



Las Vegas Chapter



## **The Institute of Internal Auditors**

### **Chapter Bylaws**

# **LAS VEGAS CHAPTER BYLAWS**

#### **ARTICLE I - NAME**

This Chapter shall be known as the Institute of Internal Auditors, Inc., Las Vegas Chapter.

#### **ARTICLE II - ADHERENCE TO CORPORATE CHARTER**

The Las Vegas Chapter is empowered to perform any and all acts which are defined in the Certificates of Incorporation and the Bylaws 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 Bylaws 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 request to become affiliated with the Chapter.

Section 2 - 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 Bylaws of the Institute of Internal Auditors, Inc.

#### **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 Chapter President, the Chapter Vice President, the Chapter Second Vice President, the Chapter Treasurer, and the Chapter Secretary.

(B) One three-year Governor for each five (5) Members (not including associates) limited to a total of not less than six (6) and not more than twelve (12) Governors; to be elected for a period of three years. Members (as defined in the bylaws of the Institute of Internal Auditors, Inc.,) and associate members shall be eligible for election.

(C) The two most recent 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 shall be elected by majority vote of Members present and voting at each annual meeting. Elected Governors shall take office on the first day of the Chapter year for which they were elected. Elected Governors shall hold office for the period elected, pursuant to Section 2(B), or until the election of their successors.

Section 5 - Any Governor may be recommended for removal, subject to confirmation by members of the Chapter, for cause, by a two-thirds (2/3) vote of the Board, or upon written petition of at least one-fifth (1/5) of the Chapter numbers, provided such Governor shall have been granted an opportunity for a hearing before the Board. The Board, in either case, shall call a meeting of the Chapter to be held within thirty (30) days from the date when any such removal is voted or petitioned.

The notice for such meeting must have incorporated in it reference to the proposed action. At such meeting, the Board shall present a full and complete written report and if the removal is approved by a two-thirds (2/3) vote of the members present and voting, the office or offices made vacant shall be filled by a vote of the membership.

Section 6 - If the Office of any Governor shall become vacant 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 un-expired term.

Section 7 - Any Governor missing three meetings during a Chapter year without prior notice will automatically surrender their position as a Governor. The Board of Governors will be empowered to fill such position for the un-expired term.

Section 8 - If the membership in The Institute of any Governor shall for any reason terminate, his/her 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 upon at any regular or special meeting of the Board.

Section 10 - The Board of Governors shall fix the time and place for each Annual Meeting pursuant to Article VIII. Should the Board fail to fix, within a period of ten (10) months after the last Annual Meeting, a time and place for any Annual Meeting, the Chapter President shall then fix a time and place.

Section 11 - The Board of Governors shall meet at least four times 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, in no event less than six (6), (of which 3 are non-officers), which shall constitute a quorum at all Board meetings in the Chapter year. 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 thereof.

Section 12 - At all meetings of the Board of Governors, the majority vote of all Governors present and voting, 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 such approval as may be determined by the Board of Governors.

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

Section 1 - The elective offices of the Chapter making up the Chapter Executive Committee consists of, Chapter President, Chapter Vice President, Chapter Second Vice President, Chapter Secretary, and Chapter Treasurer. Only members as defined in the bylaws of the Institute of Internal Auditors, Inc., shall be eligible for election. In addition to the elected officers of the Chapter, the most immediate past president shall be a member of the Chapter Executive Committee. No person shall hold more than one office at a time. The officers shall hold office for one (1) year.

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 by majority vote of the members present and voting at each Annual Meeting. Elected officers shall take office on the first day of the Chapter year for which elected. Elected officers shall hold office for the period elected, pursuant to Section 1 of this Article, or until the election of their successor.

