

Chapter Bylaws

ARTICLE I - NAME

This chapter shall be known as The Institute of Internal Auditors, Inc., North Jersey Chapter.

ARTICLE II - ADHERENCE TO CORPORATE CHARTER

The NORTH JERSEY 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 the provisions and with the pronouncements and resolutions incorporated in the minutes of the Institute meetings and the meetings of the Board of Governors.

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 of Internal Auditors, Inc. and who are located in the Chapter's area and any others not located in the Chapter's area who, by written request, 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.

ARTICLE IV - BOARD OF GOVERNORS, OFFICERS AND THEIR ELECTION

- Section 1 The determination of the policies of the Chapter shall be vested in a Board of Governors ("Board"). Members, Associate Members, Educational Members, Student Members, and Retired Members shall be eligible for election to the Board. However, there shall at all times be a majority of Members on the Board.
- Section 2 The elective officers shall be a Chapter President, Chapter Vice Presidents, Chapter Secretary, and a Chapter Treasurer. Only members shall be eligible for election to the office of President. Members, Associate Members, Educational Members, Student Members and Retired Members, shall be eligible for election to all other offices. No person shall hold more than one office at a time. Officers will hold office for one-year terms with the exception of the President that will hold a two-year term.
- Section 3 The Board of Governors shall be constituted as follows:
- a. The Officers of the Chapter.
 - b. One Governor for each fifty (50) Members limited to a total of not more than twelve (12) Governors, to be elected for a period of one year. Immediate Past Presidents will serve as Chairman of the Board until the next President is elected to provide guidance and oversight to the incoming President. All Governors may be re-elected for one year terms thereafter.

- Section 4 Governors and Officers of the Chapter shall be elected by majority voice vote at the Annual Meeting (or electronic equivalent) and shall hold office until the election of successors, unless the term of office shall terminate or be terminated as provided in the Bylaws of the Institute of Internal Auditors, Inc. or as provided elsewhere in these Bylaws of the North Jersey Chapter.
- Section 5 Nominations shall be made by the Nominating Committee and, in addition, nominations may be made from the floor (or electronic equivalent). The Nominating Committee shall prepare a list of nominees for election as Governors and Officers and submit said list to the Secretary who shall mail a copy of the list to each MEMBER, Associate Member, Educational Member, Student Member, and Retired Member of the Institute at least ten (10) days in advance of the Annual Meeting. The ability to place a vote electronically will also be provided through this mailing.
- Section 6 Governors and Officers shall be elected by a majority vote of Members, Associate Members, Educational Members, Student Members, and Retired Members present and voting at the Annual Meeting (or electronic equivalent).
- Section 7 Governors and Officers elected to the Board must attend a minimum of two-thirds of the Board meetings (three meetings must be in person and the remainder by phone) when they are given two months notice. They must also attend two of the educational or network offerings provided by the chapter, or they must send a paying participant in their place. Noncompliance to this bylaw will result in a vote by the officers and board members (a two-thirds majority required) as to whether or not the person will be removed from their board position.
- Section 8 Any Governor or Officer may be removed for cause by a two-thirds vote of the Board, provided such Governor or 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 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, Officer or Officers, and reason for such action. At such meeting, the office or offices made vacant by such action of the Board shall be filled. A Governor or Officer removed by the Board may be re-elected by the Members, Associate Members, Educational Members, Student Members, and Retired Members and if so re-elected may not again be removed by the Board for the same cause. Any Governor or Officer may be removed by a two-thirds vote of the Members, Associate Members, Educational Members, Student Members, and Retired 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, Associate Members, Educational Members, Student Members and Retired Members by the Chapter Secretary upon written petition of one-fifth of the Members, Associate Members, Educational Members, Student Members, and Retired Members.
- Section 9 If the office of any Governor or Officer shall become vacant by reason of death, resignation, termination of membership, or otherwise except as provided in Section 7 of this article, the Board of Governors is empowered to fill such office for the unexpired term.

- Section 10 Governors and Officers shall be eligible for re-election, except that Officers may be re-elected twice to a successive term in a particular position providing his original expiring term in that position has been for a full twelve month period.
- Section 11 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 12 The Board of Governors shall meet at least twice annually, at such times and places as it may elect.
- Section 13 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. A quorum (one more person than half of the Board members) of the Board is required to conduct a Board meeting.
- Section 14 The Governors and Officers of the Chapter shall receive no salaries or fees for their Board services. Governors and Officers may be reimbursed for expenses incurred in the performances of their duties subject to such approval as may be determined by the Board of Governors.
- Section 15 The Board can decide to add an emeritus position to the Board that would be non-voting and would not need to meet with requirements of Article IV, section 7.

