



CHAPTER BYLAWS (REVISED MARCH 2012)
THE INSTITUTE OF INTERNAL AUDITORS
THE ATLANTA CHAPTER

ARTICLE I – NAME

This chapter of The Institute of Internal Auditors shall be known as the Atlanta Chapter.

ARTICLE II – MISSION

The IIA Atlanta Chapter has its mission to be the primary professional association dedicated to the promotion and development of the practice of internal auditing in the Greater Atlanta Metropolitan Area. This shall include, but is not limited to, the following:

- Providing comprehensive professional development activities;
- Researching, disseminating, and promoting to its members and to the public, knowledge and information concerning internal auditing, including internal control and related subjects;
- Establishing meetings in order to educate members and others as to the practice of internal auditing;
- Bringing together internal auditors to share information and experiences in internal auditing and promoting education in the field of internal auditing; and
- Working with colleges and universities to promote the Internal Audit profession to their students.

ARTICLE III – ADHERENCE TO CORPORATE CHARTER

The Atlanta Chapter is empowered to perform any and all acts which are defined in 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 IV – CHAPTER MEMBERSHIP

Section 1.

The Chapter membership shall consist of those duly admitted to any of the classes of membership 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 that, 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 V – 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 executive officers of the chapter:
 - Chapter President
 - Chairman of the Board
 - Chapter Senior Vice President and Chief Operating Officer
 - Chapter Chief Financial Officer – Treasurer
 - Chapter Vice President and Secretary
 - Chapter Vice President for Membership
 - Chapter Vice President for Volunteer Resources
 - Chapter Vice President for Programs

- b) Up to 25 governors that are elected by the membership for a three (3) year term.

Section 3.

Nominations to the Board of Governors shall be made by the Nominating and Governance Committee. In addition, nominations may be made by members from the floor. The Nominating and Governance Committee will recommend a slate of potential Officers and Governors for consideration by the Board of Governors. Any nominees for Chapter President should be a CIA upon taking office. While not required of other elected positions, the Nominating and Governance Committee should encourage all other elected positions to obtain professional certifications. This slate of individuals shall be approved by the Board and shall be presented to and voted on by the membership at large. The approved slate of candidates must be communicated to the membership at least fifteen (15) days before the membership vote, which must occur prior to the completion of a chapter year (May 31). Election of chapter officers shall be specified in Article VI.

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 is terminated or terminates as provided in the *Bylaws* of The Institute of Internal Auditors, Inc., or as provided in the *Bylaws* of the Atlanta Chapter.

Section 5.

Governors shall be elected by a majority vote of members present during a specially programmed election meeting held during the Annual Member Meeting specified in Article IX.



Section 6.

A governor may be removed by a two-thirds vote of the Board of Governors present 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 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 re-elected by the members and, if re-elected, may not again be removed for the same alleged 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 Vice President and Secretary upon written petition of one hundred 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 made in writing to the Chapter President and such resignation shall become effective when received.

Section 10.

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. Regular meetings of the Board of Governors or the Executive Committee, or any special meetings of either body may take place in person or by teleconference, videoconference, or other means by which all attendees are in audible contact. In addition, voting on Board or Committee action via electronic means (i.e., e-mail) is acceptable.

Section 11.

The Board of Governors shall meet at least quarterly at such times and places as it may elect. A quorum at all in person and telephonic Board and Executive Committee meetings shall consist of the attendance of a minimum of 51% of the voting members. For votes conducted via e-mail, 51% of voting members constitute a quorum. Notice of the meetings of the Board of Governors shall be mailed, or e-mailed, by the Chapter Vice President and Secretary or as the Board may otherwise direct, but no failure or defect of notice shall invalidate the meeting of any business transacted or action taken thereafter.

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 the *Bylaws* of the Atlanta Chapter.



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 or as authorized in the budget and/or Board-approved operating policies.

ARTICLE VI – EXECUTIVE OFFICERS AND THEIR ELECTION

Section 1.

The executive officers shall be:

- Chapter President
- Chairman of the Board
- Chapter Senior Vice President and Chief Operating Officer
- Chapter Chief Financial Officer - Treasurer
- Chapter Vice President and Secretary
- Chapter Vice President for Membership
- Chapter Vice President for Volunteer Resources
- Chapter Vice President for Programs

- The officer's term of service shall be for one (1) year.
- Only members (not including Associate, Educational, or Student Members) shall be eligible for election to the Office of Chapter President.
- No person shall hold more than one (1) office at a time.
- Executive officers shall be eligible to hold the same office for two (2) consecutive terms.
- Executive officer positions held for a partial year shall not be counted as a consecutive term for the purposes of calculating the two (2) consecutive term limits.

The Board of Governors may establish exceptions to these conditions as needed, specifically, the same individual may hold multiple positions and/or the number of consecutive terms may be extended with prior notice to the Chapter membership by posting on the chapter website and through e-mail no later than two (2) weeks prior to the scheduled Board of Governors meeting. Said notice shall specify that the officer's term of office would exceed the two-year limit.

