



## **CHAPTER BYLAWS**

### **THE INSTITUTE OF INTERNAL AUDITORS**

#### **ARTICLE I – NAME AND LOCATION**

- Section 1. This Chapter of The Institute of Internal Auditors (IIA) shall be known as “The IIA Salt Lake City Chapter”, incorporated in the state of Utah. The Institute of Internal Auditors 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. These include but are not limited to: The Compact, North American Chapter Manual, and Chapter Treasurer’s Manual. 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 IIA Salt Lake City Chapter is empowered to perform any and all acts which are defined in the North American Chapter Compact and Bylaws of The Institute of Internal Auditors and shall do nothing which is inconsistent with the provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute of Internal Auditors meetings and those of the Board of Directors.

#### **ARTICLE III - BOARD OF GOVERNORS**

- Section 1. The governing body of this chapter shall be the Board of Governors of The IIA Salt Lake City Chapter. The Board is responsible for reviewing and approving the Chapter’s budget and strategic plan. Approval of any unbudgeted expenditures exceeding 2.5% of the total expense budget must also be approved by the Board. The Board in its entirety oversees the financial integrity and monitors performance against achievement of strategy and long-term vision. The Board may establish such policies as it deems appropriate to the conduct of its affairs/or the affairs of their operation. Such policies shall be recorded in the Chapter Board Policy Manual. Such policies shall not conflict with these Bylaws.
- Section 2. The Board of Governors shall be constituted as follows:

- a. **The Officers of the Chapter:** The Officers of the Chapter at a minimum shall be a President, President Elect, VP of Finance, VP of Communication, VP of Member Support, and VP of Events, as well as any additional officers deemed necessary by the Chapter Board of Governors. With the exception of the Immediate Past President Elect (incoming President), officers shall be elected by the members affiliated with the chapter and as prescribed by The *Bylaws* of The Institute of Internal Auditors and shall serve until their successors have been duly elected and have assumed office. Each elected officer shall take office on June 1 and serve for a term of one year or until a successor is duly elected and installed.
- b. **Governors of the Chapter:** Up to four Governors shall be elected and shall hold office for a period of three years. Each Governor will be required to have an active role by overseeing a committee on the board.
- c. **Past Presidents:** The three most recent Past Chapter Presidents who are not holding other officer positions in the Chapter and who are still members therein.

Section 3. Any member in good standing of The IIA whose affiliation is with this Chapter is eligible for nomination and election to any office. It is preferred the member has served as an active volunteer on a committee for a minimum of one year.

Section 4. Nominations will be made in accordance with these Bylaws and shall be made by the Nominating Committee. The Nominating Committee shall consist of the Nominations Chair Board Member, immediate Past President, President, President Elect, and a minimum of one additional member not serving in an officer or board position. Elections shall be conducted and a slate of officers submitted to The Institute of Internal Auditors Global Headquarters by May 1 annually.

Section 5. Nominations shall be made by the Nominating Committee.

Section 6. The Board of Governors shall meet face to face a minimum of once annually at a time and place determined by the Board to accept suggestions for officer nominations. This meeting will be open for attendance by any IIA member in good standing whose primary affiliation is with this Chapter, and may be combined with a scheduled chapter event.

Section 7. Any act of the majority of the Board members present or participating at a meeting via teleconferencing, video conferencing or other means which Board members are audible at a meeting where a quorum is present shall be a valid act of the board. For the purposes of conducting a board meeting, a majority of currently serving Board members shall constitute a quorum.

Section 8. Special meetings (votes or resolutions) of the Board may be called by or at the request of the President or any two members of the Board via mail or electronic mail. A majority vote may occur through electronic mail.

Section 9. Notice of meetings of the Board of Governors shall be mailed or sent electronically by the President or designee, or as the Board may otherwise direct ten (10) days prior to each regular meeting or two (2) days prior to each special meeting. Voting members are expected to attend a minimum of 65% of board meetings.

Section 10. Voting rights of the Board of Governors shall not be delegated to another.

