



## **BYLAWS – MARITIME CHAPTER**

### **ARTICLE 1, NAME**

This chapter of the Institute of Internal Auditors, Inc. (the “Institute”) shall be known as the Maritime Chapter (the “Chapter”).

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

The Chapter is empowered to perform any and all acts which are defined in the Certificate of Incorporation and the Bylaws of the Institute, and shall do nothing which is inconsistent with the provisions 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 and who, by written request, elect to become affiliated with the Chapter.

#### **Section 2**

Membership in the Chapter shall terminate on transfer to another Chapter’s area or because of resignation or termination for any of the causes set forth in the Bylaws of the Institute.

### **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:

- One three year governor for every ten (10) members (not including associates) and limited to a total of not more than twelve (12) 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 distribution shall be, where applicable, one (1)

elected for a one year term and one (1) 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 (1) 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 Directors, hold office for a period of one (1) full year beyond the unexpired part of the first year in which they were elected.

- The most recent past Chapter President who is not holding other office in the Chapter and who is still a member therein.

### **Section 3**

Nominations shall be coordinated through the Nominating Committee. Nominations must be received by March 31 of each year. Candidates nominated, including brief biographies, will be communicated by the Nominating Committee to members at least two (2) weeks prior to the date of the Annual Meeting. Members will be given the option of either sending their vote via email or at the Annual Meeting. To be considered in the voting process, email ballots must be submitted to the chair of the Nominating Committee by the date stipulated on the Nominating Committee report.

The Chair of the Nominating Committee will be the Past President or another individual as voted on by the Board of Governors.

### **Section 4**

Governors of the Chapter shall be elected at the Annual Meeting and shall hold office until the election of successors unless the term of the office terminates or is terminated as provided in the Bylaws of the Institute, or as provided in the Bylaws of the Chapter.

### **Section 5**

Governors shall be elected by a majority vote of members who have cast a ballot.

### **Section 6**

All Governors are eligible for election for successive terms.

### **Section 7**

Upon the recommendation from a Board or executive member, a Governor may be removed by a two-thirds vote of the Board provided such a 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 reelected by the members and, if reelected, may not again be removed by the Board for the same offense. Any Governor may be removed by 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 8**

If the office of any Governor shall become vacant by reason of death, resignation, or otherwise, except as provided in Section 7 of this Article, the Board of Governors is empowered to fill this office for the unexpired term.

### **Section 9**

If a Governor's IIA membership terminates for any reason, the office shall automatically become vacant.

### **Section 10**

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 11**

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 12**

The Board of Governors shall meet at least quarterly at such times and places as it may elect. Fifty percent (50%) of Governors constitute a quorum at all Board meetings. Notice of the meeting of the Board of Governors shall be communicated 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 13**

At all meetings of the Board of Governors, the majority vote of the Governors present to vote will decide issues except as provided elsewhere in these Bylaws.

### **Section 14**

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.

### **Section 15**

Any member of the Board of Governors who misses three (3) consecutive Board meetings will be removed from office. The Governor will be notified in writing by the President of their status within two (2) weeks from the date of the last missed Board meeting and may submit a written request to the President seeking reinstatement within two (2) weeks of receiving the notification of removal. This request should contain reasons for absenteeism and plan moving forward. Final decision regarding reinstatement will be voted on by the Board of Governors within two (2) weeks of receipt of the written application to the President.

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

### **Section 1**

The officers shall be a President Elect, President, Vice President Programs, Vice President Membership and Communication, Vice President Finance, Vice President Certification, and Secretary. No person shall hold more than one office at a time without approval by the Board.

Upon serving a one (1) year term as President Elect, the individual elected to that position will automatically serve as President for a two (2) year term, and then on the Board of Governors as Past President for a one (1) year term.

### **Section 2**

Nominations shall be coordinated through the Nominating Committee consistent with the guidance in the Chapter Succession Plan. Nominations must be received by March 31 of each year. Candidates nominated, including brief biographies, will be communicated by the Nominating Committee to members at least two (2) weeks prior to the date of the Annual Meeting. Members will be given the option of either sending their vote via email or at the Annual Meeting. To be considered in the voting process, email ballots must be submitted to the chair of the Nominating Committee by the date stipulated on the Nominating Committee report.

The Chair of the Nominating Committee will be the Past President or another individual as voted on by the Board of Governors.

### **Section 3**

Officers of the Chapter shall be elected at the Annual Meeting and shall hold office until the election of successors unless the term of the office terminates or is terminated as provided in the Bylaws of the Institute, or as provided in the Bylaws of the Chapter.

### **Section 4**

Officers, with the exception of President, shall be elected by a majority vote of members who have cast a ballot.

### **Section 5**

All officers, except for the President Elect and President, are eligible for election for successive terms. The President may only be eligible for election for a successive term in the event that the President Elect steps down before beginning their term as President, or the President Elect position is vacant. Terms are defined as one (1) year duration for all officer positions, except as noted in Article V, Section 1.

### **Section 6**

Upon the recommendation from a Board or Executive member, an officer may be removed by a two-thirds vote of the Board provided such an officer 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 officer along with the reasons. At the meeting, the office(s) made vacant shall be filled. An officer removed by the Board may be reelected by the members and, if reelected, may not again be removed by the Board for the same offense. An officer may be removed by 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 Chapter members.

### **Section 7**

If any office 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 an officer's IIA membership terminates for any reason, the office shall automatically become vacant.

### **Section 9**

The 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 of Governors.

### **Section 10**

Any officer who misses three (3) consecutive executive meetings will be removed from office. The officer will be notified in writing by the President of their status within two (2) weeks from the date of the last missed executive meeting and may submit a written request to the President seeking reinstatement within two (2) weeks of receiving the notification of removal. This request should contain reasons for absenteeism and plan moving forward. Final decision regarding reinstatement will be voted on by Board members within two (2) weeks of receipt of the written application to the President.

