The Institute of Internal Auditors

Salem Oregon Chapter

Bylaws

Initial Adoption: April 20, 2000
Last Revision: March 22, 2019

Approved by: Unanimous vote of the Board and majority vote of the Members on April 17, 2019.

Signed:

Michael Williams
Michael Williams, Salem Chapter President - April 17, 2019
MISSION

The mission of The Institute of Internal Auditors is to provide dynamic leadership for the global profession of internal auditing. This chapter exists to help fulfill this mission.

ARTICLE I – NAME & LOCATION

Section 1. This Chapter shall be known as The Salem Oregon Chapter (the “Chapter”) of the Institute of Internal Auditors (“IIA”), incorporated in the state of Oregon. The IIA 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. 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 Chapter is empowered to perform any and all acts which are defined in the Articles of Incorporation and the By-laws of 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’s meetings, and the meetings of the IIA Board of Directors. Power to disapprove, annul, or cancel any actions of the Chapter which are inconsistent with such expressed purposes is reserved to the IIA Board of Directors.

ARTICLE III - CHAPTER MEMBERSHIP

Section 1: The Chapter membership, hereinafter referred to as "Members", shall consist of those duly admitted to any of the classes of IIA membership, as defined in the Articles of Incorporation (Article IV Section I).

Section 2: Membership in the Chapter shall cease and terminate on notice of application to transfer to another Chapter, resignation, unpaid annual membership dues, or for any of the causes set forth in the By-laws of the IIA.
ARTICLE IV - BOARD OF GOVERNORS

Section 1: The powers of the Chapter shall be exercised by the Chapter Board of Governors (“the Board”). The Board shall transact all of the Chapter's business, and shall do nothing which is inconsistent with the provisions defined in the Articles of Incorporation, and with the pronouncements and resolutions incorporated in the Minutes of the meetings of the Board.

Section 2: The Board shall consist of nine voting Officers which shall include the President, Vice President, Treasurer, Secretary, Membership Chair, IT Chair, Communications Chair, Certifications Chair and Academic Relations Chair. The Board shall also include non-voting members such as the Website Administrator and Immediate Past President. Members of the Board shall be known as “Board Members”. In the event of a tie vote, the immediate Past President shall be granted temporary voting rights to break a tie. These By-laws shall provide for the time, manner of selection, qualifications, and terms of office for Board Members. Board Members will be held as provided in these By-laws. A quorum of at least four voting Board Members must be present to consider and vote on a motion placed before the Board for approval.

Section 3: The Board will meet, as needed, throughout the year, but at least on a quarterly basis. The President is responsible for scheduling the meetings of the Board but the Vice President can convene a meeting in lieu of the President.

Section 4: Funds raised by the chapter through seminars, programs, National IIA Headquarter allotments, and other events are at the discretion of the Board and will be used in accordance with the mission and goals of the IIA.

ARTICLE V- OFFICERS AND THEIR ELECTION

Section 1: The elective officers shall be a President, Vice President, Secretary, Treasurer, Membership Chair, Academic Relations Chair, Certification Chair, Communications Chair and the Information Technology (IT) Chair. No person shall hold more than one office at a time. If a position is vacant, the position duties may be assumed by the Past President, the Past-Past President, or other designated Board Officer until the position can be filled.

Section 2: Nominations shall be made by the Board, a Board Member, or from the floor of a Board meeting. The Board shall determine if creation of a Nominating Committee is necessary for the election process; if it is deemed necessary all duties of nominations and elections will fall to the Nominating Committee. Members are allowed to write-in candidates on the election ballot.

Section 3: Board Members shall be elected annually by a majority of a show of hands, written ballot of members present, or other voting method approved by the Board. The
Board will determine how to resolve any situation in which a single candidate does not receive a majority of the votes for a particular position. Board Members 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 these Articles.

Section 4: An officer may be removed for cause by a two-thirds (not less than 6) votes of the Board as appropriate, 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 within thirty (30) days from the date when any such removal was voted. At this special meeting, the office(s) made vacant shall be filled. The officer removed from office may be re-elected by the members. If re-elected, the officer may not be removed by the Board for the same offense. An officer may be removed by a two-thirds 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. This written notice shall be distributed to the members (mail, electronic mail, or fax) by the Secretary upon written petition of one-fifth of the members.

Section 5: If a vacancy occurs in any office by reason of death, resignation, or otherwise, except as provided in Section 4 of this Article, the President is empowered to fill such office for the unexpired term subject to approval at the next Board meeting.

Section 6: All Officers are eligible for re-election for successive terms. The President may be re-elected to serve a maximum of two successive terms.

Section 7: All Officers must be members of the IIA. If an Officer’s membership in the IIA is terminated for any reason, the office shall automatically become vacant.

Section 8: An Officer’s resignation shall be tendered to the President or Board and may be acted on at any regular or special Board meeting.

**ARTICLE VI - 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. The President shall be responsible for the enforcement of these Articles, and the IIA Bylaws, including any resolutions and proceedings of these bodies. The President shall keep the Board fully informed of the affairs of the Chapter and shall consult with the Board, whenever necessary, concerning the business of the Chapter and its activities. The President shall be responsible for facilitating and coordinating all activities related to chapter reporting to the National Headquarters of the IIA. The President shall facilitate and coordinate all program activities related to monthly chapter meetings and events. The President shall serve as Chair of the Nominating Committee if one is created.

Section 2: The Chapter Vice President shall have such duties and powers as may be prescribed by the Board or as delegated by the President. In the absence or disability of the President, the Vice President shall perform the duties of the President. The Vice
President shall serve as chair of the Seminar Committee, and shall facilitate and coordinate training seminar activities for the chapter.

