

## CHAPTER BYLAWS

### THE INSTITUTE OF INTERNAL AUDITORS SAN GABRIEL VALLEY CHAPTER

#### ARTICLE I – NAME

This chapter of the Institute of Internal Auditors shall be known as the San Gabriel Valley Chapter.

#### ARTICLE II – ADHERENCE TO CORPORATE CHARTER

The San Gabriel Valley 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 the provisions and with the pronouncements and resolutions incorporated in the minutes of The Institute's meetings and those of the Board of Directors.

#### 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 Institute of Internal Auditors, Inc., and who are located in the chapter's area and any 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 Institute of Internal Auditors, Inc.

#### ARTICLE IV – BOARD OF GOVERNORS AND THEIR ELECTION

- Section 1. Determining policies of the chapter shall be vested in the Board of Governors.
- Section 2. The Board of Governors shall be constituted as follows:
- a. The officers of the chapter: the president, the vice presidents, the treasurer and the secretary.
  - b. Governors-at-Large: One three-year governor for approximately every forty members, limiting the total to not more than seven governors who are to be elected for a period of three years. The term is renewable for another three-year term, for a total of six years maximum. However, that person may stand for another term after a break of three years.
  - c. Past Presidents: The two most recent past chapter presidents who are not holding other offices in the chapter and who are still members therein.

Section 3. Nominations shall be made by the Nominating Committee. In addition, nominations may be made from the floor.

- Section 4. Governors of the chapter shall be elected each year and 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 by the *Bylaws* of the San Gabriel Valley Chapter.
- Section 5. Governors shall be elected by a majority vote of members present during a specially programmed election meeting.
- Section 6. A 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 also 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 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 to the chapter members by the secretary upon written petition of one-fifth 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 every special meeting of the chapter.
- Section 11. The Board of Governors shall meet at least twice annually at such times and places as it may elect. 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 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 action taken thereat.

- Section 12. At all meetings of the Board of Governors, the majority vote of the governors present to vote will decide all issues except as provided elsewhere in the *Bylaws*.
- Section 13. 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 approval of the Board.

#### ARTICLE V – OFFICERS AND THEIR ELECTION

- Section 1. The elected officers shall be a president, vice-president(s), secretary and treasurer and assistant treasurer. No person shall hold more than one office at a time.
- Section 2. Nominations shall be by the Nominating Committee and, in addition, may be made from the floor.
- Section 3. Officers of the chapter shall be elected each April 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 San Gabriel Valley Chapter.
- Section 4. Officers shall be elected by a majority vote of members present at a meeting called for this purpose.
- Section 5. An 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 within thirty (30) days from the date when any such removal is to be 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 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 notice shall be mailed to the members by the secretary upon the written petition of the one-fifth of the members.

- Section 6. If vacancy occurs in any office by reason of death, resignation or otherwise, except as provided in Section 5 of this article, the Board of Governors is empowered to fill such office for the unexpired term.

- Section 7. All officers may be eligible for re-election for successive terms.
- Section 8. If an officer's membership in The Institute of Internal Auditors, Inc., for any reason, terminates, the office shall automatically become vacant.
- Section 9. 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 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 the enforcement of the *Bylaws* of the Institute of Internal Auditors, Inc., and the *Bylaws* of the chapter and the resolutions and proceedings of the Board of Directors and the Board of Governors; shall keep the Board of Directors of The Institute of Internal Auditors, Inc. and the Board of Governors of the chapter fully informed of the affairs of the chapter; 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.
- Section 2. The chapter's vice president shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the chapter's president. In the absence or disability of the president, the first vice president shall perform the chapter president's duties.
- Section 3. The chapter's treasurer shall be charged with the custody of the funds of the chapter and their proper disbursement under the rules prescribed by the Board of Governors. The treasurer shall make periodic reports as required by the treasurer of The Institute of Internal Auditors, Inc. and any other reports that the Board of Governors may require. The treasurer shall be the disbursing officer of the chapter. Unless specifically authorized by the international organization, the treasurer shall not have the authority to receive monies for application fees and dues which authority is reserved to the international office of the Institute. The Board of Governors of the chapter may authorize the bonding of the chapter 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, 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 4. The chapter's secretary shall perform those duties delegated by the chapter's president or prescribed by the Board of Governors. The books of the 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 secretary of The Institute of Internal Auditors, Inc. The secretary shall do any and all things normally required by a chapter's secretary to keep the officers and the Board of Directors of The Institute and the Board of Governors and the chapter's officers and members shall notify each 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, documents and all other property of the chapter which might have come into his/her possession or might have been compiled or created during his/her term off 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 his/her 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 of the members present.
- Section 6. The officers of the chapter shall receive no salaries for their services except the secretary whenever 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. An Audit Committee of one member, not an officer or governor.
  - b. A Nominating Committee consisting of the president and at least two members. Other than the president, this committee shall not contain a majority of members who are also represented on the Board of Governors. This committee shall be appointed by the Board of Governors.
- Section 2. There shall be these standing committees appointed by the chapter's president:
- a. A Membership Committee with a minimum of one and a maximum of ten members.
  - b. An Academic Relations Committee with a minimum of one and a maximum of ten members.
  - c. A Certification Committee with a minimum of one and a maximum of ten members.

- d. A Programs Committee with a minimum of one and a maximum of ten members.
- e. A Chapter Achievement Program Committee with a minimum of one and a maximum of ten members.
- f. A Hospitality Committee with a minimum of one and a maximum of ten members.

#### ARTICLE VIII – ANNUAL MEMBER MEETING

- Section 1. The April meeting of Chapter Members of each year shall be considered the annual meeting for the conduct of required business. Said meeting shall be convened on or before the 30<sup>th</sup> day of the month.
- Section 2. The Chapter Year is the fiscal year beginning June 1. The officers elected at each annual meeting shall assume office on June 1 following their election with terms ending the following May 31<sup>st</sup>, except as provided in Article V, Section 7.

#### ARTICLE IX – CHAPTER MEETINGS

- Section 1. There shall be at least six member meetings each chapter year. 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 Chapter meetings, a majority vote of members present and voting will decide all issues except as provided elsewhere in these *Bylaws*.

#### ARTICLE X – AMENDMENTS TO BYLAWS

These *Bylaws* may be amended at any regular or special meeting of the Chapter by two-thirds vote of members present and voting, provided that written notice of the proposed change and of the meeting has been mailed at least ten (10) days prior 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 headquarters.