## ARTICLE IV – OFFICERS AND THEIR ELECTION

- Section 1. Each elected Chapter President shall take office June 1 and may serve for a (1) year term with the potential to serve an additional (1) year term as deemed appropriate by the membership or until a successor is duly elected and installed. Chapter Presidents should be Certified Internal Auditors.
- Section 2. Each elected Chapter Officer other than the Chapter President shall take office on June 1 and serve for a term of one (1) year.
- Section 3. Nominations shall be made by the Nominating Committee. Suggestions for nominations may be made to the Nominating Committee by any member of the chapter. The Nominating Committee shall provide a list of recommended candidates to the Board for approval by a majority vote of a quorum of the Board during the first calendar quarter to be presented to members. A ballot shall be prepared and include space for write-in votes for each position to be voted on by the members during the month of March. The Chapter year is the fiscal year beginning June 1. The Officers elected will be included on the official Slate of Officers provided to The IIA on May 1 annually and take office on June 1 following their election with terms ending the following May 31.
- Section 4. No person shall hold more than one office at a time.
- Section 5. Officers shall be elected by a majority vote of members electronically, virtually, or present at an in-person meeting called for this purpose. A majority vote of members present and voting, in person or electronically, shall govern. In the event of an electronic vote, a voting window must be established not to exceed two (2) weeks.
- Section 6. Chapter Officers shall be elected for a term of one (1) year. Officers can be nominated and elected for subsequent terms, if no other qualified candidates are willing and able to accept nomination to that position.
- Section 7. An Officer may be removed by a two-thirds vote of the members of the Board provided such Officer was granted an opportunity for a hearing before the Board.
- Section 8. If the position of any Officer shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 4 of this article. The Board of Governors is empowered to fill this office for the unexpired term by a majority vote of a quorum of the Board. However, a vacancy in the office of the President shall be filled for the balance of the term by the President-Elect or the Immediate Past President, which is determined by the majority vote of the Board of Governors. In the event the President-Elect or the Immediate Past President is unable to serve in this capacity, the remainder of the term may be filled by a qualified candidate determined by the majority vote of the Board of Governors.
- Section 9. If an officer's IIA membership terminates for any reason, the office shall automatically become vacant.
- Section 10. The resignation of any Officer shall be tendered to the Board and may be acted on at any regular or special meeting of the Board.

## **ARTICLE V - GOVERNORS AND THEIR ELECTION**

- Section 1. Each elected Governor shall take office June 1 and shall serve for a term of three (3) years. The Governors elected take office on June 1 following their election with terms ending on May 31.
- Section 2. Nominations shall be made by the Nominating Committee
- Section 3. Governors shall be elected by a majority vote of members electronically, virtually or present at a meeting called for this purpose. A majority vote of members present and voting, in person or electronically, shall govern. In the event of an electronic vote, a voting window must be established not to exceed two (2) weeks. Proxy voting is not permitted.
- Section 4. A Governor may be removed by a two-thirds vote of the members of the Board provided such Governor was granted an opportunity for a hearing before the Board.
- Section 5. If the office of any Governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 2 of this article, the Board of Governors is empowered to fill this office for the unexpired term by a majority vote of a quorum of the Board.
- Section 6. If a Governor's IIA membership terminates for any reason, the office shall automatically become vacant.
- Section 7. 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 8. The Board of Governors shall have the power to establish the time and place for each annual and special meeting of the Chapter.

## **ARTICLE VI – CONFLICT OF INTEREST**

- Section 1. Officers and Governors 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 or Governors shall identify the conflict and, as required, remove themselves from all discussion and voting on the matter. Specifically, members of the Board of Governors and Chapter Officers shall not:
- a. Place (and 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 of Governors.
  - 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 VII - DUTIES OF OFFICERS**

Section 1. The Chapter's 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:

- Enforcement of the Bylaws of The Institute of Internal Auditors and the Bylaws of The IIA's Salt Lake City Chapter and the resolutions and proceedings.
- Keeping the Board of Directors of The Institute of Internal Auditors and the Board of Governors of the chapter fully informed of the affairs of the chapter and shall also consult with the Board of Directors of The Institute of Internal Auditors and the Board of Governors of the chapter, whenever necessary, concerning the business of the Chapter and its activities.
- Send notices of board meetings to include the agenda, and committee reports.
- The Chapter President Elect assumes the duties if the Chapter President in the event of the President's absence, disability, or death.

Section 2. The Chapter's President Elect shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter's President, including a dual role as acting Secretary. In the absence or disability of the President, the President Elect shall perform the Chapter President's duties. The Chapter's President Elect shall be responsible for:

- Send notices of board meetings to include the agenda, and committee reports.
- Take minutes at board meetings, send minutes via email to all board and committee members for review and approval.
- Update goals and duties for all assigned officer and committee, recommended by July 1.
- Track hours and issue CPEs at year-end to chapter volunteers.
- Participate in the review of the Bylaws annually.

