CHAPTER BYLAWS

ARTICLE I – NAME
This Chapter shall be known as The Institute of Internal Auditors, Inc. Sacramento Chapter.

ARTICLE II – ADHERENCE TO CORPORATE CHARTER
The Sacramento 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. and shall do nothing which is inconsistent with their provisions and 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 membership shall consist of both men and women duly admitted to any of the classes of membership, as defined in the bylaws of the Institute of Internal Auditors, Inc.

Section 2
Membership in the Chapter shall cease and 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 of Internal Auditors, Inc.

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 Vice-President, Programs; the Vice-President, Seminars; the Treasurer, and the Secretary.

(b) One three year Governor for each ten (10) members or fraction thereof (not including Students) limited to a total of not more than twelve (12) Governors, to be elected for a period of three years, one-third of such Governors elected in the first year shall be elected to serve for one year, and one-third shall be elected to serve for two years. If the number of elected Governors is not evenly divisible by three, the excess over an even division shall be, where applicable, one (1) elected for a one-year term and one (1) elected for a two-year term. If membership is such as to limit the number of elected Governors to less than three, then elections shall be for the following terms: one Governor for a period of one year; second Governor for a period of two years. Governors elected at the first meeting after the authorization of the Chapter may, at the discretion of the Board of Governors, hold office for a period of one (1) full year beyond the unexpired part of the first year in which they were elected.

(c) The two most recent past Presidents, not holding another office in the Chapter and who are still members of the Chapter.

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

Section 4
Governors of the Chapter shall be elected at the March meeting of each year, or by an electronic voting methodology determined by the Board of Governors. Governors will be installed in office at the May meeting, and 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 of Internal Auditors, Inc., or as provided elsewhere in these bylaws of the Sacramento Chapter.

Section 5
Governors shall be elected by majority vote of members present and voting at a meeting at which such an election is held, or by electronic vote as provided in Section 4 of this Article IV.

Section 6
Any Governor may be removed by a two-thirds vote of the Board, provided such Governor was 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 of having taken such action. At this special meeting the Board shall make a full and complete report of the action taken in removing the Governor or Governors along with the reasons. At the meeting, the office(s) made vacant shall be filled. A governor removed by the Board may be re-elected by the Members and, if 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 was incorporated in the notice for the meeting. Such notice shall be mailed (electronic or traditional form) to the members by the 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 this office for the unexpired term.

Section 8
If a governor's IIA membership terminates for any reason, the office shall automatically become vacant.

Section 9
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 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. 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 during the year. At this meeting, at least half of the Board Members must be present to vote. Notice of the meetings of the Board of Governors shall be mailed (electronic or traditional form) by the Secretary or as the Board may otherwise direct, but no failure or defect of notice shall invalidate the meeting or any business transacted or any action taken at that meeting.

Section 12
At all meetings of the Board of Governors, the majority vote of Governors present to vote will decide all issues except as provided elsewhere in these Bylaws.

Section 13
The Governors of the Chapter shall receive no salaries or fees for their services related to chapter leadership responsibilities. Governors may be reimbursed for expenses incurred in the performance of their duties subject to approval by the Board.

ARTICLE V – OFFICERS AND THEIR ELECTION
Section 1
The Elective Officers shall be a President, Vice-President, Programs; Vice-President, Seminars; Secretary, and a Treasurer. No person shall hold more than one office at a time.

Section 2
Nominations shall be made by the Nominating Committee and presented to the Board of Governors prior to the election. In addition, nominations may be made from the floor.

Section 3
Officers of the Chapter shall be elected each March and shall assume their duties as of June 1 each year. They shall hold office until the election of successors unless the term of office terminates or is terminated as provided in the Bylaws of The Institute of Internal Auditors, Inc., or as provided in the Bylaws of the Sacramento Chapter.

Section 4
Officers shall be elected by a majority vote of members present at the March meeting, or by an electronic voting methodology determined by the Board of Governors.

Section 5
All officers may be eligible for re-election for successive terms.

Section 6
Officers may be elected by majority vote of members present and voting at a meeting an election is held, or by electronic vote as provided in Section 4 of this Article V.

Section 7
Any Officer may be removed for cause by a two-thirds vote of the Board of Governors, provided this Officer was granted an opportunity for a hearing before the Board. The Board shall call a special meeting of the Chapter to be held thirty (30) days from the date when any such removal is voted. At this special meeting, the office(s) made vacant shall be filled. The Officer removed by the Board may be re-elected by the Members. If re-elected, the Officer may not be removed by the Governors for the same offense. An Officer may be removed by a two-thirds (2/3) vote of the Members present at any duly held meeting of the Chapter, provided a notice of such proposed action was incorporated in the notice for the meeting. The Secretary, upon written petition of one-fifth (1/5) of the Members, shall mail (electronic or traditional form) such notice to the Members.

