



# Bylaws

Ratified 12/04/2010

As of March 2010

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## **Bylaw 1 – Name & Territory**

Section 1. This organization shall be called the International Institute of Business Analysis, Orange County Chapter (hereinafter “the CHAPTER”). This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA<sup>®</sup>”) and separately organized. This document is the general bylaws of the Chapter which regulate the operation of this organization.

Section 2. The principal office of the CHAPTER shall be located in Orange County, in the state of California, USA.

Section 3. The Chapter is responsible to the duly elected IIBA<sup>®</sup> Board of Directors and is subject to all IIBA<sup>®</sup> policies, procedures, rules and directives.

Section 4. The Chapter shall meet all legal requirements in the jurisdiction in which the Chapter conducts business or is incorporated and/or registered.

Section 5. The Bylaws of the Chapter may not conflict with the IIBA<sup>®</sup>'s current Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA<sup>®</sup> Board of Directors nor with the Chapter's Charter with IIBA<sup>®</sup>.

Section 6. The terms of the Charter executed between the Chapter and IIBA<sup>®</sup>, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

## **Bylaw 2 – Objective**

Section 1. The purpose of the Chapter is to promote the practice of business analysis, raise the profile of the business analyst role, and locally represent the International Institute of Business Analysis (IIBA<sup>®</sup>).

Section 2. The objectives of the Chapter are to:

- Advance the role of the Business Analyst as a recognized profession;
- Support opportunities for members to network with, and gain knowledge from, seasoned BA practitioners as well as with industry and government leaders;
- Provide access for members to a formal “knowledge base” as well as forums for sharing expertise, expressing professional opinions and building a reputation within the industry;
- Provide pathways to learn about business analysis best practices;
- Obtain and maintain a sufficient level of financial security, sustainability and autonomy at the chapter level to sustain the chapter.

- Create corporate support for the IIBA<sup>®</sup> within the local market by generating marketing/awareness programs that demonstrate the value of business analysis and the IIBA<sup>®</sup>;
- Liaise with industry and association partners to increase awareness and benefit of IIBA<sup>®</sup> Chapter members.

### **Bylaw 3 – Composition**

Section 1. The Chapter shall consist of an elected President and Board of Directors and shall not be used for the promotion of candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise.

### **Bylaw 4 – Membership**

Section 1: Chapter Members must adhere to the IIBA<sup>®</sup> Member Code of Ethical Conduct and Professional Standards Code (Code). The authority and responsibility for enforcement of the Code with respect to IIBA<sup>®</sup> members rests with IIBA<sup>®</sup>.

Section 2: The Chapter may not impose any requirements on membership in the Chapter other than the requirements provided in the IIBA<sup>®</sup> Bylaws.

Section 3: Only IIBA<sup>®</sup> members in good standing may join the Chapter.

Section 4: Chapter members must be members of IIBA<sup>®</sup> in good standing and must adhere to the Code.

Section 5: Any individual whose membership with IIBA<sup>®</sup> has been revoked or suspended may not retain membership in the IIBA<sup>®</sup> Chapter while such revocation or suspension is in effect.

Section 6. Membership in this organization is voluntary and shall be open to any person interested in furthering the purposes of the organization. Membership shall be open to all persons without regard to race, creed, color, age, sex, marital status, international origin, religion, or physical or mental disability.

Section 7. Members shall be over 18 years old.

Section 8. “Members in Good Standing” can vote in Chapter elections and hold office. Members in good standing shall be defined as Chapter Members who have paid both IIBA<sup>®</sup> and Chapter dues, as verified by the Treasurer and whose membership is not under disciplinary review by the chapter or by IIBA<sup>®</sup>.

Section 9: Members shall be governed by and abide by the IIBA<sup>®</sup> Bylaws and by the Bylaws of the Chapter and all policies, procedures, rules and directives lawfully made there under.

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Section 10: All members shall pay the required IIBA<sup>®</sup> and Chapter membership dues to IIBA<sup>®</sup>. In the event that a member resigns, membership dues shall not be refunded by IIBA<sup>®</sup> or the Chapter.

Section 11: In the event that a member relocates, chapter dues will be not be transferred to the member's new chapter, but the member will be considered a member in good standing at the new chapter. If the dues of the new chapter are higher than that of the original chapter, the additional monies due to the new chapter must be negotiated on an individual basis between the member and the new chapter. Chapter dues are not transferable to other members. The member's IIBA<sup>®</sup> anniversary date will not change.

