



CHAPTER BY-LAWS

Article I – Name

This Chapter shall be known as Nashville Chapter of the Institute of Internal Auditors, Inc. The purpose of this chapter shall be to bring together those persons in the Middle Tennessee area engaged in Internal Auditing to share ideas and other relevant internal auditing techniques, and to enjoy social activities.

Article II – Adherence to Corporate Charter

The Nashville Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the By-Laws of the Institute of Internal Auditors, Inc. and shall do nothing which is inconsistent with their provisions and with the pronouncements and resolutions incorporated in the minutes of the Institute meetings and the meetings 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 By-Laws of the Institute of Internal Auditors, Inc. and who are located in the Chapter area, and any others not located in the Chapter area, who by written request, endorsed by the Secretary of the Chapter, if any, of the area in which they are located, elect to become affiliated with the Chapter.

Section 2. Those individuals who work for an entity that participates in the Institute of Internal Auditors, Inc., Sustaining Organization Program will be considered as members of the chapter.

Section 3. All classes of membership are entitled to serve on chapter committees. All classes of membership except student members are entitled to serve as committee chairs.

Section 4. All classes of membership except student members are entitled to serve on the Chapter's Board of Governors.

Section 5. All classes of membership except student members are entitled to hold chapter office.

Section 6. All classes of membership except student members are eligible to vote as provided elsewhere in these By-Laws.

Section 7. Membership in the Chapter shall cease and terminate on transfer to another Chapter area or because of resignation or termination for any of the causes set forth in the By-Laws of the Institute of Internal Auditors.

Article IV – Board of Governors and their Election

Section 1. The determination of the policies of the Chapter shall be vested in a Board of Governors.



Section 2. The Board of Governors shall be constituted as follows:

- a. The Officers of the Chapter: The Chapter President, the Chapter Vice President (s), the Chapter Treasurer, and the Chapter Secretary.
- b. One three-year Governor for each ten (10) members (not including Associates), limited to a total of not more than twelve (12) Governors, to be elected for a period of three years. Terms of the Board should be staggered so that one third are elected each year. The Board, at its discretion, may appoint up to an additional five (5) Governors to fill at-large positions for one-year terms. These discretionary positions would be in addition to the twelve Governors identified above. In addition, the IIA's District Representative or District Advisor are granted Governor status if they are simultaneously serving as a Nashville chapter member.
- c. The two most recent past Chapter Presidents, not holding other office in the Chapter and who are still members of the Chapter.

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

Section 4. Governors of the Chapter shall be elected prior to June 1 of each year and shall hold office until the election of successors, unless the term of office shall terminate or be terminated as provide by the By-Laws of the Institute of Internal Auditors, Inc. or as provide elsewhere in these By-Laws of the Nashville Chapter. Governors may be eligible for re-election.

Section 5. Governors shall be elected by majority vote of members present and voting at a meeting at which such election is held.

Section 6. Any Governor may be removed for a cause by a two-thirds vote of the Board, provided such Governor shall have been 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 be voted. At such special meeting, the Board shall make a full and complete report of the action taken in removing the Governor or Governors and the reasons for such action. At such meeting, the office or offices made vacant by such action of the Board shall be filled. A Governor removed by the Board may be re-elected by the Members and if so reelected, may not again be removed by the Board 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 shall have been 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 (1/5) 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 such office for the unexpired term.

Section 8. If the membership in the Institute of any Governor shall for any reason terminate, his office as Governor shall automatically become vacant.

Section 9. The resignation of any Governor shall be tendered to the Board of Governors and



may be acted 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 and each 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. 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 of Governors present and voting will decide all issues except as provided elsewhere in these By-Laws.

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 such approval as may be determined by the Board of Governors.

Article V – Officers and Their Election

Section 1. The elective officers shall be a Chapter President, Chapter Vice President, Chapter Secretary, and a Chapter 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 Chapter shall be elected prior to June 1 of each year and shall take office as of June 1, and shall hold office of the term of one year, unless the term of office shall terminate or be terminated as provided in the By-Laws of the Institute of Internal Auditors, Inc. or as provided elsewhere in these By-Laws of the Nashville Chapter.

Section 4. Officers shall be elected by majority vote of members present and voting at a meeting at which such election is held. At this election, the Chapter shall elect the Chapter Vice President, Chapter Secretary, and Chapter Treasurer.

Section 5. The election of the Chapter Vice President shall be for a two year term. His first year shall be as the Chapter's Vice President (President Elect). His second year shall be as the Chapter's President.

