

**THE INSTITUTE OF INTERNAL AUDITORS, INC. - WINNIPEG CHAPTER
Bylaws**

ARTICLE I – NAME

This Chapter shall be known as the Institute of Internal Auditors, Winnipeg, Chapter. The Chapter may also be referred to as Winnipeg Internal Auditors (or "WIA"), a proud and active chapter of, The Institute of Internal Auditors. In keeping with its relationship with the global body, the Winnipeg Internal Auditors or WIA name and logo will always refer to its relationship with the IIA *as a proud and active Chapter of the Institute of Internal Auditors.*

ARTICLE II – ADHERENCE TO CORPORATE CHARTER

- Section 1
Amended The chapter is a not-for-profit organization dedicated to the promotion and development of the practice of internal auditing.
- Section 2 The Winnipeg 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 resolutions incorporated in the minutes of The Institute meetings and the meetings of the Board of Directors.
- Section 3
Amended In these Bylaws:
- (a) “Board” means the Board of Directors of The Institute of Internal Auditors, Winnipeg Chapter defined under Article IV;
 - (b) “Bylaw” means these bylaws;
 - (c) “Institute” means the Institute of Internal Auditors, Inc.; as incorporated in 1941 under the laws of the State of New York, including any of its subsidiary governing committees;
 - (d) “Member” means a member of the Institute admitted under Article III;
 - (e) “Chapter” means the Institute of Internal Auditors, Winnipeg Chapter; located in the city of Winnipeg, of the Province of Manitoba, Canada.
 - (f) “Director” means a Member elected to the Board of Directors of The Institute of Internal Auditors, Winnipeg Chapter defined under Article IV

ARTICLE III – CHAPTER MEMBERSHIP

- Section 1 The Chapter membership shall consist of those duly admitted 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 Chairperson, of the Membership Committee, 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 or because of resignation or termination for any of the causes set forth in the Bylaws of The Institute of Internal Auditors, Inc.

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Section 3 Upon receipt of nomination by two Members in good standing of the Chapter, the Board in accordance with such rules and procedures, as it may from time to time deem appropriate, may confer or deny the status of Honourary Member upon any former Member of the Chapter and determine the privileges of and duties attaching to Honourary Membership.

ARTICLE IV BOARD OF DIRECTORS AND THEIR ELECTION

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

Section 2 The Board of Directors shall be constituted as follows:

- a) Directors elected from Members in good standing. The number of Directors may be established and revised from time to time by resolution of the Board of Directors as deemed appropriate to represent Chapter Membership and to support Chapter initiatives. The number of Directors is determined such that the total number of Members of the Board, including those Members identified in (b) and (c) is not less than twelve (12) or more than twenty (20).
- b) The Executive of the Chapter, which are the Chapter President, the Chapter Vice-President(s), the Chapter Secretary, and the Chapter Treasurer.
- c) The most recent Chapter Past President, not holding any other elective office in the Chapter and who is still a Member in good standing of the Chapter.

Section 3
New

All Directors will be elected for a term of two years. No Director may serve for more than 10 consecutive years.

For transitional periods and subsequent years, the terms of each position is documented in the slate of nominations as presented to the Members at the time of election.

Any Director wishing to change his/her position on the Board can do so prior to the end of their two year term by seeking a new nomination for the different position.

Section 4
Amended The initial Slate of Nominations shall be made by the Nomination Committee no later than 30 days prior to the date of the election of the Board, and, in addition, nominations may be made from the floor if the election is held at a general meeting of the Membership.

Section 5
Amended All Members of the Chapter, in good standing, are eligible to vote in the election of the Board of Directors. Election of Chapter Board of Directors and Executives shall take place annually before the end of the fiscal year (May 31). An election by secret ballot shall be required only if the number of nominees exceed the number of positions to be filled either as Director or Executive. The Directors and Executives shall be elected by a plurality of ballots so cast. In the

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event of a tie, the Chapter President or the presiding Officer shall cast the deciding vote.

