Article I. Name
This Chapter of The Institute of Internal Auditors, Incorporated ("Institute") shall be known as the Northern Nevada Chapter of The Institute of Internal Auditors ("Chapter").

Article II. Purpose
The purpose of the Chapter is to provide professional development activities supporting the Standards for the Professional practice of Internal Auditing, and to research, disseminate, and promote knowledge and information concerning internal auditing. The primary focus of the Chapter is to serve its members and promote the internal audit profession.

Article III. Adherence to Corporate Charter
The Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the Bylaws of the Institute and shall do nothing which is inconsistent with the provisions, pronouncements and resolutions of the Institute.

Article IV. Chapter Membership
Section 1
The Chapter membership shall consist of those individuals duly admitted to any of the classes of membership as defined in the Bylaws of the Institute.

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 Institute.

Article V. Board of Governors and Their Election
Section 1
There shall be a Board of Governors consisting of the following individuals:

a. The officers of the Chapter as specified in Article VI, Section 1 of these Bylaws.
b. Four individuals elected at large from the membership to serve for a period of four years each. Their terms of office shall be staggered such that two individuals shall be elected every two years.
c. Those persons described in subsection b above shall be known as governors. The entire Board of Governors, consisting of officers and governors, may be referred to as the "Board."

Section 2
The Board shall be responsible for determining, writing, and publishing the Chapter Policies.

Section 3
The election of the governors shall occur at the same time and utilize the same procedures as those of the Chapter officers, in accordance with Article VI, Section 4 of these Bylaws.

Section 4
A governor may be removed from office by one of the following methods:
a. A two-thirds (2/3) vote of the Board, provided that such governor was granted an opportunity for a hearing before the Board. Following removal, the Board shall call a special meeting of the Chapter to be held within thirty (30) days from the date of having taken such action. At this special meeting, the Board shall make a complete report of the removal along with the reasons. Notice of this special meeting and its purpose shall be communicated to all Chapter members, at least ten days prior to the meeting date. During the special meeting, the vacant office(s) shall be filled by nominations from the Chapter membership and a majority vote of members present. A governor removed by the Board may be reelected by the members, and if re-elected, may not again be removed by the Board for the same offense.

b. A two-thirds (2/3) vote of the members present at any duly-held meeting provided notice of such proposed action was incorporated in the notice for this meeting. Such notice shall be communicated to all Chapter members.

Section 5
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. If a governor's Institute membership terminates for any reason, the office shall automatically become vacant.

Section 6
If the office of governor becomes vacant by reason of death, resignation, or otherwise, except as provided in Section 4 of this Article, the Board is empowered to fill this office, by appointment, for the unexpired term.

Section 7
The Board shall receive no salaries or fees for their services. Board members may be reimbursed for expenses incurred in the performance of their duties upon prior approval by the Board.

Article VI. Officers and Their Election
Section 1
The elective officers shall be the President, Vice-President of Membership, Vice-President of Programs, Secretary, and Treasurer. No person shall hold more than one office at a time.

Section 2
An elective officer shall be eligible for election to the same office for a maximum of two successive full terms, at the discretion of the Board. The application of these limits shall not include partial terms served because of appointment or special election.

Section 3
Nominations for officers shall be made by the Nominating Committee and presented to the Board of Governors prior to the election; and in addition, nominations may be made from the floor.

Section 4
d. Officers shall be elected by a majority vote of members present at the March/April meeting, or by an electronic voting methodology determined by the Board of Governors. Their terms of office shall be staggered such that the President, Vice-President of Membership, and the Secretary shall be elected every odd year and the Vice-President of Programs and the Treasurer shall be elected every even year.
 Officers shall hold office until the election of successors, unless the term of office shall terminate or be terminated as provided in the Bylaws of The Institute, or as provided elsewhere in these Bylaws of the Northern Nevada Chapter.

Section 5
Officers elected shall assume their duties as of June 1 of the Chapter year and shall hold office until May 31st of their two-year term unless the term of office terminates or is terminated as provided in either the Bylaws of the Institute or the Bylaws of this Chapter.

Section 6
Officers may be removed from their positions similar to governors, in accordance with Article V, Section 4 of these Bylaws.

Section 7
Officer resignations shall be handled similar to that of a governor, in accordance with Article V, Section 5 of these Bylaws.

Section 8
Vacancies in officer positions shall be filled similar to that of a governor, in accordance with Article V, Section 6 of these Bylaws.

Section 9
Officers shall receive no salaries or fees for their services. Officers may be reimbursed for expenses incurred in the performance of their duties upon prior approval by the Board.

Article VII. Duties of Officers
Section 1
The Chapter President is the executive head of the Chapter, and when present, shall preside at all meetings of the Chapter and the Board. The President is responsible for the enforcement of the Bylaws of the Institute, the Bylaws of the Chapter, and resolutions and proceedings of the Board. The President shall keep the Institute and the Board fully informed of Chapter affairs.

