Chapter Bylaws
The Institute of Internal Auditors
Topeka Chapter

Article I – Name

This chapter of The Institute of Internal Auditors, Inc., shall be known as the Topeka Chapter. Incorporated in 1990 under the laws of the State of Kansas.

Article II – Adherence to Corporate Charter

The Topeka 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 Institute of Internal Auditors, Inc., Board of Directors.

Article III – Topeka Chapter Membership

Section 1. The Topeka Chapter membership shall consist of those duly admitted to any of the classes of membership as defined in the Bylaws of The Institute of Internal Auditors, Inc., and who are located in the Topeka Chapter's area and any others formerly located in the chapter's area who, by written request, elect to remain affiliated with the Topeka Chapter.

Section 2. Membership in the Topeka 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 Topeka Chapter shall be vested in the Board of Governors.

Section 2. The Board of Governors shall be constituted, at a minimum, as follows:
   a. The officers of the Topeka Chapter: the president, the vice presidents, the treasurer and the secretary.
   b. Six elected governors, with two of said governors elected each year to a three-year term.
   c. Two-Three non-elected governors consisting of the two-three most recent past presidents. Each past Topeka Chapter president shall serve a three-year term beginning the year immediately following the term as president.
Section 3. Nominations shall be made by the Nominating Committee. In addition, nominations may be made from the floor.

Section 4. Governors of the Topeka Chapter shall be elected each year and shall assume their duties as of June 1 each year. Governors 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 Topeka 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 of Governors provided such governor was granted an opportunity for a hearing before the Board of Governors.

The Board of Governors shall also call a special meeting of the Topeka Chapter to be held within thirty (30) days from the date of having taken such action. At this special meeting, the Board of Governors shall make a full and complete report of the action taken in removing the governor or governors along with the reasons. At this special meeting, the office(s) made vacant shall be filled. A governor removed by the Board of Governors may be reelected by the members and, if reelected, may not again be removed for the same offense. Any governor may be removed by a two-thirds vote of the members of the Topeka 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 Topeka Chapter 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 of Governors and may be acted on at any regular or special meeting of the Board of Governors.

Section 10. The President shall have the power to fix the time and place for each annual meeting and every special meeting of the Topeka Chapter.

Section 11. The Board of Governors shall meet at least twice annually. A majority of the Board of Governors must be present to constitute a quorum at all Board of Governors meetings. Notice of the meetings of the Board of Governors shall be
mailed by the secretary or as the Board of Governors 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 these Bylaws. The President may call special votes or resolutions either by mail or electronically, provided that all Board of Governors respond and there is a majority vote.

Section 13. The governors of the Topeka 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 by the Board of Governors.

**Article V - Officers and Their Election**

Section 1. The elective officers shall be a president, two vice presidents, secretary and treasurer. No person shall hold more than one office at a time.

Section 2. Nominations shall be made by the Nominating Committee and, in addition, may be made from the floor.

Section 3. Officers of the Topeka Chapter shall be elected each year 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 Topeka 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 of Governors. "For cause" is defined as an action, such as the termination of a contract or a relationship of employment, which is based on a breach, misfeasance, or other inappropriate action of the party.

The Board of Governors shall also call a special meeting of the Topeka Chapter to be held within thirty (30) days from the date of having taken such action. At this special meeting, the Board of Governors shall make a full and complete report of the action taken in removing the officer along with the reasons. At the meeting, the office(s) made vacant shall be filled. An officer removed by the Board of Governors may be reelected by the members and, if reelected, may not again be removed for the same offense. Any officer may be removed by a two-thirds vote of the members of the Topeka 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 Topeka Chapter members by the Topeka Chapter secretary upon written petition of 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 except the president are eligible for reelection for successive terms. The treasurer is not eligible to serve more than three successive one-year 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 of Governor's meeting.

Article VI - Duties of Officers

Section 1. The chapter’s president shall be the executive head of the Topeka Chapter and, when present, shall preside at all meetings of the Topeka 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., the Bylaws of the Topeka Chapter, the resolutions and proceedings of the Board of Directors of the Institute of Internal Auditors, Inc., and of the Board of Governors of the Topeka Chapter. The president shall keep the Board of Directors of The Institute of Internal Auditors, Inc., and the Board of Governors of the Topeka Chapter fully informed of the affairs of the Topeka Chapter; shall also consult with the Board of Directors of The Institute of Internal Auditors, Inc., and the Board of Governors of the Topeka Chapter, whenever necessary, concerning the business of the Topeka Chapter and its activities.

Section 2. The chapter's vice presidents shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Topeka Chapter's president. In the absence or disability of the president, the first vice president shall perform the Topeka Chapter president's duties.