ARTICLE V - DUTIES OF OFFICERS

- Section 1 The Chapter President shall be the executive head of the Chapter and of the Board of Governors. The President shall replace the Treasurer in his functions in the event of illness, extended absence or death. The power to sign checks will be vested with the President as a stand-by facility.
- Section 2 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:
- a. In the absence or disability of the Chapter President, a Vice President shall be appointed to perform the duties of the Chapter President.
 - b. The Vice Presidents shall assist the Chapter President in the performance of their duties.
- 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. The books of account shall be kept under his jurisdiction. He shall make periodic reports as required by the Treasurer of the Institute and any other reports which the Governors may require. The Chapter Treasurer shall be the disbursing officer of the Chapter. He shall not have the authority to receive monies for application fees and dues which authority is reserved to the International Office of the Treasurer of the Institute.
- Section 4 The Chapter Secretary shall perform those duties delegated by the Chapter President or prescribed by the Board of Governors. The Chapter records shall be kept under his jurisdiction. He shall make reports as required by the Board of Governors or as required

by the Secretary of the Institute. He shall notify each member of the Chapter of all meetings/seminars, such as, by announcement in the periodic Chapter news publication.

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 is present, a Chairman shall be appointed by a majority vote of the Members, Associate Members, Educational Members, Student Members, and Retired Members present and voting.

ARTICLE VI - COMMITTEES

Section 1 There shall be these standing committees appointed by the Board of Governors:

a. A Nominating Committee consisting 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. Membership & Attendance Committee
- b. Academic Relations Committee
- c. Communications Committee
 - Website
 - Newsletter
- d. Program Committee:
 - Certified Internal Auditor Program Committee
 - NASBA Liaison Committee
 - Flex-Pass Committee
 - Annual Seminar Planning Committee
- e. Project Management Office:
 - Strategic Planning Committee
 - CAP Coordination Committee
- f. Awards Committee
- g. Librarian & Research Committee
- h. Budget & Finance Committee
- i. Audit Committee

Section 3 There shall be such other committees as may be authorized and directed by the Board of Governors or by a majority of the Members, Associate Members, Educational Members, Student Members, and Retired Members in regular or special meetings.

Section 4 Any member of any committee may be removed at the discretion of those appointing such member,

Section 5 The majority of each committee shall constitute a quorum thereof.

ARTICLE VII – ANNUAL MEETING – MEETING OF MEMBERS

- Section 1 The Annual Meeting of the Chapter shall be the last meeting preceding the thirty-first (31) day of May.
- Section 2 The Chapter year is the fiscal year ending on the thirty-first (31) day of May of each year.
- Section 3 At all Chapter meetings, a majority vote of Members, Associate Members, Educational Members, Student Members, and Retired 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 Governors, and of Committees, shall be according to Roberts Rules of Order, so far as applicable and when not inconsistent with these Bylaws.
- Section 2 The rules of procedure may be suspended by two-thirds vote of the Members, Associate Members, Educational Members, Student Members, and Retired Members present and voting at any meeting.

ARTICLE IX – INTERPRETATION OF BYLAWS

All questions of interpretation of the Bylaws and any changes to the Bylaws shall be decided by the Officers. Recommended changes must be approved by a two-thirds majority of the Board of Governors.

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 vote of Members, Associate Members, Educational Members, Student Members, and Retired members present and voting, provided that written notice of the proposed change and of the meeting has been mailed at least ten (10) days previous to the date of said meeting.

ARTICLE XI – CONTRACTS, LOANS, CHECKS, DEPOSITS AND INVESTMENTS

- Section 1 Contracts. The Board of Governors shall authorize one or more Officers to enter into all contracts or execute and deliver all instruments on behalf of the Chapter. This authority may be general or confined to specific instances.
- Section 2 Loans. No loans shall be contracted on behalf of the Chapter.
- Section 3 Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other indebtedness issued in the Chapter name shall be signed by one or more of the Chapter officers in the manner consistent with bank resolutions.
- Section 4 Deposits. All funds of the Chapter shall be deposited to the credit of the Chapter in depositories selected by the Treasurer but approved specifically by the Board of

Governors. The depositories selected must be insured by the Federal Government or by one of its agencies.

Section 5 Investments. Any fund of the Chapter not needed for the immediate payment of the Chapter's liabilities or expenses may be invested to earn a return. The investment selected must be of an extremely high quality, with a very low risk of the loss of principal. The investment shall be approved by the Board of Governors before any investment is activated in the name of the Chapter. The Treasurer shall be authorized to transfer funds between Chapter depositories and the investment to meet the cash flow needs of the organization.

ARTICLE XII – PRIVACY POLICY

The IIA has adopted a Privacy Policy, which is intended to meet the requirements of legislation around the world concerning use of “personally identifiable” data. Use of the membership data The IIA shares with its affiliates is restricted according to the policy. The North Jersey Chapter makes every effort to protect its members' information and respect their wishes regarding release of personal data. In this effort the Chapter has adopted the IIA's Privacy Policy and will make every effort to abide by it.

You can review The IIA's Privacy Policy on The IIA's Web site home page (www.theija.org)