall consist of ten (10) percent of members entitled to vote. In the event the quorum is not present, those in attendance may adjourn the meeting without further notice. If a quorum is present, the majority vote shall be the act of the members.

Section 6. All meeting notices shall be sent by mail, electronic mail, or electronic media, to each member a minimum of twenty (20) days preceding the meeting.

Section 7. Each member shall have one (1) vote and may take part in a vote in person or by participation in an electronic vote (determined by the Board of Governors). Proxy voting is not permitted. Unless otherwise specified within these Bylaws, a majority vote of members present and voting, in person or electronically, shall govern.

Section 8. Proposals to be offered to the membership for a vote via mail or electronic mail rather than in person shall be first approved by the Board of Governors unless the proposal has been endorsed by a minimum of twenty (20%) percent of the voting members, in which case, Board approval shall not be necessary.

Section 9. The Board of Governors with or without cause may cancel any meeting.

ARTICLE XII – 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.

ARTICLE XIII – RULES OF DISBURSEMENTS

Section 1. The Chapter Treasurer may make disbursements for any preauthorized budget item without obtaining prior written or verbal approval from the Chapter Officers and/or Board of Governors. All disbursements will be supported by a proper business document.
Section 2. The Chapter Treasurer must obtain written approval from the Chapter President or Vice President for all non-budget items, before making disbursements for such chapter-connected expenses.

Section 3. The Chapter Treasurer must obtain written approval from the Chapter Officers and Board of Governors for non-budget items that are more than $100.00, before making disbursements for such chapter-related expenses. The Chapter Officers and Board of Governors must base the written-approval on a majority approval, under Robert’s Rules.

ARTICLE XIV – AMENDMENTS TO BY-LAWS

These Bylaws shall automatically be deemed amended to include provisions as may be stated, periodically, in the most recent IIA Chapter Bylaws. All other deletions, and draft changes must be approved in advance by The Chapter Board of Governors, the Chapter’s District Representative, and The IIA’s Director of North American Chapter Relations prior to being submitted to Chapter membership for approval. Upon this approval these Bylaws may be amended/voted on by the members at any regular or special meeting, via returned mail, or returned electronic mail by two thirds vote of members eligible to cast a ballot, provided that written notice of the proposed change has been sent in writing a minimum of thirty (30) days previous to the date of said meeting or ballot deadline.

ARTICLE XV – 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 email 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 XVI- DISSOLUTION

The chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall insure, or be distributed to the members of the chapter. On dissolution of the chapter, any funds remaining shall be forwarded to The Institute of Internal Auditors Global Headquarters in Lake Mary, Florida.

ARTICLE XVII – IDENTIFICATION

Nothing herein shall constitute members of The Institute of Internal Auditors as partners for any purpose. No member, Officer, agent, or employee of this organization shall be liable for the acts or failure to act on
the part of any member, Officer, agent, or employee of The Institute. Nor shall members, Officers, agents or employees be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of their willful misfeasance.

ARTICLE XVIII – EFFECTIVE DATE

These By-Laws became effective on March 10, 2020 and replace the previous version dated March 30, 2019. They will be in effect until amended, changed, or superseded by a vote of the members.

ADOPTED AND APPROVED by the Board of Governors on this 17th day of January, 2020.