Section 2.

Nominations shall be made by the Nominating and Governance Committee and, in addition, may be made from the floor. The Nominating and Governance Committee will recommend a slate of potential Officers and Governors for consideration by the Board of Governors. Any nominees for Chapter President should be a CIA upon taking office. While not required of other elected positions, the Nominating and Governance Committee should encourage all other elected positions to obtain professional certifications. This slate of individuals shall be approved by the Board and shall be presented to and voted on by the membership at large. The approved slate of candidates must be communicated to the membership at least fifteen (15) days before the membership vote, which must occur prior to the completion of a chapter year (May 31).

Section 3.

Officers of the chapter shall be elected prior to May 31 and shall assume their duties as of June 1 each year.



Section 4.

Officers shall be elected by a majority vote of members present at a meeting called for this purpose.

Section 5.

An officer may be removed for cause by a two-thirds vote of the Board of Governors present 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 thirty (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 alleged 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 Chapter Vice President and Secretary upon written petition of one hundred (100) 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 may be eligible for two (2) consecutive terms.

Section 8.

If an officer's membership in The Institute of Internal Auditors, Inc., for any reason, terminates, the office shall automatically become vacant.

Section 9.

An officer's resignation shall be made in writing to the Chapter President and such resignation shall become effective when received.

ARTICLE VII – DUTIES OF OFFICERS

Section 1.

The Chapter 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. The president shall be responsible for the enforcement of the *Bylaws* of The Institute of Internal Auditors, Inc., and the *Bylaws* of the Atlanta Chapter and the resolutions and proceedings of the Board of Directors and of the Board of Governors; shall keep The Institute of Internal Auditors, Inc. and the Board of Governors of the chapter fully informed of the affairs of the chapter; and shall also consult with The Institute of Internal Auditors and the Board of Governors of the chapter, whenever necessary, concerning the business of the chapter and its activities.



Section 2.

The Chairman of the Board shall assist the Chapter President and Board of Governors as requested with duties and matters pertaining to the chapter and will be available for assistance and counsel on chapter business including long range planning. The Chairman of the Board shall remain active in committee work as designated by the Chapter President. The Chairman of the Board will also serve as the Chairman of the Nominating and Governance Committee.

Section 3.

The Chapter Senior Vice President and Chief Operating Officer shall have the responsibility to oversee the operational aspects of the chapter. This shall include ensuring that all reports and forms required by The Institute of Internal Auditors, Inc., are prepared and submitted timely. This position will monitor the Chapter Achievement Program (CAP) and work with the various vice presidents to modify existing initiatives and/or create new initiatives. If a vice president is unable to participate in a scheduled Board of Governors meetings, the Senior Vice President and Chief Operating Officer may report to the board on behalf of that vice president.

Section 4.

The Chapter Chief Financial Officer – 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. The treasurer shall make periodic reports as required by The Institute of Internal Auditors, Inc. and any other reports that the Board of Governors may require. The treasurer shall be the disbursing officer of the chapter. The Board of Governors of the chapter may authorize the bonding of the chapter treasurer. At the termination of the treasurer's term of office, the treasurer shall turn over to the Board of Governors all funds, records, papers, books, documents and all other property of the chapter having to do with the financial or other transactions or business 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 Chapter President will be authorized to appoint a Deputy/Assistant CFO, but said Deputy shall not be a member of the Board of Governors.

Section 5.

The Chapter Vice President and Secretary shall perform those duties delegated by the Chapter President, or delegated by the Board of Governors of the Chapter. The secretary shall make reports as required by the Board of Governors or as required by The Institute of Internal Auditors, Inc. The secretary shall do any and all other things normally required by a chapter's secretary to keep The Institute of Internal Auditors, Inc. 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 the term of office, the secretary 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 of office.



Section 6.

The Chapter Vice Presidents shall have such duties and powers as may be prescribed by the Board of Governors or delegated by the Chapter President and not otherwise inconsistent with these Bylaws.

- a) Chapter Vice President for Membership. This position will be responsible for overseeing any membership initiatives at the Board of Governor's or Executive Committee's direction.
- b) Chapter Vice President for Volunteer Resources. This position will be responsible for maintaining a database of current and potential volunteers, and working with the Board of Governors to determine how to best deploy the volunteers.
- c) Chapter Vice President for Programs. This position shall be responsible for directing and overseeing all educational offerings put on by the chapter, whether they are chapter meetings, seminars or conferences. Volunteers responsible for chapter program events would report directly to this position. This position may also chair the conference program sub-committees, or have direct liaison with other individuals serving in that capacity.

Section 7.

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 8.

The officers of the chapter shall receive no salaries for their services. Officers may be reimbursed for expenses incurred in the performance of their duties subject to approval by the Board or as authorized in the budget and/or Board-approved operating policies.