Section 3. The chapter's treasurer shall be charged with the custody of the funds of the Topeka 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 which the Board of Governors may require. The treasurer shall be the disbursing officer of the Topeka Chapter. The Board of Governors of the Topeka 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 Topeka Chapter having to do with the financial and other transactions or business of the Topeka Chapter which might have come into his/her possession or might have been compiled or created during his/her term of office. The treasurer will be responsible for performing the monthly reconciliation, with the second Budget and Finance Committee member reviewing. A final review by the President will be performed.

Section 4. The chapter's secretary shall perform those duties delegated by the Topeka Chapter's president or prescribed by the Board of Governors. The minutes of all Board of Governor meetings 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 other things normally required of a chapter secretary to keep the officers and the Board of Directors of The Institute of Internal Auditors, Inc., and the Board of Governors and the Topeka Chapter’s officers and members informed of the affairs of the Topeka 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 Topeka Chapter which might have come into his/her possession or might have been compiled or created during his/her term of office.

Section 5. If the president-secretary is absent from any meeting of the Topeka 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 vote of the members present.

Section 6. The officers of the Topeka 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. Academic Relations Committee consisting, at a minimum, of the following two members:
   i. One member shall be a governor. The governor shall chair the committee.
   ii. One member shall be the college or university sponsor. The sponsor shall be the co-chair.

   a-b. Audit Committee consisting, at a minimum, of the following two members:
      i. One member shall not be an officer or governor and shall complete the annual audit for no more than five successive years.
      ii. One member shall be a governor and shall complete an annual audit of the Bylaws. The governor shall chair the committee.
b.c. Budget and Finance Committee consisting, at a minimum, of the following two members:
   i. One member shall be the Treasurer. The Treasurer shall chair the committee.
   ii. One member shall not be an officer and shall review the reconciliation of each account on a monthly basis. The non-officer shall be the co-chair.

d. Communications Committee consisting, at a minimum, of two members of the board of governors.

e. Meetings Arrangements Committee consisting, at a minimum, of one member of the board of governors.

f. Membership and Certification Committee consisting, at a minimum, of two members of the board of governors. The committee chair shall be a Certified Internal Auditor.

e.g. Nominating Committee consisting, at a minimum, of the President who shall chair the committee, two members.
   i. One member shall be the president
   One member shall be a governor. This member shall be appointed by the Board of Governors.

d.—Professional Development Committee consisting, at a minimum, of the First Vice President and the Second Vice President.

Section 2. There shall be these standing committees appointed by the Topeka Chapter’s president:
   a.—A Social Media Committee
   b.—An Academic Relations Committee
   c.—A Government Relations Committee
   d.—A Newsletter Committee
   e.—A Hospitality Committee
   f.—A Certificates Committee

Section 32. The Board of Governors or President may create additional standing or temporary committees and appoint members as the Board of Governors or President deems necessary.

Article VIII - Annual Member Meeting
Section 1. The March 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 31st day of that month.

Section 2. All Topeka Chapter members can vote at membership meetings. Unless otherwise specifically provided by these Bylaws, a majority vote of those eligible members present and voting shall govern.

Section 3. The Chapter Year is the fiscal year beginning June 1 and ending the following May 31st.

**Article IX - Chapter Meetings**

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

**Article X – Continuing Professional Education (CPE)**

**For IIA Sponsored Certifications**

Section 1. A maximum of 15 hours per calendar year may be awarded for participation as an IIA Officer or Governor. The number of hours to be issued depends on the requirements and responsibilities and varies by role.

Section 2. All officers shall be awarded 15 hours of CPE. Each Board of Governor will receive 5 hours of CPE. Any member serving on a committee will receive 5 hours of CPE per committee, up to the maximum of 15 hours.

Section 3. The certificates of CPE hours shall be prepared by the Certificates Communications chair. Half of the total number of CPE hours awarded to each individual will be given in November for volunteer activities performed during the months of June - November, with the other half given in May for volunteer activities performed during the months of December – May.

**Article X - Amendments to Bylaws**

Section 1. These Bylaws may be amended at any regular or special meeting of the Topeka Chapter by two thirds 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 previous to the date of said meeting.

**Article XI - Dissolution**

Section 1. The Topeka 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 Topeka Chapter. On dissolution of the Topeka Chapter, any funds remaining shall be forwarded to The Institute of Internal Auditors Global Headquarters in Altamonte Springs, Florida.

**Attest**

The above is a true and accurate copy of the Bylaws of the Topeka Chapter as adopted by the Board of Governors on the __22nd6th__ day of __May____, __20185____.

___________________________________    ________________________ ___________
                      Date       Chapter Secretary

___________________________________        ____________________ _______________
                      Date       Chapter President