Section 3. The Chapter's Vice Presidents will be responsible for managing various committees and will have duties and powers as prescribed by The Board of Governors or delegated by the Chapter's President through normal course of business.

Section 4. The Chapter's VP of Finance (Treasurer) shall be responsible for:

- The custody of the financial reports and funds of the Chapter.
- Proper disbursement of Chapter funds, and the establishment of proper accounting procedures (including segregation of duties) for the handling of Chapter funds under the rules prescribed by The Institute of Internal Auditors and the Chapter's Board of Governors.
- Making a report to the Board of Governors a minimum of twice (2) annually. Additional reports may be required of the VP of Finance by the Board of Governors.
- The VP of Finance shall be designated as the disbursing officer of the Chapter and have no authority to receive application fees or dues, as this authority is reserved for the Treasurer of The Institute of Internal Auditors.

The Board of Governors of the Chapter may authorize the bonding of the Chapter VP of Finance.

At the termination of the VP of Finance's term of office, the VP of Finance shall immediately 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 which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 5. The VP of Communication shall be responsible for:

- Create events in the event management software.
- Issue CPEs for those who attend training events.
- Create awareness for events and facilitate surveys.
- Maintain the chapter website and social media accounts.
- Maintain all official records and documents for the chapter and ensure records are archived as recommended by the IIA's Record Retention Policy.

The Chapter VP of Communication will be responsible for assisting officers and committees with other duties prescribed by The Board of Governors or delegated by the Chapter's President through normal course of business.

Section 6. The VP of Member Support (Membership Officer) shall be responsible for:

- Overseeing new member recruitment, new member onboarding, member recognition, and member retention and any other responsibilities as delegated by the President or Board of Governors.
- The VP of Member Support will access membership and certification reports through The Institute of Internal Auditor's database and report to the Board of Governors on a regular basis current membership and certification growth/decline.
- Serve in a dual role as Certification Officer
  - Promote IIA certifications at chapter events to encourage internal auditors to apply, prepare and obtain the CIA designation.
  - Identify and recognize recently certified individuals.
  - Promote the CIA designation at local universities.
  - Plan and execute training and provide support for certification candidates.

Section 7. The VP of Events (Programs Officer) shall be responsible for:

- Establishing and submitting an events budget to the VP of Finance for the chapter year.
- Overseeing all educational offerings of the Chapter, to include program planning and education alignment with The Institute of Internal Auditors.
- Overseeing registration, logistics, and content management for all member programs.
- The VP of Events will report to the Board of Governors on a regular basis the strategic plan for chapter programming and the success of these programs.

Section 8. Other Officer positions other than those specified in these Bylaws may be established, and their duties specified by the Chapter's Board of Governors.

## **ARTICLE VIII – COMMITTEES**

- Section 1. There shall be these standing committees appointed by the Board of Governors:
- a. Audit Committee of at least two (2) members, the Governor over Finance (serves as Chair of the committee) and one member not serving as a current Chapter Officer or Governor. The Audit Committee must be independent of any Chapter Officer from a day-to-day employment perspective.
  - b. Nominating Committee. The Nominating Committee shall consist of the Governor over Nominations, immediate Past President, President, President Elect (serves as Chair of the committee), and a minimum of one additional member not serving in an officer or board position.
  - c. Advocacy Committee shall consist of at least an Advocacy Chair and the VP of Communication.
  - d. Academic Relations Committee shall consist of at least an Academic Relations Chair and the VP of Member Support.
  - e. Events Committee shall consist of the VP of Events (serves as Chair of the committee) with no fewer than two (2) additional members.
  - f. Communication Committee shall consist of the VP of Communication (serves as the Chair of the committee) with at least one (1) additional member.
  - g. Membership Committee shall consist of the VP of Member Support (serves as the Chair of the committee) with at least one (1) additional member
- Section 2. There may be other committees authorized and directed by the Board of Governors or by the Members in regular or special meetings. The members of these committees are appointed by the President, The Board of Governors, or the Members.
- Section 3. The Chapter President and President Elect are ex-officio members of all committees except the Audit Committee.
- Section 4. Any Member of any committee can be removed at the discretion of those appointing the Member, with the exception of the Audit Committee.
- Section 5. The majority of each committee constitutes as quorum.
- Section 6. The Board of Governors acting with the President may institute any procedure which it deems necessary to appoint committees to carry on the activities of the Chapter.

