

BYLAWS
of the Northern California East
Bay Chapter of The Institute of
Internal Auditors

ARTICLE I. NAME.

- 1.1. The name of this organization is the Northern California East Bay Chapter of The Institute of Internal Auditors (“The IIA”) and it is sometimes referred to in these Bylaws as the “Chapter.”

ARTICLE II. PURPOSES.

- 2.1. The purpose of the Chapter is to support the internal audit profession by providing dynamic leadership, professional development, networking, and training opportunities. The Chapter is not formed for financial gain, and no part of the assets, income, or profit of the Chapter is distributable to, or given for the benefit of its directors, officers, or members except to the extent permitted under applicable law.
- 2.2. The purpose of the Chapter is promoted through educational, training, and networking programs directed toward its membership; developed through conferences, committees, projects, and programs; and governed and qualified by the policies set forth in these Bylaws.
- 2.3. The Chapter is empowered to perform any and all lawful acts which are defined in the North American Chapter Compact and these Bylaws. The Chapter shall avoid actions inconsistent with resolutions adopted by the Chapter Board.
- 2.4. The fiscal year of the Chapter begins on June 1st and ends on May 31st.

ARTICLE III. MEMBERSHIP.

- 3.1. Eligibility for membership in the Chapter shall extend to all those who hold an active membership with The IIA and who choose the Chapter as their local affiliation.
- 3.2. Any individual who subscribes to the purposes and basic policies of the Chapter may become a member of the Chapter, subject to compliance with the provisions of the Bylaws and all policies, practices, procedures, and regulations made applicable to the Chapter by The IIA. However, individuals may not be members of more than one Chapter at any given time.
- 3.3. Chapter Board members and all Chapter volunteers must remain in good standing with their membership at all times.
- 3.4. All members, Officers, Governors, and anyone conducting business or acting as a representative of the Chapter must comply with the Chapter Code of Conduct, the IIA Code of Conduct, and the IIA Privacy Policy, as well as any other applicable IIA policies.

ARTICLE IV. THE BOARD.

- 4.1. **Board.** The Board of the Chapter (the “Board”) is composed of Governors, which shall include the Immediate Past President, and Voting Officers, including but not limited to the President, Senior Vice President, Secretary, and Treasurer. The Board oversees the financial and operational performance of the Chapter. The Board is responsible for overall governance and ensures the Chapter’s alignment with strategies and requirements from The IIA. The Board shall have no more than nineteen (19) members. Voting Officers and Governors have a voting right which cannot be delegated. No person shall hold more than one (1) office at a time unless approved by a majority vote of the Board.



- 4.2. Governors.** Governors are non-officer voting members of the Board who provide oversight by directing and approving key strategies and activities of the Chapter. They support and provide resources and opportunities for growth based on the strategies developed and recommended by the President and Voting Officers. Governors should have previously served as Chapter Officers and contribute experience and knowledge to support Chapter activities. Except for the Immediate Past President, Governors shall serve a term of two (2) years; are eligible for re-election; and cannot serve more than three (3) consecutive terms. After reaching this term limit, Governors will not be eligible to serve in the same capacity until one (1) year has elapsed from the expiration of their prior term.
- 4.3. Officers.** Officers oversee and manage the day-to-day activities of the Chapter, and help to develop and execute strategies, budgets, and the key priorities for the Chapter as approved by the Board. Officers shall serve a term of [one (1) or two (2) years, as determined by the Chapter;] are eligible for re-election; and cannot serve for more than four (4) years total in the same position. The President may designate, define, and assign any number of non-voting Officers; however, only Officers with specific responsibilities may be designated as Voting Officers, and their voting authority must be approved by a majority of the Board. The Voting Officers shall, at a minimum, consist of the following:
- (a) **President:** The duties of the President shall include carrying out the policies of the Chapter, exercising general supervision over the activities of the Chapter, and presiding at meetings of the Chapter. The President shall be a Certified Internal Auditor.
 - (b) **Senior Vice President:** The duties of the Senior Vice President shall include those usually appertaining to the office and those delegated by the President. In the temporary absence of the President, the Senior Vice President shall serve in the President's stead.
 - (c) **Secretary:** The duties of the Secretary shall include keeping Chapter records, inclusive of Board meeting minutes, IIA-required submissions, as well as other official chapter records and correspondence, as outlined in the Chapter Manual.
 - (d) **Treasurer:** The duties of the Treasurer shall include keeping an accurate record of all funds received and disbursed, and maintaining such books of account and records as conform to the requirements of The IIA.
- Additional Officers may be designated by the Chapter and shall be subject to election and term limits as stated. Additional Officers must be specified in an Addendum to these Bylaws.
- 4.4. Determination of Voting Officers.** The Board shall limit and approve the establishment of Voting Officers, giving due consideration to the proper balance between the number of Governors and Voting Officers to optimize decision-making and provide proper oversight. The Chapter Manual shall provide guidance and recommendations on the development of other Officer roles.
- 4.5. No Compensation.** No member of the Board is permitted to receive any compensation for their service. However, they may be reimbursed for reasonable expenses incurred in the performance of their duties, subject to such documentation and approval as may be determined by the Board. This provision does not limit the ability of the Chapter to employ paid staff such as administrators, executive directors, and event managers.
- 4.6. Removal.** An Officer or Governor may be removed by a vote of two-thirds of the members of the Board, provided such Officer or Governor was granted an opportunity for a hearing before the Board.
- 4.7. Vacancy.** If the position of any Officer or Governor shall become vacant by reason of death, resignation, or otherwise, the Board is empowered to fill this office for the unexpired term. However, a vacancy in the office of the President shall be filled for the balance of the term by the Senior Vice President or the Immediate Past President, as determined by the majority vote of the Board. In the event the Senior Vice President or the Immediate Past President is unable to serve in this capacity, the remainder of the term may be filled by a qualified candidate determined by a majority vote of the Board.