Section 6. Any officer may be removed for cause by a two-thirds vote of the Board of Governors, provided such officer shall have been 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 be voted. At such special meeting, the office or offices may be filled. The officer removed by the Board may be re-elected by the members and, if so re-elected, may not again be removed by the Governors for the same offense. Any officer may be removed by a two-thirds vote of the members present at any duly held meeting of the Chapter, provided notice of such proposed action shall have been incorporated in the notice for the meeting. Such notice shall be mailed to the Members by the Secretary upon written petition of one-fifth (1/5) of the Members.



Section 7. If any vacancy shall occur 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 of the office so vacated.

Section 8. Officers shall be eligible for re-election, except that the President shall not serve successive terms. If the Vice President becomes President due to a vacancy in the office of President, he shall be eligible to serve as President the next year.

Section 9. If the membership in the Institute of any officer shall for any reason terminate, his office shall automatically become vacant.

Section 10. Any resignation of any officer shall be tendered to the Board of Governors and may be acted on at any regular or special meeting of the Board.

Article VI – Duties of officers

Section 1. The Chapter President shall be the executive head of the Chapter and, when present, shall preside at all meetings of the Chapter and of the Board of Governors. He shall be responsible for the enforcement of the By-laws of the Institute of Internal Auditors, Inc. and these By-Laws of the Chapter and resolutions and proceedings of the Board of Directors and of the Board of Governors. He shall keep the President and the Board of Directors of the Institute and the Board of Governors of the Chapter fully informed of the affairs of the Chapter and shall consult the President and the Board of Directors of the Institute and the Board of Governors of the Chapter, when necessary, concerning the business of the Chapter and its activities.

Section 2. The Chapter shall elect a Vice President. The Vice President shall serve as the Chapter's President Elect. He shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter President. In the absence or disability of the Chapter President, he shall perform the duties of the Chapter President. The Vice President is charged with the responsibility of completing the monthly CAP report. To assist the Chapter in properly supervising their bank accounts, he (and not the Treasurer) shall receive the monthly bank statements.

Section 3. The Chapter Treasurer shall be charged with the custody of the funds of the Chapter and their proper disbursements, under any rules prescribed by the Board of Governors. He shall make periodic reports as required by the Treasurer of the Institute and any other reports which the Board of Governors may require. The Chapter Treasurer shall be the disbursing officer of the Chapter. Unless specifically authorized by the international organization, he shall not have 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 Chapter Treasurer's term of office, he shall turn over to the Board of Governors all funds, records, papers, books and documents, and all other property of the Chapter having to do with the financial or other transactions or business of the Chapter which may have come into his possession or may have been compiled or created during his term of office.



Section 4. The Chapter Secretary shall perform those duties delegated by the Chapter President or prescribed by the Board of Governors. He shall make reports as required by the Board of Governors or as required by the Secretary of the Institute. He shall notify each member of the Chapter of all meetings and shall do any and all other things normally required by a Chapter Secretary to keep the officers and the Board of Directors of the Institute and the Board of Governors and the Chapter Officers and Members informed of the affairs of the Chapter. The Board of Governors may authorize the bonding of the Chapter Secretary. At the termination of his term of office, he shall turn over to the Board of Governors all records, papers, books, and documents and all other property of the Chapter which may have come into his possession or may have been compiled or created during his term of office.

Section 5. If at any meeting of the Chapter or of the Board of Governors, the Chapter President be absent and no one authorized to perform his duties is present, then a Chairman or Secretary pro-tem or both as may be needed shall be appointed by a majority vote of the members present and voting.

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 the Chapter's Travel and Entertainment Expense Policy and as 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 of one Member, not an officer or Governor.
- b. A Nominating Committee consisting of the President, the Vice President, and an at-large member appointed by the Board. The at-large member may be another Chapter officer. The at-large member shall chair the committee.

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. The Chapter President and the Chapter Secretary shall be Members ex-officio of all committees, excepting the Auditing Committee and the Nominating Committee.

Section 4. Any Member of any committee may be removed at the discretion of those appointing such member, with the exception of the Auditing Committee.

Section 5. The majority of each committee shall constitute a quorum thereof.

Section 6. The Board of Governors may institute any procedures which it deems necessary to appoint committees to carry on the activities of the Chapter.

Article VIII – Annual Meeting – Meetings of Members

Section 1. The annual meeting of the Chapter shall be held on or before the 1st day of June each



year.

Section 2. The Chapter Year is from the 1st day of June of one year through the 31st day of May of the next year.

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

Article IX – Rules of Procedure

Section 1. The rules of procedures 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 it is applicable and when not inconsistent with these By-Laws.

Section 2. These rules of procedures may be suspended by two-thirds vote of those present and voting at any meeting.

Article X – Amendments to By-Laws

These By-Laws may be amended or repealed at any regular or special meeting of the Chapter by a 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 days previous to the date of said meeting.

*January 5, 1982
and revised May 3, 1996
and May 2, 1997
and May 12, 2000
and December 11, 2008*