ARTICLE I – NAME

This Chapter shall be known as the Institute of Internal Auditors, Inc., Milwaukee Chapter.

ARTICLE II – ADHERENCE TO CORPORATE CHARTER AND CHAPTER COMPACT

The Milwaukee Chapter ("Chapter") is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the Bylaws of The Institute of Internal Auditors, Inc. ("The IIA") and shall do nothing which is inconsistent with their provisions and with the pronouncements and resolutions incorporated in the minutes of the IIA meetings and the meetings of the Board of Directors.

The Chapter shall act in accordance with the fundamental roles and responsibilities outlined in the Chapter Compact – an evergreen foundational operating agreement between the Chapter and The IIA.

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 Rules of Eligibility and Bylaws of The IIA and who are located in the Chapter area, as well as others formerly located in the Chapter’s area who, by written request, elect to remain affiliated with the Chapter.

Section 2. Membership in the Chapter shall terminate on transfer to another Chapter or because of resignation or termination for any of the causes set forth in the Bylaws of The IIA.

ARTICLE IV – BOARD OF GOVERNORS AND THEIR ELECTION

Section 1. Determining 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 Officers of the Chapter: the President, the President-elect, the Vice President of Programs, the Treasurer, and the Secretary

(b) Four (4) three-year Governors; four (4) two-year Governors; and four (4) one-year Governors, with the number of Governors limited to 12. If there are fewer than 12 Governors at any given time, the Board of Governors reserves
the right to appoint additional one-year governors to bring the number of Governor's up to the maximum of 12, if so desired.

(c) The two (2) most recent past Chapter Presidents who are not holding other office positions in the Chapter and who are still Members therein

Section 3. Governors of the Chapter shall be nominated and elected in accordance with Article IX. Governors of the Chapter must be Members of The 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 IIA.

Section 4. Any Governor may be removed for cause by a two-thirds (2/3) vote of the full Board, provided such Governor shall have been granted an opportunity for a hearing before the Board. The Chapter President will facilitate Board of Governor removal, as appropriate.

Section 5. If the office of any Governor shall become vacant because 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. If the Membership in The IIA of any Governor shall for any reason terminate, his/her office as Governor shall automatically become vacant.

Section 7. 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 8. 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, subject to the requirements of Article VIII.

Section 9. The Board of Governors shall review the Treasurer’s Report and the VP of Programming Revenue and Expense Report at each Board of Governors meeting for awareness.

Section 10. The Board of Governors shall meet at least twice annually, at such times and places as it may elect. In order to conduct business at least 8 Board must be in attendance. 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.

Section 11. 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 these Bylaws.

Section 12. 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 shall be President, President-Elect, Vice President of Programs, Secretary and Treasurer. The term of President shall be two (2) Chapter years. The term for President-Elect shall be one (1) Chapter year. The President-Elect shall advance to President for the succeeding Chapter year. The term for the Vice President of Programs, Secretary and Treasurer shall be two (2) Chapter years. No person shall hold more than one (1) office at a time.

Section 2. Officers of the Chapter shall be nominated and elected in accordance with Article IX. Officers of the Chapter must be Members of The IIA and have chosen the Milwaukee Chapter as their local chapter affiliate, as shown on the Membership records of The IIA.

Section 3. Any officer may be removed for cause by a two-thirds (2/3) vote of the full Board of Governors, provided such officer 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 any such removal be voted.

At such special meeting, the office or offices made vacant by such action of the Board shall be filled. Section 4. If any vacancy shall occur in any office due to death, resignation, or otherwise, except as provided in Section 3 of this article, the Board of Governors is empowered to fill such office for the unexpired term of the office so vacated.

Section 4. Officers shall be eligible for reelection, except that the President shall not serve more than one successive term, unless the Board determines that special challenges facing the Chapter make it advisable for the current Chapter President to serve an additional year.

Section 5. If the Membership in The IIA of any officer shall for any reason terminate, his/her office shall automatically become vacant.

Section 6. 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 AND BOARD MEMBERS

Section 1. The Chapter’s President is the executive head of the Chapter and, when present, shall preside over all meetings of the Chapter and of the Board of Governors. The President shall be responsible for the enforcement of the Bylaws of The IIA, Bylaws of the Chapter, and the resolutions and proceedings of The IIA’s Board of Directors and of the Chapter’s Board of Governors. The President shall keep the Board of Directors of The IIA 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 IIA and the Board of Governors of the Chapter, when necessary, concerning the business of the Chapter and its activities.
The President shall remain responsible for monitoring the Chapter Achievement Program (CAP). The President shall also ensure that committees in Article VII are appropriately and adequately staffed. For full details of the President’s duties and responsibilities, reference the “Chapter Officers” guideline documents on the Chapter website.