- Section 6 Any Director or Executive may be removed for cause by a two-thirds (2/3) vote of the Board, provided such Director shall have been granted an opportunity for a hearing before the Board. If such removal be voted by the Board, the office or offices made vacant shall be filled. Upon written petition of at least one-fifth (1/5) of the Chapter Members, the question of removal of any Director must be referred to the Chapter Members in a meeting to be held within thirty (30) days of the receipt of the petition.
- Section 7 **New** Attendance by the Directors at regularly scheduled Chapter Board meetings is required as part of maintaining a position on the Board.
a) Any Director who fails to attend three (3) meetings without regrets, or
b) Any member of the Executive who fails to attend four (4) consecutive meetings,
will cause a special vote of the Board of Directors to determine whether or not that Director should be removed from the Board, in accordance with Article IV, Section 6.
- Section 8 **Amended** If the office of any Director or Executive shall become vacant by reasons of death, resignation or otherwise, the Board of Directors is empowered to fill such office for the unexpired term.
- Section 9 Directors and Executives shall be eligible for re-election, unless barred by other provisions contained elsewhere in these Bylaws.
- Section 10 If the Membership in the Chapter of any Director or Executive shall for any reason terminate, his office as Director shall automatically become vacant.
- Section 11 The resignation of any Director or Executive shall be tendered in writing to the Board of Directors and may be acted on at any regular or special meeting of the Board.
- Section 12 The Board of Directors shall have the power to fix the time and place for each annual meeting and each special meeting of the Chapter. Should the Board fail to fix a time and place for any annual meeting within a period of eleven (11) months after the last annual meeting, the Chapter President shall fix a time and place.
- Section 13 **Amended** The Board of Directors shall meet no less than four (4) times per year at such times and places as it may elect. Attendance at meetings may be in person, by conference call, or live video meetings. . Notice of the meetings of the Board of Directors shall be made by the President 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 14 **New** The quorum for the year will be a minimum of greater than 50% of the Directors. In the event that quorum cannot be achieved, motions may be tabled but must be deferred for voting until quorum has been achieved at the next Board meeting.

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Section 15 At all meetings of the Board of Directors the majority vote of Directors present and voting will decide all issues except as provided elsewhere in these Bylaws.

Section 16 Neither Directors nor Executive of the Chapter shall receive salaries or fees for their services, but may be reimbursed for expenses incurred in the performance of their duties subject to such approval as may be determined by the Board.

ARTICLE V – DUTIES OF DIRECTORS AND EXECUTIVE

Section 1 **Amended** The Chapter President shall be the executive head of the Chapter. The President shall:

- a) Be the main point of contact for the Members and general public unless otherwise specified;
- b) when present, preside at all meetings of the Chapter, of the Board of Directors, and the Nominating Committee;
- c) be responsible for the enforcement of Bylaws of The Institute of Internal Auditors, Inc. and these Bylaws of Chapter and the resolutions and proceedings of the Board of Directors of the Institute and the Board of the Directors of the Chapter;
- d) keep the Institute, Regional Representative, District Representative and the Board of Directors of the Chapter fully informed on the affairs of the Chapter;
- e) consult with the Institute and the Board of Directors of the Chapter, when necessary, concerning the business of the Chapter and its activities;
- f) ensure the development of long term plans and alignment of annual operating plans with the long term plans;
- g) ensure that all necessary books and records of the Chapter required by the Bylaws or by any applicable statute are regularly and properly kept;
- h) be a signing authority at the Chapter's banking institution;
- i) shall sign all contracts of material nature;
- j) shall confirm annually with the IIA the existence of Director Liability and General Liability insurance coverage for the Chapter.

Section 2 **Amended** The Chapter Vice-Presidents shall:

- a) have such duties and powers as may be prescribed by the Board of Directors or delegated by the Chapter President;
- b) in the absence or disability of the Chapter President, perform the duties of the Chapter President; and
- c) be a signing authority at the Chapter's banking institution

Section 3 **Amended** The Chapter Treasurer shall:

- a) keep full and accurate accounts of all financial transactions for a period of no less than seven (7) years including receipts and disbursements of the Chapter in proper books of account;
- b) prepare preliminary budget based on input from the Executive committee for submission for approval to the Board;
- c) deposit all monies and other valuable effects in the name of, and under the

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- credit of the Chapter in such financial institution as may, from time to time, be designated for the purpose by the Board;
- d) disburse the funds of the Chapter under the direction of the Board, keeping proper vouchers therefore;
 - e) be a signing authority at the Chapter's banking institution;
 - f) render to the Board at regular meetings thereof, or when required, an account of all transactions as Treasurer and of the financial position of the Chapter;
 - g) arrange the annual audit and acceptance of the Auditor's report; and
 - h) perform such other duties as may, from time to time, as required by the Board.