Section 12: An individual applying to be a local chapter member must be an IIBA<sup>®</sup> member in good standing. Membership will be effective from the first day of the month following the date the financial transaction is processed and paid in full.

Section 13: Membership in the Chapter shall terminate upon the member's written resignation, failure to pay dues or expulsion from membership for just cause as defined within the international bylaws. These rules apply to Chapter Board members as well as the general membership.

Section 14: The Chapter Board of Directors will exercise the right to terminate membership based on just cause. The member may appeal the decision to the Chapter Board of Directors or elevate it to the International Board of Directors. The effective date of termination will be determined by the Chapter Board of Directors and will be formally communicated to the terminated member.

Section 15: Members who fail to pay the required local chapter dues and are delinquent over 30 days will have their names removed from the official local chapter membership list of the Chapter. A delinquent member may be reinstated by making payment in full to IIBA<sup>®</sup> of all unpaid dues for IIBA<sup>®</sup> and the local Chapter.

Section 16: Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter, including refund of any balance of annual dues.

Section 17: The membership database and listings provided by IIBA<sup>®</sup> to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with IIBA<sup>®</sup> policies.

### Bylaw 5 – Chapter Calendar

Section 1: The Chapter will adhere to the following **minimum** schedule of events.

Event	Timeframe
Meetings	Bi-monthly
Annual General Meeting (AGM)	Annually

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Chapter Executive Meeting	As Needed
Committee Meetings	As Needed

### Section 2: Notice of meetings

<b>Meeting</b>	<b>Called By</b>	<b>Notice period</b>	<b>Min Attendance</b>	<b>Notice Form</b>
AGM	President	60 days	10% membership	Email
Membership	Board Member	60 days	10% membership	Email
Executive Meeting	President	30 days	50% Board	Email
Committee Meeting	Committee Chair	As required	As Required	Email

Section 3: Changes or modifications to Chapter Calendar must be submitted to the President to be discussed at the next Executive Meeting.

Section 4: The President of the Chapter will chair all meetings except committee meetings. Voting will occur by a show of hands, by written ballot, or by a polling of members. Proxy votes will not be accepted. Decisions and acceptance are based on majority votes.

## **Bylaw 6 – Officers and Directors**

Section 1: The Chapter shall be governed by a Board of Directors. There will be five elected officers to serve in the following positions:

- President
- Secretary
- Treasurer
- Vice President (VP) Communications & Marketing
- Vice President (VP) Education

All officers shall be members in good standing of IIBA® and of the Chapter. Officers will be elected by majority vote of Chapter members in attendance at the Annual General Meeting. The officers will serve two-year terms of office, staggered so that approximately half of the officer(s) are elected each year, to provide continuity.

As the Chapter increases its membership, the duties and responsibilities for each of the VPs will expand. Committees may be formed to support additional functions as deemed necessary by the Chapter.

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Upon election these Officers will immediately become members of the Board of Directors and will serve as "understudies" of the Officers they are to succeed. The understudies will not have voting rights until the beginning of their respective terms. Officers shall be eligible to serve multiple terms.

Officers will be elected at the Annual General Meeting each year. The following chart illustrates the election rotation process:

<i>Odd Years</i>	<i>Even Years</i>
President	Secretary
Treasurer	Vice President (VP) Education
Vice President (VP) Communications & Marketing	

Section 2: The President shall be the chief executive officer for the Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees.

The immediate Past President shall serve as a member ex-officio of the Board of Directors, with a right to participate in all discussions and all committees. The Past President shall not have a vote on the Board of Directors or the Committees.

Section 3: The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board. The Secretary is also responsible for all official correspondence with the members and the IIBA®, except for committee correspondence.

Section 4: The Treasurer is responsible for the management of funds for duly authorized purposes of the Chapter. The Treasurer is responsible to the Board of Directors and will submit the books for audit each year.

Section 5: The Vice President Communications & Marketing is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate means to accomplish the objective and is also responsible for the promotion of the local Chapter and IIBA® to internal and external publications. In addition, they are responsible for maintaining the Chapter's website and the development and delivery of programs relating to business analysis for each scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the Chapter and with approval of the Chapter Board.

