

**LEHIGH VALLEY CHAPTER  
THE INSTITUTE OF INTERNAL AUDITORS  
BYLAWS**

**ARTICLE I -- NAME**

This Chapter shall be known as The Institute of Internal Auditors, Inc., Lehigh Valley Chapter.

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

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

(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 each year and shall hold office until the election of successors, unless the term of office shall terminate or be terminated as provided by the Bylaws of The Institute of Internal Auditors, Inc., or as provided elsewhere in these Bylaws of the Lehigh Valley Chapter.

Section 5 Governors shall be elected by majority vote members present and voting at the Chapter's annual meeting.

- Section 6 Any Governor may be removed for a cause by 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 re-elected, may not again be removed by a two-third 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 of 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 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 annual meeting 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. As soon as possible after the annual meeting, the Board of Governors shall meet and determine the number of Governors who shall constitute a quorum at all Board meetings in the Chapter year. At this meeting, at least half of the Board members must be present and voting. 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 any action taken thereat.
- Section 12 At all meetings of the Board of Governors, the majority vote of 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 officers shall be a Chapter President, Chapter Vice President(s), Chapter Secretary and a Chapter Treasurer. No person shall hold more than one office at a time. Chapter membership is a requisite for election and holding these offices.
- 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 each year, and shall hold office until the election of successors unless the term of office shall terminate as provided in the Bylaws of The Institute of Internal Auditor, Inc., or as provided elsewhere in these Bylaws of the Lehigh Valley Chapter.
- Section 4 Offices shall be elected by majority vote of members present and voting at the Chapter's annual meeting.
- Section 5 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 a special meeting, the office or offices made vacant by such action of the Board shall 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 of 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 6 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 7 Officers shall be eligible for re-election, except that the President shall not serve successive terms.
- Section 8 If the membership in The Institute of any officer shall for any reason terminate, his office shall automatically become vacant.
- Section 9 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 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 of the Board of Governors. He shall keep the President and 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 Vice President 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.
- 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 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 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. 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. The books of account shall be kept under his jurisdiction. He shall make reports as required by the Board of Directors 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. Upon 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 be present, or if the Chapter Secretary be absent, then a Chairperson 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 except the Chapter Secretary where the Board of Governors so directs. Officers may be reimbursed for the 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 of one Member, not an Officer or Governor.  
(b) A nominating Committee 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 these standing committees appointed by the Chapter President:  
(a) A Membership Committee with a minimum of three and a maximum of nine members.  
(b) An Admissions Committee with a minimum of one and a maximum of three members.  
(c) A Certified Internal Auditor Examination Committee.
- Section 3 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 number of such committee to be appointed by the President, by the Board, or by the members.

#### **ARTICLE VIII -- ANNUAL MEETING**

- Section 1 The annual meeting of the Chapter shall be held at such place and on such date as determined by the Board of Governors.
- Section 2 The Chapter year shall begin on June 1 each year and continue through May 31 of the following 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 -- 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 (revised) so far as is applicable and when not inconsistent with the Bylaws.
- Section 2 The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.

#### **ARTICLE X -- INTERPRETATION OF BYLAWS**

All questions of interpretation of the Bylaws shall be decided by the Board of Governors.

#### **ARTICLE XI -- AMENDMENT TO BYLAWS**

Bylaws 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.