BYLAWS
THE INSTITUTE OF INTERNAL AUDITORS, INC
TRIAD CHAPTER

ARTICLE I - NAME

This chapter of The Institute of Internal Auditors, Inc. shall be known as the Triad Chapter.

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

The Triad 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 first and second vice presidents, the treasurer, and the secretary.

b. One three-year governor for every 10 members (not including associates) and limited to a total of not more than nine governors who are 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 elected for a one-year term and one elected for a two-year term. If membership is such as to limit the number of elected governors to less than three, 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 full year beyond the unexpired part of the first year in which they were elected.

c. The two most recent past chapter presidents who are not holding other office 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 and by proxy using an approved electronic medium process.

Section 4. Governors of the chapter shall be elected each March and shall assume their duties for one year. They shall hold office for one year 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 Triad Chapter.

Section 5. Governors shall be elected by a majority vote of members present or votes by proxy using an approved Electronic medium process 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 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 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.

Section 10. The Board of Governors shall have the power to fix the time and place for each board meeting and all regular and special meetings 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 election, the Board of Governors shall meet and determine the number of governors who shall constitute a quorum at all Board meetings during the chapter 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 these 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 by the Board.

ARTICLE V – OFFICERS AND THEIR ELECTION

Section 1. The elective officers shall be a president, first vice president, second vice president, 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 and by proxy using an approved electronic medium process.
Section 3. Officers of the chapter shall be elected each March and shall assume their duties for one year. They shall hold office for one year 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 Triad Chapter.

Section 4. Officers shall be elected by a majority vote of members present or votes by proxy using an approved electronic medium process at a specially programmed election meeting.

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 30 days from the date when any such removal 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 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 re-election for successive terms.

Section 8. If an officer's membership in The Institute 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. He/She 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 of the Board of Governors. He/She shall keep the Board of Directors of The Institute and the Board of Governors of the chapter fully informed of the affairs of the chapter. He/She shall also consult with the Board of Directors of The Institute 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 presidents 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. He/She shall make periodic reports as required by the treasurer of The Institute and any other reports which the Board of Governors may require. He/she shall submit any necessary reports to IRS. The treasurer shall be the disbursing officer of the chapter. Unless specifically authorized by the international organization, he 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. He/she shall maintain a consolidated file of audited year-end financial reports from prior years. At the termination of the treasurer's term of office, he/she shall turn over to the Board of Governors all funds, 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 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 record of Board meetings shall be kept under his/her jurisdiction. He/She shall make reports as required by the Board of Governors or as required by the secretary of The Institute. He/She shall notify each member of the chapter of all meetings and shall do any and all other 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 informed of the affairs of the chapter. The Board of Governors may authorize the bonding of the secretary. At the termination of his/her term of office, he/she 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 vote of the members present.

Section 6. The officers of the chapter shall receive no salaries for their services. 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 Auditing Committee, none of whom shall be an officer or governor.

b. A Nominating Committee consisting of the president and at least two other 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 such other committees as may be authorized and directed by the Board of Governors or by the Members in regular or special meetings - the Members of such committees to be appointed by the President, by the Board, or by the Members.

Section 3. Any Member of any committee may be removed at the discretion of those appointing such Member.

Section 4. The majority of each committee shall constitute a quorum thereof

ARTICLE VIII - COMMUNICATION OF FINANCIAL STATUS

On or before the first meeting of each chapter year the financial status of the chapter shall be communicated in writing to the general membership.

ARTICLE IX - RULES OF PROCEDURE

Section 1. The rules of procedure at meetings of the Chapter, of the Board of Governors, and of Committees, shall be according to Robert's Rules of Order, so far as is applicable and when not inconsistent with these By-Laws.

Section 2. The rules of procedure may be suspended by two-thirds vote of those present and those members voting by proxy using an approved electronic medium process at any meeting.
ARTICLE X - AMENDMENTS TO BYLAWS

These Bylaws may be amended or repealed at any regular or special meeting of the Chapter by a two-thirds vote of members present and those members voting by proxy using an approved electronic medium process, provided that written notice of the proposed change and of the meeting or election has been mailed at least 10 days previous to the date of said meeting or election.