CHAPTER BOARD OF GOVERNORS

The determination of the policies of the Milwaukee Chapter shall be vested in the Chapter Board of Governors. Governors of the Chapter shall be nominated and elected in accordance with the Milwaukee Chapter Bylaws.

The Board of Governors shall be constituted as follows:

(a) The Officers of the Chapter: the Chapter President, the Chapter Vice President, the Chapter Vice President - Programs, the Chapter Treasurer and the Chapter Secretary, and
(b) The Board will have a maximum of (12) Governors, consisting of (3) three year Governors and up to (9) one year Governors.
(c) The most recent past Chapter Presidents, not holding other office in the Chapter and who is still a member of the Chapter.

Governors of the Chapter must be members of The Institute of Internal Auditors, Inc. (IIA), and have chosen the Milwaukee Chapter as their local chapter affiliate at the time of election, as shown on the membership records of The Institute of Internal Auditors, Inc.

If a Governor’s membership in the Institute shall for any reason terminate, his/her board membership position shall automatically become vacant.

The Governors of the Chapter receive no salary, but may be reimbursed for expenses incurred in the performance of their duties subject to approval as may be determined by the Chapter Board of Governors.

DUTIES AND RESPONSIBILITIES

The Members of the Chapter Board of Governors shall:

- Review and become familiar with the requirements of the Milwaukee Chapter Bylaws.
- Approve all expenditures of Chapter funds. Such approval may be given at the Board of Governors meeting following the disbursement.
- Meet at least twice annually, at such times and places as it may elect. As soon as possible after the first Board meeting of the Chapter year, 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 of Governors must be present and voting. Notice of the meetings of the Board of Governors shall be mailed, or e-mailed, by the President, 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. At all meetings of the Board of Governors, the majority vote of the Board Members present and voting will decide all issues except as provided elsewhere in the Milwaukee Chapter Bylaws.
- Take an active role in the Chapter’s activities during their term. Board members shall:
  - Participate as a member of at least one chapter committee.
  - Participate in a majority of Board meetings to offer a considered judgment on matters presented and to recommend actions considered in the best interest of the chapter. Board members unable to attend a meeting should inform the President of their views and suggestions on the material received or on material they wish to have presented. Governors must attend in person or via teleconference at least half of the annual Chapter Board of Governors meetings. Failure to meet this requirement may be interpreted as a lack of
interest in serving the Chapter. The President will contact an individual not meeting this requirement to confirm his/her interest. Based on the President’s report of this discussion and the individual’s interest or ability to serve as a Board member, the Board will take action deemed necessary to replace that individual with another chapter member who is interested in this service opportunity.

♦ May be responsible for providing the logistics for one chapter meeting held with members (i.e. luncheon). Responsibilities would include table check-in at events, getting volunteers to assist with check-in, and other duties as deemed necessary to ensure success of the meeting.

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