The Board of Governors may authorize hiring individual(s) to handle certain administrative or other tasks on behalf of the Chapter. Compensation may be authorized for these individual(s) by the Board of Governors.

ARTICLE VIII - COMMITTEES

Section 1.

There shall be these standing committees appointed by the Board of Governors:

- a) The Executive Committee shall be responsible for overseeing and approving the ongoing activities and decisions of the chapter. The Executive Committee shall also be responsible for strategic planning, subject to the approval of the full Board of Governors, and provide direction and leadership of key initiatives. The Executive Committee shall meet monthly, or at whatever frequency is deemed necessary to oversee the week-to-week operations of the chapter.
 - a. The Executive Committee shall oversee any ad-hoc sub-committees. The establishment of sub-committees is based on annual and multi-year chapter initiatives, and is subject to approval, revision, or abolishment as needed by a two-thirds vote of the Board of Governors. The President shall appoint Committee Chairs and Members with the approval of the Executive Committee and Board of Governors.



- b. The Executive Committee shall be composed of the following members:
 - Chapter President
 - Chairman of the Board
 - Chapter Senior Vice President and Chief Operating Officer
 - Chapter Chief Financial Officer - Treasurer
 - Chapter Vice President and Secretary
 - Chapter Vice President for Membership
 - Chapter Vice President for Volunteer Resources
 - Chapter Vice President for Programs
 - c. The Executive Committee shall also include the Chairperson for standing and ad-hoc committees.
 - d. The Executive Committee may invite any Board of Governor member to attend an Executive Committee meeting as needed.
- b) The Audit Committee shall be responsible for overseeing the annual review of the Atlanta Chapter financial report. The Audit Committee may also assess the effectiveness of governance, risk management, and control activities within the Atlanta Chapter. The Audit Committee shall be chaired by a chapter member who is neither an officer nor governor of the Chapter. The Audit Committee shall maintain a Charter that further defines its role and mission. The Audit Committee Charter shall be approved by the Board of Governors.
 - c) The Nominating and Governance Committee shall consist of the Chairman of the Board and at least two (2) other Members. This Committee shall be appointed by the Board of Governors. None of the members of the Nominating and Governance Committee can be currently sitting for election or re-election. The duties of the Nominating and Governance Committee are to evaluate qualified candidates for the Officer and Governor positions that will become vacant at the end of the current chapter year. The Nominating and Governance Committee will also recommend nominations for the IIA Global Call for Volunteers to the Board of Governors for their approval.
 - d) The Programs Committee shall be chaired by the Chapter Vice President for Programs and shall be responsible for directing and overseeing all educational offerings sponsored by the Chapter, whether they are chapter meetings, seminars or conference.
 - e) The Membership and Certifications Committee shall be chaired by the Chapter Vice President for Membership and shall oversee membership matters at the chapter level including certifications, maintaining/increasing membership levels, greeting new members and any membership related matters.
 - f) The Academic Relations Committee shall oversee relationships and activities involving institutions of higher education in the State of Georgia. The main purpose of this Committee is to promote the Internal Auditing profession among the students, faculty and administration of these institutions of higher education.
 - g) The Finance and Budget Committee shall be chaired by the Chapter Chief Financial Officer – Treasurer and shall be responsible for developing an annual budget and reviewing financial reports prepared by the Chief Financial Officer - Treasurer. The Committee shall also be responsible for creating and maintaining an accounting procedures manual for use by the Chapter.



ARTICLE IX – ANNUAL MEMBER MEETING

Section 1.

The date of the Annual Meeting of the Chapter shall be designated by the Board of Governors with advance notice given to Chapter membership.

Section 2.

The Chapter Year is the fiscal year beginning June 1. The officers elected at each annual meeting shall assume office on June 1, following their election with terms ending the following May 31st.

ARTICLE X – CHAPTER MEETINGS

Section 1.

There shall be at least nine (9) member meetings each Chapter year except the Board of Governors may authorize meeting cancellations or postponements when circumstances dictate. Social activities, if open to all members, may be considered as Chapter meetings.

ARTICLE XI – RULES OF PROCEDURE

Section 1.

The rules of procedure at meetings of the Chapter, the Board of Governors, and Committees shall be according to Roberts Rules of Order when not inconsistent with these *Bylaws*.

ARTICLE XII – AMENDMENTS OR REVISIONS TO BYLAWS

These Bylaws may be amended or revised at any regular or special meeting of the Chapter by two-thirds vote of members present and voting, provided that written notice of the proposed change and of the meeting has been distributed at least ten (10) days previous to the date of said meeting.

ARTICLE XIII – DISSOLUTION

The chapter shall use its funds only to accomplish the objectives and purposes specified in these Bylaws. No part of said funds shall inure, or be distributed to the members of the chapter. On dissolution of the chapter, any funds remaining shall be forwarded to The Institute of Internal Auditors Global Headquarters in Altamonte Springs, Florida.