Section 3: The Chapter Secretary shall have such duties and powers as may be prescribed by the Board or as delegated by the President. The Secretary shall make periodic reports as required by the IIA or the Board. The Secretary shall do any and all other tasks normally required by a Secretary to keep the members and the Board informed of the affairs of the Chapter. The Secretary shall record minutes of each Board meeting and retain them and other chapter records accordingly.

Section 4: The Chapter Treasurer shall be charged with maintaining the custody of the funds of the Chapter and making proper disbursement of the funds under the rules prescribed by the Board. The Treasurer shall maintain the official chapter address. The Treasurer shall make periodic reports as required by the IIA or the Board. The Treasurer shall maintain the official Chapter financial accounts for the benefit of the Chapter. The Treasurer shall be the disbursing officer of the Chapter and shall keep and maintain the books of account for the Chapter. At the termination of the Treasurer’s term of office, the Treasurer shall turn over to the replacement officer, or the Board, all funds, records, papers, books, forms, files, documents, and all 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. The Treasurer shall perform those duties delegated by the Chapter President or prescribed by the Board. The Board may authorize the bonding of the Treasurer. The Treasurer is required to make available books and records to an outside party as appropriate and necessary for purposes of accomplishing the Report of Revenue and Expenses, in accordance with IIA requirements. The chapter’s fiscal year is consistent with terms of office and is June 1 to May 31.

Section 5: The Chapter Membership Chair shall perform those duties delegated by the Chapter President or prescribed by the Chapter Board. The Membership Chair shall be charged with maintaining and following an annual Chapter Membership Plan. The Membership Chair will coordinate the renewal process for any group membership administered by the Chapter.

Section 6: The Chapter Academic Relations Chair shall perform those duties delegated by the Chapter President or prescribed by the Chapter Board. The Academic Relations Chair shall be charged with facilitating chapter involvement in academic events. The Academic Relations Chair will be responsible for organizing at least one event, luncheon, school visit or training specifically related to building student awareness in the IIA and internal audit careers during the chapter year.

Section 7: The IT Chair shall perform those duties delegated by the Chapter President or prescribed by the Board. The IT Chair shall be charged with facilitating chapter involvement in IT events. The IT Chair will be responsible for organizing at least one event, luncheon, or training specific to an information technology audit topic during the chapter year.
Section 8: The Certification Chair shall perform those duties delegated by the Chapter President or prescribed by the Board. The Certification Chair shall be charged with generating awareness of IIA Global Certifications. Ideally, the Certification Chair will hold at least one IIA Certification.

Section 9: The Chapter Communications Chair shall perform those duties delegated by the Chapter President or prescribed by the Board. The Communications Chair shall be charged with communicating to chapter member announcements, a monthly newsletter, and other items of interest to the membership.

Section 10: The Past President is a non-voting member of the board, except in the event of a tie vote of the board, the Past President shall be granted temporary voting rights to break a tie. The Past President will also be responsible for tracking and reporting CAP points.

Section 11: If the President is absent from any meeting of the Chapter and no one authorized to perform the duties is present or if the Treasurer is absent, a "Chair pro-tem" or "Treasurer pro-tem" or both, as may be needed, shall be appointed by a majority vote of members present.

Section 12: The officers of the Chapter shall receive no salaries for their services. Officers may be reimbursed for expenses incurred in the performance of their duties subject to such approval as may be determined by the Board. The President and Vice-President are allowed discretionary spending up to $500 in chapter funds for chapter training events (i.e. seminars and programs) without Board approval. Officers are allowed discretionary spending for administrative purposes (i.e. postage, stationary, etc.) up to $100 without prior Board approval. All other expenses (i.e. travel, donations, etc.) must be approved in advance by a Board vote. All expenditures must be reasonable and directly support the Chapter mission and goals.

Section 13: All expenses submitted for reimbursement must have documented approval of the President (or other designated officer) prior to submittal, and should be turned in to the Treasurer with supporting documentation within 30 days of the transaction.

**ARTICLE VII - COMMITTEES**

Section 1: There may be ad-hoc committees as determined by the Board and appointed by the Chapter President. The ad-hoc committees shall have at least one member. An Ad-Hoc committee functions as long as needed to accomplish the purpose for which it was appointed. Committee Chairs are encouraged to attend and participate in Board meetings as non-voting members.
Section 2: The Chief Audit Executives of the State of Oregon have established a Council and appoint a Chair and Vice-Chair to serve for one year. The Chair of this Council may attend and participate in Salem Chapter IIA meetings as a non-voting Board member.

ARTICLE VIII - ANNUAL MEETING - MEETING OF MEMBERS

Section 1: The annual business meeting of the Chapter shall be held at a time, place, and manner designated by the Board. Members shall be notified at least ten days prior to the annual business meeting.

Section 2: The Chapter Year ends on the last day of May.

Section 3: At all Chapter meetings, a majority vote of members present and voting will decide all issues except as provided elsewhere in By-laws.

ARTICLE IX - RULES OF PROCEDURE

Section 1: The rules of procedure at Chapter, its Board, and Committee meetings shall be governed by Robert's Rules of Order at the discretion of the members present and voting at any meeting and when not inconsistent with these By-laws.

Section 2: The rules of procedure may be suspended by a two-thirds vote of the members present and voting at any meeting.

ARTICLE X - AMENDMENTS TO BY-LAWS

These By-laws may be amended or repealed by a two-thirds vote of members present and voting at any regular Chapter meeting, special Chapter meeting, or other voting procedure approved by the Board. Members must be notified of proposed changes and voting procedures at least ten days prior to the vote.

ARTICLE XI – CONFLICT OF INTEREST

Board Members 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 shall identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, Board Members shall not:

a. Place (and avoid 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.
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 XII – INDEMNIFICATION**

Nothing herein shall constitute members of The IIA 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 IIA. 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.