Section 4 The Chapter Secretary shall:

Amended

- a) perform those duties delegated by the Chapter President or prescribed by Board of Directors;
- b) make reports as required by the Board of Directors or the Institute;
- c) record the names of the Members present at any business meeting of the Chapter and of the Board and the minutes of all proceedings, which shall be transcribed and authenticated by resolution of the Board of Directors;
- d) maintain 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; and
- e) be a signing authority at the Chapter's banking institution.

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

Section 6 The Directors shall:

Amended

- a) be responsible for establishing the Bylaws and polices of the Chapter;
- b) approve the auditors, audit fee, and acceptance of the Auditor's report;
- c) prepare a long term plan with annual updates setting out the mission, vision, and long term goals of the Chapter;
- d) approve the annual operational plans and budget as prepared by the Executives;
- e) arrange the Annual General Meeting;
- f) arrange the appointment/election of the Board of Directors; and
- g) regularly attend Board meetings and participate as set out in the Bylaws.

ARTICLE VI – COMMITTEES

Section 1 The Chairperson of the each Committee established by the Board shall be a Director. Additional members of each Committee may include non-Members employed by IIA Member companies. Each member of a Chapter Committee shall be cognizant of the responsibilities common to all Chapter Committees as defined in the Institute's Chapter Manual.

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- Section 2 The Executive Committee shall consist of the President, the Vice Presidents, the
New Treasurer, and the Secretary. The Executive Committee members shall
- a) meet at minimum once annually;
 - b) each have signatory at the Chapter Bank All Chapter cheques shall be signed by any two (2) members of the Executive Committee; and
 - c) shall ensure that the Chapter's strategic goals and objectives are current.
- Section 3 The Audit Committee shall be comprised of one active Director of the Board and
New two Members independent of the Board. The Audit Committee shall meet no less than twice a year and shall:
- a) review the annual audited financial statements and recommend their approval to the Board;
 - b) review the annual budget;
 - c) recommend to the Board the external auditor and the audit fee for the annual audit; and
 - d) review any management letters or communications with the auditors.
- Section 4 There shall be a Nominating Committee consisting of the President, Past
President, one Vice President and any additional members as recommended by the President and approved by the Board. Notice of the Call for Nominees to the Board shall be sent to all Membership at least 45 days prior to the next board election. The Nominating Committee will provide a draft slate of nominees to the membership at minimum 30 days prior to the date of the next Board election.
- Section 5 There shall be such other committees as may be authorized and directed by the Board of Directors as deemed necessary to carry on the activities of the Chapter.
- Section 6 The Chapter President shall be an ex-officio member of all committees.
- Section 7 Any Member of any committee may be removed at the discretion of those appointing such Member.
- Section 8 The majority of each committee shall constitute a quorum thereof.
- Section 9 The Board of Directors shall approve the Terms of Reference of any Committee established under this Bylaw and shall ensure the annual review of any such Terms of Reference.

ARTICLE VII – ANNUAL MEETING – MEETING OF MEMBERS

- Section 1 The annual meeting of the Chapter shall be held before the 1st day of June each year at such time and place and on such date as may be determined by the Board of Directors for the purpose of electing or appointing the Board for following year as herein provided, to receive reports, and to transact such other business as may be presented. Notice of the meeting shall be communicated no less than thirty (30) days before the date of the meeting to each member entitled to vote at such meetings.

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- Section 2 The Chapter fiscal year is June 1 to May 31.
- Section 3 At all Chapter meetings, a majority vote of Chapter Members present and voting will decide all issues except as provided elsewhere in these Bylaws.

ARTICLE VIII – RULES OF PROCEDURE

- Section 1 The rules of procedure at meetings of the Chapter, of the Board of Directors, and of Committees, shall be according to Roberts Rules of Order, so far as it is applicable when not inconsistent with these Bylaws.
- Section 2 The rules of procedure may be suspended by two-thirds vote of those present and voting at any meeting.

ARTICLE IX – AMENDMENTS TO BYLAWS

The Board of Directors shall review these Bylaws at least annually. These Bylaws may be amended or repealed at any regular or special meeting of the Chapter by a two-thirds vote of Chapter Members present and voting, provided that written notice of the proposed change and of the meeting has been communicated at least ten (10) days previous to the date of said meeting.

Amended May 27, 2003
Amended May 23, 2007