ARTICLE V. ELECTIONS.

- 5.1. Annual Elections.** All Officers and Governors (excluding the Immediate Past President) shall be elected during an Annual General Meeting, with members of the Chapter able to approve or contest the slate prior to elections. If 5 or more members of the Chapter contest the slate (minimum 2 members if the chapter has fewer than 50 total members), a Special Meeting will be held by the Board to review any such contests and vote on approval of the slate. A reason for the contest must be provided by the member contesting any such candidate(s). Removal of a candidate from the slate requires a vote of two-thirds of the members of the Board. If such a majority is not achieved, the contested candidate(s) will remain on the slate for members of the Chapter to vote on during elections at the Annual General Meeting.
- 5.2. Call for Nominees and Nominations.** The Chapter shall make a call for nominations no less than sixty (60) days prior to the Annual General Meeting. Nominations shall be made by the Nominating Committee, and it shall be the duty of the Secretary to publicize the list of nominees no less than thirty (30) days prior to the vote taking place. Nominations may also be made electronically, virtually, or from the floor when there are open roles requiring nominations at a meeting called for this purpose
- 5.3. Elected Officers and Governors.** The elected Officers and Governors shall take office at the start of the Chapter fiscal year in which they were elected and shall hold office until the last day of the Chapter fiscal year, or until the election of their successor, unless their term ends earlier as provided in these Bylaws. A slate of elected Officers and Governors must be submitted to The IIA by May 1st of each year.

ARTICLE VI. MEETINGS.

- 6.1. Board Meetings.** The Board shall hold at least four (4) regular meetings each year at such dates, times, and places as it may determine. Special Meetings (votes or resolutions) of the Board may be called by or at the request of the President or any two members of the Board via mail or electronic mail. Meetings may be held in person or by electronic means.
- (a) **Notices.** Notice of meetings of the Board shall be mailed or sent electronically by the Secretary no less than thirty (30) days prior to each regular meeting and ten (10) days prior to each special meeting.
- (b) **Quorum.** A majority of the members of the Board shall constitute a quorum for the transaction of business in any meeting of the Board.
- 6.2. Membership Meetings:**
- (a) **Annual Business Meeting.** There shall be an annual meeting of the members ("Annual Business Meeting") for the transaction of business, including the election of Officers and Governors, before the end of the fiscal year and at such date, time, and place as determined by the Board; but, it is recommended that the Annual Business Meeting take place no later than April 1st of each year.
- (b) **Special Meetings.** The Board may decide to have additional meetings, as needed, where membership voting is required.
- (c) **Notices.** All meeting notices shall be sent by mail, electronic mail, or electronic media to each member of the Chapter a minimum of thirty (30) days preceding the Annual Business Meeting and ten (10) days preceding Special Meetings.
- (d) **Voting Rights.** Each member of the Chapter in attendance (in-person or virtually) is entitled to one (1) vote. Voting may be done in-person or through electronic voting technology. The format of the meeting will be determined by the Board. Unless otherwise specified within these Bylaws, a majority vote of members present and voting, in person or electronically, shall govern. Proxy voting is not permitted.

ARTICLE VII. RULES OF PROCEDURE.

- 7.1.** The rules governing procedure at all meetings of the Chapter shall be Robert's Rules of Order, so far as applicable and when not inconsistent with these Bylaws and of those of The IIA.



- 7.2. The Rules of Procedure may be suspended only by a two-thirds vote of members present, qualified to vote and voting, at any meeting.
- 7.3. All questions of interpretation of these Bylaws shall be decided by the Board, but the interpretation of the Bylaws may not be inconsistent with the Bylaws and other rules and policies of The IIA.

ARTICLE VIII. RULES OF DISBURSEMENTS.

- 8.1. The Treasurer may make disbursements for any preauthorized budget item without obtaining prior written or verbal approval from the Board. All disbursements must have approval from the President.
- 8.2. The Treasurer must obtain written approval from the President for non-budget items that are \$ 100.00 or less, before making disbursements.
- 8.3. The Treasurer must obtain written approval from the Board for non-budget items that are more than \$100.00 before making disbursements.