Section 2. The Chapter’s **President-Elect** shall have the 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’s President, the President-Elect shall perform the duties of the President.

The Chapter’s President-Elect shall automatically advance to Chapter President for the succeeding Chapter year. For full details of the President-Elect’s duties and responsibilities, reference the position description link on the Chapter’s website.

Section 3. The Chapter’s **Vice President of Programs** shall have the duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter’s President. The primary responsibility of the office will be to coordinate the development of the program-offering schedule for the Chapter year. For full details of the Vice President of Programs’ duties and responsibilities, reference the position description link on the Chapter website.

Section 4. The Chapter **Treasurer** shall be the disbursing officer of the Chapter and shall be charged with the custody of the funds of the Chapter and their proper disbursement. All receipts shall be deposited intact and disbursements shall be only by check unless approved by the Board of Governors, except that the Treasurer shall not have the authority to receive monies for application fees and dues without specific authorization from the International Office of The IIA. Checks for withdrawal of funds shall be signed. Authorized signers shall be the Treasurer with the Vice President as backup. The Chapter Treasurer shall make periodic reports as required by the Treasurer of The IIA and any other reports that the Board of Governors may require. 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, documents, and all other property of the Chapter having to do with the financial or other transactions or business of the Chapter that may have come into his/her possession or may have been compiled or created during his/her term of office. These will be forwarded to the next Chapter Treasurer. For full details of the Treasurer’s duties and responsibilities, reference the position description link on the Chapter’s website.

The Board of Governors shall determine the disposition of the records, papers, books, documents, and other property of the Chapter.

The Chapter Treasurer shall prepare the annual budget at the direction of the Officers, Board of Governors, and Committee Chairs. The actual revenue and expenses should be periodically monitored and reported to the Board. The Board of Governors must approve the annual budget prior to the start of the Chapter year per CAP guidelines.
Section 5. The Chapter Secretary shall perform those duties delegated by the Chapter President or prescribed by the Board of Governors. He/she shall retain the official Chapter records and all reports submitted by the Chapter Treasurer and approved by the Board of Governors. He/she shall make reports as required by the Board of Governors or the Secretary of The IIA. The Board of Governors may authorize the bonding of the Chapter Secretary. At the termination of his/her term of office, he/she shall turn over to the Board of Governors all records, papers, books, documents, and all other property of the Chapter that may have come into his/her possession or may have been compiled or created during his/her term of office. These will be forwarded to the next Chapter Secretary. For full details of the Secretary’s duties and responsibilities, reference the “position description link on the Chapter's website.

The Board of Governors shall determine the disposition of the records, papers, books, documents, and other property of the Chapter.

Section 6. 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 Chairperson or Secretary pro tem or both as may be needed shall be appointed by a majority vote of the Members present and voting.

Section 7. The Officers of the Chapter shall receive no salaries. 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 8. The Board Members of the Chapter shall take an active role in the Chapter’s activities during their terms of office. Board Member responsibilities shall consist of the following:

(a) Attend at least 50% of the Board of Governors meetings (in-person or via conference).
(b) Attend at least 2 of 12 planned Chapter Events
(c) Participate on at least one committee
(d) Plan at least one event during the Chapter year, or support others in the planning process (e.g., topic, venue, speaker, etc.)

For full details of the Board of Governors Member duties and responsibilities, reference the Board of Governors Charter posted on the Chapter's website.

Section 9. No more than three (3) Members from a single service provider or company can be on the Board of Governors or hold an Officer position, unless otherwise approved by a unanimous vote of a Board of Governors. Excluded from this limitation are Chapter past presidents (from the two (2) most recent Chapter years), ex-officio, or emeritus Members serving on the Board of Governors. Service provider or company affiliations of current and prospective Board of Governors Members and Officers will be reviewed annually as part of the Chapter Nominations cycle process.
Section 10. The Membership Services Chair and the VP of Programming typically attend the annual IIA Leadership Academy; however, the Board of Governors can approve the attendance of additional Chapter members at a cost to the Chapter, as deemed appropriate.