Section 6: The Vice President Education will be responsible for promoting Business Analysis Professionalism through the organization and delivery of educational publications, seminars, and informational updates, including changes to the BA Body of Knowledge to help Business Analysts in the Business Analysis profession. Chapter educational events shall abide by the IIBA<sup>®</sup> Bylaws and IIBA<sup>®</sup> Chapter Policy Manual.

See Appendix 1 for further description of all roles and responsibilities.

## **Bylaw 7 – Board of Directors Responsibilities**

Section 1: The Chapter shall be governed by the Board of Directors. The Board shall be responsible for carrying out the purposes and objectives of the Chapter.

Section 2: The Board shall consist of the officers of the Chapter elected by the membership. All Officers shall be members in good standing of IIBA<sup>®</sup> and of the Chapter.

Section 3: The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the IIBA<sup>®</sup> Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and IIBA<sup>®</sup> Bylaws and policies, and to exercise authority over all Chapter business and funds.

Section 4: The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the Board Secretary. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 5: The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of IIBA<sup>®</sup> or of the Chapter by reason of non-payment of dues, or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 6: An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7: If any officer position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. If more than half the term of office remains, the Board may call a special election for the position for the balance of the term of office.



In the event the President is unable or unwilling to complete the current term of office, an Interim President will be appointed by the remaining Board members. This appointment shall be in effect for the remainder of that term.

Section 8: If and when the board can convene a quorum the board has the power to:

- propose an amendment to the bylaws
- amend objectives
- commit the local chapter to contractual arrangements
- terminate any individual member for violation of a Chapter bylaw or an IIBA<sup>®</sup> bylaw

Section 9: If the membership is dissatisfied with actions taken by the board, a petition signed by 60 percentage of the membership, can be submitted to the President and the issue(s) will be tabled at a special meeting of the members or the next scheduled member meeting, for action.

## **Bylaw 8 – Nominations and Elections**

Section 1: A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee the Board. Elections shall be conducted during the annual meeting of the membership, or by ballot to all voting members in good standing.

The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 2: No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

## **Bylaw 9 – Committees**

Section 1: The Board may authorize the establishment of committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board.

Section 2: The President with the approval of the Board shall appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the organization.

## **Bylaw 10 – Finance**

Section 1: The fiscal year of the chapter shall be from 1 January to 31 December. Chapter membership fees are due upon becoming a member of the said chapter. Chapters will be responsible for managing anniversary dates and renewal of Chapter Membership Fees. Members will be responsible for renewing their own IIBA<sup>®</sup> membership.

Section 2: Annual membership dues shall be set by the Board and communicated to IIBA<sup>®</sup> in accordance with policies and procedures established by the IIBA<sup>®</sup> Board of Directors.

Section 3: The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4: All dues billings, dues collections and dues disbursements shall be performed by the IIBA<sup>®</sup>.

Section 5: Audit of records and accounting practice will be performed every two (2) years by an independent third party.

## **Bylaw 11 – Ratification and Amendments**

Section 1: These Bylaws may be amended during the annual meeting of the membership, or by ballot to all voting members in good standing. An amendment will be passed if two-thirds (2/3) of the votes cast affirm the amendment. Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting or vote.

Section 2: Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3: All amendments must be consistent with IIBA<sup>®</sup>'s Bylaws and the policies, procedures, rules and directives established by the IIBA<sup>®</sup> Board of Directors, as well as with the Chapter's Charter with IIBA<sup>®</sup>.

## **Bylaw 12: Dissolution**

Section 1: Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

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Dissolution of the Chapter may be due to the direction of the IIBA<sup>®</sup>, a vote of the membership or the lack of sufficient members to sustain the chapter. In the case of a vote of the membership, the dissolution must be brought to the members in a special election and be approved by at least 60% of the members in good standing who attend the meeting.

## Appendix 1 – Board of Directors Job Descriptions

The following job descriptions will be signed by the elected officer the day of the election by the membership.