ARTICLE IX. COMMITTEES.

- 9.1. The Chapter shall have the following committees:
 - (a) **Audit Committee.** The Audit Committee is composed of Governors, specifically excluding the Immediate Past President and any Officers, and shall have no less than two (2) members. The Audit Committee must be independent of any Officer, including from a day-to-day employment perspective. The Audit Committee shall oversee the accounting and financial reporting process of the Chapter, including monitoring of fraud risks. The Audit Committee shall annually retain an independent auditor to conduct an audit or formal review of the Chapter's financial statements and, upon its completion, review the results of the audit or review and any findings.
 - (b) **Nominating Committee.** The Nominating Committee is composed of the Immediate Past President as Chair and Governors and shall have no less than three (3) members.
- 9.2. The Chapter may create additional committees as necessary to promote the welfare of the Chapter. Additional committees must be specified in an Addendum to these Bylaws.

ARTICLE X. CONFLICT OF INTEREST.

The Board shall act at all times in the best interest of the Chapter and its members and not for personal or third-party gain or financial enrichment. When encountering potential conflicts of interest, members of the Board shall identify the conflict and, if appropriate, remove themselves from all discussion and voting on the matter. Specifically, members of the Board shall not:

- a. place (or give the appearance of placing) their own self-interest or any third-party's interest above the interests of the Chapter or its members;
- b. provide goods or services to the Chapter as a paid vendor, unless this has been waived after full disclosure to the Board;
- c. engage in any outside business, professional, or other activities that conflict with or appear to conflict with, or would directly or indirectly materially adversely affect the Chapter;
- d. abuse their position by improperly using the Chapter's staff, membership information, service, equipment, resources, property, or events for their personal or third-party gain;
- e. use IIA chapter training events, such as Leadership, to promote their services; or
- f. use IIA conferences or events to promote their services beyond the use of exhibitor space to do so.



ARTICLE XI. AMENDMENTS.

These Bylaws and any changes made by the IIA shall automatically be deemed applicable to the Chapters and would not require presentation to the Chapter's members for a vote. All other draft amendments must be approved by The IIA's Director of Member Value, by the Chapter Relations Committee Chair, and by the Chapter Board, prior to being submitted to Chapter membership for approval. Upon this approval, these Bylaws shall be voted on by the members at the Annual Business or Special Meeting by a two-thirds vote of members in good standing present.

ARTICLE XII. 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. Dissolution of the Chapter requires approval by the IIA's North American Board of Directors. On dissolution of the Chapter, any funds remaining shall be forwarded to the IIA or disbursed as required by legal requirements, which take precedence over these Bylaws.

ARTICLE XIII. INDEMNIFICATION AND LIMITATION OF LIABILITY.

Nothing herein shall constitute members of The IIA as partners for any purpose. In the absence of negligence, bad faith or willful misconduct, no member, Officer, Governor, agent, or employee of this organization shall be liable to each other or to any other person, including any party claiming any losses, liabilities, damages, costs or expenses arising out of any error in data or other information provided to any of them by each other or any other person or out of any interruption or delay in the electronic means of communications used by them. Nor shall members, Officers, Governors, agents, or employees be liable for their acts or failure to act under these Bylaws, excepting only acts or omissions to act arising out of their negligence, bad faith, or willful misconduct.

The IIA, its members, Officers, Governors, agents, or employees shall be liable hereunder only for its own gross negligence, willful misconduct, or bad faith. The Chapter agrees to indemnify The IIA and save it harmless against any and all liabilities, including judgments, costs, and reasonable counsel fees, for anything done or omitted by The Institute of Internal Auditors in the execution of this Agreement, except as a result of The IIA's gross negligence, willful misconduct, or bad faith.

BYLAWS ADDENDUM
of the Northern California East Bay (NCEB) Chapter of
The Institute of Internal Auditors

ARTICLE IV. THE BOARD.

4.1. Officers. Additional Officers may be designated by the Chapter and shall be subject to election and term limits as stated. Additional Officers must be specified below in this Addendum to the Bylaws.

- (a) Programming (voting)
- (b) Certification (voting)
- (c) Membership (voting)
- (d) Marketing (non-voting)
- (e) Academic Relations (Voting)
- (f) Technology (non-voting)
- (g) Advocacy (non-voting)
- (h) Hospitality (non-voting)
- (i) Academic Board Advisor (non-voting)

ARTICLE IX. COMMITTEES.

9.1. The Chapter may create additional committees as necessary to promote the welfare of the Chapter. Additional committees must be specified below in this Addendum to the Bylaws.

- (a) Programming Committee
- (b) Record Retention Committee
- (c) Hospitality Committee (subject to volunteer availability)
- (d) Academic Relations Committee (subject to volunteer availability)
- (e) Marketing Committee (subject to volunteer availability)