Section 8
If vacancy occurs in any office by reason of death, resignation, or otherwise, except as provided in Section 7 of this article, the Board of Governors is empowered to fill such office for the unexpired term.

Section 9
If an officer’s membership in The Institute of Internal Auditors, Inc. for any reason, terminates, the office shall automatically become vacant.

Section 10
An officer’s resignation shall be tendered to the Board of Governors and may be acted on at any regular or special Board meeting.

ARTICLE VI – DUTIES OF OFFICERS

Section 1
The President is 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 the enforcement of the bylaws of the Institute of Internal Auditors, Inc. and these bylaws of the Chapter and the resolutions and proceedings of the Board of Governors. The President shall keep the Institute of Internal Auditors, Inc., District Representative and the Board of Governors of the Chapter fully informed of the affairs of the Chapter and shall consult the Institute of Internal Auditors, Inc., District Representative and the Board of Governors of the Chapter, when necessary, concerning the business of the Chapter and its activities.

Section 2
The Vice-Presidents shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the President. In the absence or disability of the President, the Vice-President, Programs shall perform duties of the President.
Section 3
The Treasurer shall be charged with the custody of the funds of the Chapter and oversight of proper disbursement, under any rules prescribed by the Board of Governors. The Treasurer shall make periodic reports as required by the Institute of Internal Auditors, Inc. and any other reports, which the Board of Governors may require. Any payments received by the Treasurer or Membership Committee for application fees, dues or other funds owed to Institute of Internal Auditors, Inc. will be transmitted to the Institute of Internal Auditors, Inc.. The Board of Governors of the Chapter may authorize the bonding of the Treasurer. At the termination of the Treasurer’s term of office, the Treasurer 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 might have come into the Treasurer’s possession or might have been compiled or created during the Treasurer’s term of office.

Section 4
The Secretary shall perform those duties delegated by the President or prescribed by the Board of Governors. The books of account shall be kept under the Secretary’s jurisdiction. The Secretary shall make reports as required by the Board of Governors or as required by The Institute of Internal Auditors, Inc. The Secretary shall notify each Member of the Chapter of all meetings and shall do any and all other things normally required by a Secretary to keep the Institute of Internal Auditors, Inc. and the Board of Governors and the Officers and Members informed of the affairs of the Chapter. The Board of Governors may authorize the bonding of the Secretary. At the termination of the 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 might have come into the Secretary’s possession or might have been compiled or created during the Secretary’s term of office.

Section 5
If the President is absent from any meeting of the Chapter or of the Board of Governors, and no one authorized to perform the President’s duties is present, or if the Secretary is absent, a Chairman or Secretary pro-tem or both as may be needed shall be appointed by a majority vote of the Members present.

Section 6
The officers of the Chapter shall receive no salaries for their services related to their chapter leadership responsibilities, except the Secretary where the Board of Governors so directs. 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) A Nominating Committee consisting of the president and at least three Members. Other than the president, this committee shall not contain a majority of members who are also represented on the Board of Governors. The Board of Governors shall appoint this committee.

(b) An Audit Committee of one member, not an officer or governor.

ARTICLE VIII – ANNUAL MEMBER MEETING
Section 1
The annual meeting of the Chapter shall be the May meeting unless changed in accordance with Article IV, Section 10.

Section 2
The Chapter Year is the fiscal year beginning June 1. The officers installed at each annual meeting shall assume office on June 1 following their installation with terms ending the following May 31st.

ARTICLE IX – CHAPTER MEETINGS
Section 1
There shall be at least eight member meetings each year except the Board of Governors may authorize individual cancellations or postponements when circumstances dictate. Social activities, if open to all members, may be considered as Chapter meetings.

Section 2
At all meetings, a majority vote of members present and voting will decide all issues except as provided elsewhere in these Bylaws such as an electronic voting methodology determined by the Board of Governors.

ARTICLE X – AMENDMENTS TO BY-LAWS
These By-Laws may be amended at any regular or special meeting of the Chapter by two-thirds vote of members present and voting, provided the written notice of the proposed change and of the meeting has been mailed (electronic or traditional form) at least ten days previous to the date of said meeting.

ARTICLE XI – DISSOLUTION
The chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, 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, Inc.