ARTICLE VII – COMMITTEES

Section 1. There shall be these standing committees appointed by the Board of Governors:

(a) Audit Committee (two-person committee; not an Officer, Board of Governor, or from the same company as the Treasurer)

(b) Nominating Committee, with the following Members:
   - The past President from the immediate prior Chapter year
   - The current President
   - President-Elect
   - Members-at-large
   - Board Member(s)

Section 2. There shall be these standing committees appointed by the Chapter President:

(a) A Finance & Administration Committee with a minimum of all Chapter Officers and any other Board of Governors or Chapter Members appointed by the President to aid the committee in meeting its responsibilities.

(b) A Membership Services Committee with a minimum of three (3) Members, including a chairperson, and any other Members appointed to aid the committee in meeting its responsibilities.

(c) A Professional Development Committee with a minimum of three (3) Members, including a chairperson, and any other Members appointed to aid the committee in meeting its Program and Certifications responsibilities.

For full details of duties and responsibilities of all standing Chapter Committees, reference the Committee Charters posted on the Chapter’s website.

Section 3. There shall be such other committees as may be authorized and directed by the Board of Governors.

Section 5. Any Member of any committee, with the exception of the Audit Committee, may be removed at the discretion of those appointing such Member.

Section 5. The majority of each committee shall constitute a quorum thereof.

Section 6. The Board of Governors may institute any procedures that it deems necessary to appoint committees to carry out the activities of the Chapter.

Section 7. All classes of Members may serve and be Chairperson of all Committees.
Section 8. Committees may be represented and take part in meetings of the Board of Governors, but Committee Chairpersons or Committee representatives, if not also a Member of the Board of Governors, shall not vote or count toward a quorum at such meetings.

ARTICLE VIII – CHAPTER YEAR, ANNUAL MEETING, & MEETINGS OF MEMBERS

Section 1. The Chapter year shall begin on June 1 and end on May 31 of the succeeding year.

Section 2. The Annual Report of Income and Expenses shall relate to the Chapter year and shall be submitted by the Audit Committee appointed for the Chapter year to which the report pertains. The report shall be signed by the reviewer and Treasurer and provided to the Board for review prior to submission to The IIA. The Chapter shall follow any related guidelines as determined by The IIA.

Section 3. The annual Chapter and Board of Governors meeting will be held in April or May, on a date and time determined by the Chapter President. The annual meeting may be held in conjunction with a technical program or separately.

A written notice of the annual meeting shall be mailed or e-mailed to all Chapter Members at least ten (10) days before the meeting.

Section 4. The agenda for the annual meeting may include election of Governors and Officers and any other business that may be properly brought before the meeting. An acceptable alternative to holding the annual election of Governors and Officers will be sending all nominee and election information to all Chapter Members via e-mail, including the use of a survey tool to tabulate the voting results.

Section 5. Meetings of the Chapter shall be held at the call of the Chapter President, the Board of Governors, or upon written petition of at least one-fifth (1/5) of the Members. A written notice of such meetings stating the time and place of the meeting and any special business to be transacted at the meeting shall be mailed, or e-mailed, to all Chapter Members at least ten (10) days before such meetings.

ARTICLE IX – NOMINATION AND ELECTION OF GOVERNORS AND OFFICERS

Section 1. The Board of Governors shall approve nominations for Governors and Officers made by the Nominating Committee before those nominees are submitted to the Chapter Membership for election.

Section 2. In the event that the Membership voting for Officer or Board of Governors nominees results in a tie vote between two of the nominees, the Chapter Nominating Committee is authorized to cast the “tie-breaking” vote to determine who will fill that Officer or Governor position.
ARTICLE X - RULES OF PROCEDURE

Section 1. The rules of procedure of meetings of the Chapter, the Board of Governors, and the Committees shall be in the spirit of Roberts Rules of Order, as far as it is applicable and when consistent with these Bylaws.

Section 2. 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 BYLAWS

The Milwaukee Chapter Bylaws will be reviewed and updated annually. This will include comparing the Bylaws with The IIA’s North American Chapter Manual to provide consistency. Regarding any issues or actions not addressed in the Milwaukee Chapter Bylaws, the Chapter Officers and Board will refer to The IIA’s North American Chapter Manual for guidance.

These Bylaws may be amended or repealed by a two-thirds (2/3) vote of the Board of Governors at any regular or special meetings of the Board or via electronic/online voting. These Bylaws may be amended or repealed at any regular or special meeting of the Chapter or via electronic/online voting tool and must be approved by a two-thirds (2/3) vote of Members present and/or voting, provided that written notice of the proposed change of the meeting has been mailed or e-mailed at least ten (10) days prior to the date of said meeting or closure of the survey if using an electronic/online voting tool.