Section 4 - Any officer may be recommended for removal, subject to confirmation by Members of the Chapter, by a two-thirds (2/3) vote of the Board or upon written petition of at least one-fifth (1/5) of the Chapter Members, provided such officer shall have been granted an opportunity for a hearing. The Board in either case shall call a meeting of the Chapter to be held within thirty (30) days from the date when any such removal is voted or petitioned. The notice for such meeting must have incorporated in it reference to the proposed action. At such meeting, the Board shall present a full and complete written report and if removal is approved by two-thirds (2/3) vote of the members present and voting, the office or offices made vacant shall be filled by vote of the membership.

Section 5 - If any vacancy shall occur in any office by reason of death, resignation, or otherwise, except as provided in Section 4 of this Article, the Board of Governors is empowered to fill such office for the un-expired term of the office so vacated.

Section 6 - Officers shall be eligible for re-election.

Section 7 - If the membership in the Chapter of any officer shall for any reason terminate; his office shall automatically become vacant.

Section 8 - Any resignation of any officer shall be tendered to the Board of Governors and may be acted upon at any regular or special meeting of the Board.

## **ARTICLES 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 Board of Governors. The President shall be responsible for the enforcement of the Bylaws of the Institute of Internal Auditors, Inc., and these Bylaws of the Chapter and the resolutions and proceedings of the Board of Directors and the Board of Governors. The President shall keep 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 Vice President shall have the 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, the Vice President shall perform the duties of the Chapter President.

Section 2.1 - The Chapter Second Vice President shall have the 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 Vice President, the Second Vice President shall perform the duties of the Chapter Vice President.

Section 3 - The Chapter Treasurer shall be charged with the custody of the funds of the Chapter and their proper disbursement, under any 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. The Chapter Treasurer shall be the disbursing officer of the Chapter. The books of account shall be kept under his/her jurisdiction. He/She shall not have the authority to receive monies for application fees and dues which authority is reserved to the Treasurer 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/she 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 businesses of the Chapter which may have come into his/her possession or may have been compiled or created during his/her 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 /She shall make such reports as required or prescribed 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 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 Directors may authorize the bonding of the Chapter Secretary. The Chapter Secretary is responsible for chapter record keeping. These duties include insuring that the Chapter archives are safe, secure, and easily accessible. At the termination of his/her term of office, he/she shall turn over to the incoming Secretary all records, papers, books and documents and all other property of the Chapter which may have come into his/her possession or may have been compiled or created during his/her term of office.

Section 5 - If at any meeting of the Chapter or Board of Governors, the Chapter President be absent and no one authorized to perform his duties be present, or if the Chapter Secretary be absent, then a Chairman or Secretary pro-term 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 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 Members not an officer or Governor.
- (B) A Nominating Committee consisting of the President, the most recent Past President still a chapter member and at least three other Members. Other than the President and Past President, this Committee shall not contain a majority of Members who are also represented on the Board of Governors.

Section 2 - There shall be these standing committees appointed by the Chapter President.

- (A) Newsletter Committee.
- (B) A Membership Committee.

Section 3 - There shall be such technical and special committees as may be authorized and directed by the Board of Governors, or by the members in regular or special meetings and approved by the Board; the membership of such committees to be appointed by the President, by the Board, or by the members, as provided by the resolutions authorizing and directing such committees.

Section 4- The Chapter President and the Chapter Officers shall be Members ex-officio of all committees, excepting the Audit Committee and the Nominating Committee.

Section 5- Any Member of any committee may be removed at the discretion of those appointing such Member, with the exception of the Audit Committee.

Section 6- The majority of each committee shall constitute a quorum thereof.

Section 7- 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 MEETINGS - MEETINGS OF MEMBERS**

Section 1 - The Annual Meeting of the Chapter shall be held at the time and place established by the Board of Governors pursuant to Article IV, Section 10. In no case shall the Annual Meeting be held any earlier than February 1 or later than May 31 of the Chapter year.

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 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, as far as applicable and when not inconsistent with these Bylaws.

Section 2 - The rules of procedure may be suspended by two-thirds (2/3) vote of those present and voting 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 (2/3) vote of Members present and voting, provided that notice of the proposed change and of the meeting has been communicated to the membership at least ten days previous to the date of said meeting.