## **ARTICLE IX – PAID STAFF**

- Section 1. The Officers and the Governors of the Chapter shall receive no salaries for their services with the exception of a Chapter's paid staff position. Officers and Governors 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 2. Paid staff such as Administrators, Executive Directors, and/or Events Managers, etc., may be employed by the Chapter to serve at its discretion. Duties and compensation shall be

determined by the Board of Governors. Paid staff shall not have voting privileges and must adhere to the standards and qualifications established by The Institute of Internal Auditors.

#### **ARTICLE X – MEETINGS OF MEMBERS AND VOTING**

- Section 1. Regular meetings will be held at times and places as determined by the Chapter's Board of Governors.
- Section 2. Special meetings may be called by the President or by any two Board of Governor members within thirty (30) days of receipt of a written request signed by twenty (20) percent of the Chapter members. The business to be transacted at any special meeting shall be stated in the notice thereof. At special meetings, a quorum shall consist of ten (10) percent of members entitled to vote. In the event the quorum is not present, those in attendance may adjourn the meeting without further notice. If a quorum is present, the majority vote shall be the act of the members.
- Section 3. All meeting notices shall be sent by mail, electronic mail, or electronic media, to each member a minimum of twenty (20) days preceding the meeting.
- Section 4. Each member shall have one (1) vote and may take part in a vote in person or by participation in an electronic vote (determined by the Board of Governors). Proxy voting is not permitted. Unless otherwise specified within these Bylaws, a majority vote of members present and voting, in person or electronically, shall govern.
- Section 5. Proposals to be offered to the membership for a vote via mail or electronic mail rather than in person shall be first approved by the Board of Governors unless the proposal has been endorsed by a minimum of twenty (20%) percent of the voting members, in which case, Board approval shall not be necessary.
- Section 6. The Board of Governors with or without cause may cancel any meeting.

#### **ARTICLE XI - ANNUAL BUSINESS MEETING**

An annual meeting of the members shall take place during the first calendar quarter, at a date, time and place designated by the Board of Governors, and may be combined with a scheduled chapter event. At the annual meeting the slate of candidates for officer election should be announced to members at least 10 days prior to the election. Chapters should plan their annual business meeting accordingly to allow time for new officer(s) to schedule their attendance to the annual training conference in April and to meet the required submission of officer slates due May 1 annually.

#### **ARTICLE XII – RULES OF PROCEDURE AT MEETINGS**

- Section 1. The rules of procedure at meetings of The Institute of Internal Auditors, the Board of Governors, and of committees shall be according to Robert's Rules of Order so far as applicable and when not inconsistent with these Bylaws.
- Section 2. The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.



### **ARTICLE XIII – RULES OF DISBURSEMENTS**

- Section 1. The Chapter VP of Finance may make disbursements for any preauthorized budget item without obtaining prior written or verbal approval from the Chapter Officers and/or Board of Governors. All disbursements will be supported by a proper business document.
- Section 2. The Chapter VP of Finance must obtain written approval from the Chapter President and President Elect for non-budgeted chapter-connected expenses.
- Section 3. The Chapter VP of Finance must obtain written approval from the Chapter Officers and Board of Governors for non-budget items that are more than any unbudgeted expenditures exceeding 2.5% of the total expense budget before making disbursements for such chapter-connected expenses. The Chapter Officers and Board of Governors must base the written-approval on a majority approval, under Robert's Rules.

### **ARTICLE XIV - AMENDMENTS TO BYLAWS**

These Bylaws shall automatically be deemed amended to include provisions as may be stated, periodically, in the most recent IIA Chapter Bylaws. All other deletions, and draft changes must be approved in advance by The Chapter Board of Governors, the Chapter's District Representative, and The IIA's Director of North American Chapter Relations prior to being submitted to Chapter membership for approval. Upon this approval these Bylaws may be amended/voted on by the members at any regular or special meeting, via returned mail, or returned electronic mail by two thirds vote of members eligible to cast a ballot, provided that written notice of the proposed change has been sent in writing a minimum of thirty (30) days previous to the date of said meeting or ballot deadline.

### **ARTICLE XV- 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 Global Headquarters in Lake Mary, Florida.

### **ARTICLE XVI – INDEMNIFICATION**

Nothing herein shall constitute members of The Institute of Internal Auditors 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 Institute. 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.

### **ARTICLE XVII – ADOPTION OF BYLAWS**

**ADOPTED AND APPROVED by the Board of Governors on this 28th day of February, 2019.**