## **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. (S)He shall be responsible for the enforcement of the Bylaws of the Institute, and the Bylaws of the Chapter and the resolutions and proceedings of the Board of Directors and the Board of Governors. (S)He shall keep the President of the Board of Directors of the Institute and the Board of Governors of the Chapter fully informed of the affairs of the Chapter. (S)He shall also consult with the President of 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.

The duties and responsibilities of the President shall include, but not necessarily be limited to, the following: act as the main point of contact between the Chapter and the global headquarters; preside at all meetings of the Chapter and the Board of Governors; enforce the Bylaws of both the Institute and the Chapter; appoint all Chapter committee chairpersons and committee members, except as limited by the Chapter Bylaws; establish Chapter goals based on input from other officers and committee chairpersons; identify and implement services for Chapter members in order to better serve the needs of the membership; identify future leaders for local and international positions and ensure a succession plan; and represent the Chapter as required on Institute Committees such as the Chapter Relations Committee.

## **Section 2**

The Chapter's President Elect 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, (s)he shall perform the Chapter's duties.

## **Section 3**

The Chapter's VP Finance shall perform those duties delegated by the Chapter's President or prescribed by the Board of Governors. The duties and responsibilities of the VP Finance shall include, but not necessarily be limited to, the following: maintain the financial records of the Chapter and receive and disburse Chapter funds as approved by the Chapter Executive; prepare a preliminary budget based on input from committees for submission to the Executive and, subsequently, the Board of Governors for approval; prepare monthly financial reports with comparative budget figures for presentation to the Executive; make financial records available to the individual independently reviewing the Chapter's financial records and submit financial reports to the Institute as required; when requested, produce and distribute invoices related to attendance at Chapter events; follow up on outstanding amounts receivable; manage HST reporting to the Canada Revenue Agency; ensure a sound financial plan; and invest excess Chapter funds in accordance with any investment policies set by the Board of Governors.

## **Section 4**

The Chapter's Secretary shall perform those duties delegated by the Chapter's President or prescribed by the Board of Governors. (S)He shall make reports as required by the Board of Governors or as 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 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, (s)he 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.

The duties and responsibilities of the Secretary shall include, but not necessarily be limited to, the following: prepare, publish, and maintain all minutes of meetings of the Chapter Executive, the Board of Governors and the Chapter; maintain Chapter records,

including storage/retention of Chapter documents (current and historical records) such as the Bylaws, Strategic Plan, Policies, minutes, budgets, and other relevant Chapter management/governance documentation; establish and maintain a system of tracking and reporting Chapter Achievement Points (CAP); and perform as corresponding secretary for the Chapter.

### **Section 5**

The Chapter's VP Programs shall perform those duties delegated by the Chapter's President or prescribed by the Board of Governors. The duties and responsibilities of the VP Programs shall include, but not necessarily be limited to, the following: assume primary responsibility for education programs, including coordination of Chapter events such as meetings, pre-meeting seminars, seminars and conferences; and provide direction and support to the Programs Committee.

### **Section 6**

The Chapter's VP Certification shall perform those duties delegated by the Chapter's President or prescribed by the Board of Governors. The duties and responsibilities of the VP Certification shall include, but not necessarily be limited to, the following: assume primary responsibility for communication with members enrolled in, or considering, the CIA or other IIA certification programs, which could include the establishment of study groups and/or answering program-related questions; coordinate the annual CIA Graduation/Member Luncheon; and coordinate the receipt and distribution of IIA certificates to program graduates.

### **Section 7**

The Chapter's VP Membership and Communication shall perform those duties delegated by the Chapter's President or prescribed by the Board of Governors. The duties and responsibilities of the VP Membership and Communication shall include, but not necessarily be limited to, the following:

- a Website duties: keep the website relevant, current and accurate; comply with all requirements set forth by the Institute, including privacy; respond in a timely manner to requests to publicize job postings, Chapter events, Chapter news, and other items of interest to the membership; and act as a liaison between the public and the Chapter by responding in a timely manner to questions or inquiries submitted.
- b Membership duties: develop annual membership recruitment and retention plan; perform periodic downloads of the membership data (quarterly at a minimum) and review to verify that all Chapter officers and Board of Governors are current Institute members, identify and welcome new members, and identify and perform exit interviews with members who have resigned or not renewed their memberships; develop and coordinate the Chapter's awards program to recognize and celebrate the achievements and/or services of notable Chapter members / volunteers; coordinate publication and mailing lists for meeting notices, newsletters, and directories; establish communication flow concerning Chapter member issues among all committees; and notify members of all Chapter events.

### **Section 8**

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 9**

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: an Audit Committee of one (1) member, not an officer or governor; and a nominating Committee consisting of the President, immediate Past President and at least two (2) other members who are not presently serving 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 Board.

### **Section 3**

The Chapter President and the Chapter Secretary shall be members ex-officio of all committees, excepting the Audit Committee.

### **Section 4**

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

### **Section 5**

The majority of each committee shall constitute a quorum thereof.

## **ARTICLE VIII, ANNUAL MEETING - MEETING OF MEMBERS**

### **Section 1**

The Annual Meeting of the Chapter shall be the last meeting of the Chapter year and shall be held on or before the 1<sup>st</sup> day of July each year.

### **Section 2**

The Chapter's financial reporting period is from May 1 to April 30 each 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 Bylaws.

**ARTICLE IX, AMENDMENTS TO BYLAWS**

These Bylaws may be amended or repaired at any regular or special meeting of the Chapter by two-thirds vote of members present and voting, provided that written notice of the proposal change and of the meeting has been mailed at least fourteen (14) days previous to the date of said meeting.