Section 2
The Vice-President of Membership shall serve as the chairperson of the Membership Committee. The Vice-President of Membership shall be responsible for coordinating activities to promote the interest of Chapter members and maintaining the official membership records of the Chapter. In the absence or disability of the President, the Vice-President of Membership shall perform the President’s duties.

Section 3
The Vice-President of Programs shall serve as chairperson of the Programs Committee. The Vice-President of Programs shall be responsible for coordinating Chapter-sponsored programs, including continuing professional development (CPD) presentations. In the absence or disability of the President and the Vice-President of Membership, the Vice-President of Programs shall perform the President’s duties.

Section 4
The Secretary shall keep minutes of all meetings of the Board and the Chapter. The Secretary shall make reports as required by the Institute or the Board and perform other duties normally required to keep the Institute, the Board, and the membership informed of Chapter affairs.
Section 5
The Treasurer shall be responsible for all financial records of the Chapter and the custody of Chapter funds and financial instruments. The Treasurer shall make periodic reports as required by the Institute and the Board. The Treasurer shall be responsible for proper disbursement of funds under the Chapter Policies prescribed by the Board. The Board may authorize bonding of the Treasurer.

Section 6
At the conclusion of their terms of office, the officers shall turn over to the Board all records, papers, books, documents, and other Chapter property, including all items compiled or created during their terms.

Article VIII. Meetings
Section 1
The Board shall meet at least twice annually, at such times and places as it may elect. Notice of the meetings of the Board shall be communicated by the Secretary as the Board may direct, but no failure or defect of notice shall invalidate the meeting or any business transacted or action thereat.

Section 2
At all meetings of the Board, the majority vote of Board Members present and voting will decide all matters except as provided elsewhere in these By-laws. Matters requiring Board approval prior to the next scheduled meeting may be voted upon utilizing electronic mail.

Section 3
General membership meetings (also referred to as Chapter meetings) shall be held at such times and places as determined by the Board.

Section 4
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 IX. Rules of Procedure
Section 1
The rules of procedure at meetings of the Chapter, the Board of Governors, and all committees shall be according to Robert’s Rules of Order (Revised) so far as is applicable and when consistent with these Bylaws.

Section 2
The Rules of Procedures may be suspended by a two-thirds vote of those present and voting at any meeting.

Article X. Committees
Section 1
There shall be the following standing committees appointed by the Board:
   a. The Audit Committee shall consist of one Chapter member who is neither a current or previous year's Board member. The Audit Committee shall audit all financial records of the Chapter for the previous year’s operations and shall provide an audited report of income and expenses to the Board no later than July 31 of each year for submission to the Institute.
   b. The Nominating Committee shall consist of one Board member and two Chapter members who are not Board members. The Nominating Committee shall prepare a list of nominees for
election as officers and conduct the Chapter election in accordance with Article VI, Section 4 of these Bylaws.

c. The Programs Committee shall consist of the Vice-President of Programs, as the chairperson, and at least two other Chapter members. The Programs Committee shall prepare and coordinate the programs for the Chapter meetings.

d. The Membership Committee shall consist of the Vice-President of Membership, as the chairperson, and at least one other Chapter member. The Membership Committee shall answer membership inquiries, encourage membership renewals, and recruit new members. In servicing current and prospective Chapter members, the Membership Committee shall publish and distribute a periodic newsletter to all Chapter members and other individuals requesting such to inform them of Chapter and Board meetings, professional development.

e. The Certification Committee shall consist of at least one Chapter member. The Certification Committee shall coordinate and monitor the examination and any review courses for any Institute-sponsored professional certification according to the regulations of the Institute.

f. The Academic Relations Committee shall consist of at least one Chapter member, with preference given to a Chapter member affiliated with the University of Nevada to be the chairperson. The Academic Relations Committee shall develop and support relationships among practitioners, educators, and students to enhance the understanding and use of internal auditing.

Section 2
Both the Board and the Chapter President are authorized to appoint additional committees as deemed necessary.

Section 3
Upon appointment, each committee chairperson shall review the applicable portion(s) of the Institute-issued Chapter Manual for additional guidance on committee operations and responsibilities.

Section 4
Regardless of how the committee appointment is made, the President may appoint any Board member to advise and monitor the on-going progress of any committee.

Article XI. Dissolution
Should the Chapter revert to an inactive status or dissolve, notice shall be given and the unexpended Chapter funds shall be returned to the Institute.

ARTICLE XII. Amendments to the Bylaws
These Bylaws may be amended or repealed at any regular or special meeting of the Chapter by a two-thirds (2/3) vote of all members present and voting, provided that a notice of the proposed change and of the meeting has been communicated to all Chapter members at least ten days prior to the date of such meeting.