### Sample Job Description

IIBA<sup>®</sup> Orange County Chapter JOB DESCRIPTION

**Position:** Board Member

#### Authority and Responsibility

The Board of Directors is the legal authority for the Chapter. As a member of the Board, a Director acts in a position of trust for the organization and is responsible for the effective governance of the organization

#### Requirements:

Requirements of Board membership include:

1. Commitment to the work of the IIBA<sup>®</sup>
2. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy
3. Willingness to serve on committees
4. Attendance at Board meetings
5. Attendance at meetings of assigned committees
6. Attendance at the Annual General Meetings
7. Attendance at membership meetings
8. Support of special events
9. Support of, and participation in, special events
10. Financial support of the IIBA<sup>®</sup>

#### Term

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term. Directors may be released at the end of the elected term by resigning, or according to the Chapter bylaws.

#### General Duties

A Director is fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

**The Director must:**

1. Approve, where appropriate, policy and other recommendations received from the Board or its standing committees
2. Monitor all Board policies
3. Review the bylaws and policy manual, and recommend bylaw changes to the membership
4. Review the Board's structure, approve changes and prepare necessary bylaw amendments
5. Participate in the development of the Chapter's organizational plans and annual review
6. Approve the Chapter's budget
7. Support and participate in evaluating Director performance
8. Assist in developing and maintaining positive relations among the Board, committees and the community to enhance the Chapter's mission

**Evaluation**

A Director's performance is evaluated annually based on the performance of assigned Board requirements and duties.

**Review Date and Approval Date**

The Board Member Job Descriptions are reviewed annually by the President. Recommended changes are presented to the Board.

Approval Date: \_\_\_\_\_

Review Date: \_\_\_\_\_

***Duties for the President***

- Provide leadership to the Board of Directors of the local Chapter
- Ensure the Board adheres to its bylaws and constitution
- Prepare the Board's agenda with input from the Board Members
- Chair Board meetings
- Encourages Board Members to participate in meetings and activities
- Keeps the Board's discussion on topic by summarizing issues
- Keeps the Board's activities focused on the organization's mission
- Evaluates the effectiveness of the Board's decision making process
- Appoints committee chairpersons
- Orients Board Members and committee chairpersons to the Board
- Serve as ex officio member of committees and attends their meetings as required
- Ensure there is a process to evaluate the effectiveness of Board Members using measurable criteria
- Recognize Board Members' contributions to the Board's work
- Acts as one of the signing officers for disbursements cheques and other official documents
- Play a leading role in supporting special events
- Promote the organization's purpose in the community and to the media
- Prepare a report for the Annual General Meeting
- Ensure programs and services are implemented
- Ensure that the Board governs as well as manages programs and services

***Duties for the Secretary***

- Serve on the Board
- Maintain copies of the organization's bylaws and the Board's policy statements
- Maintain lists of Board Members, committees and General Membership
- Notify Board Members of meetings
- Take official meeting minutes
- Record Board attendance
- Ensure there is quorum at meetings
- Record all motions and decisions of meetings
- Record all corrections to minutes
- Sign Board minutes and corrections to attest to their accuracy
- Maintain copies of minutes of Board and committee meetings'
- Distribute copies of minutes promptly
- Conduct general Board correspondence including receiving, reading, distributing
- Maintain records of all Board correspondence
- Sign official documents of the organization as required
- File the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry
- Ensure members are notified of General Meetings
- Chair Board meetings in the absence of the President
- Orient the new Secretary

***Duties of Treasurer***

- serve on the Board
- give regular reports to the Board on the financial state of the organization
- keep financial reports on file
- orient the new Treasurer
- act as signing officer with the President for cheques and other documents
- manage the day-to-day financial affairs of the Board
- manage the accounting of the funds of the organization, its budget and expenditures
- keep full and accurate accounts of all organizational receipts and disbursements
- receive and bank all monies due to the organization
- disburse all monies as directed by the Board
- file necessary financial reports, tax reports and audits
- ensure compliance with local and corporate fiduciary responsibilities

***Duties of the Past President***

- support the current President
- chair the Nominating Committee for recruitment of new Board Members
- assist with Board recruitment and orientation to the Board
- assist with Board training
- chair special events
- provide historical continuity about the Board's activities

***Duties of Vice President(s)***

- act in the absence of the President
- learn duties of the President and keep informed on key issues
- act as a signing officer for cheques and other documents
- orients the new Vice President
- chair a major committee
  - develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
  - recruit an appropriate number of committee members to carry out the mandate
  - orient members to the committee's mandate and position in the organization
  - call committee meetings and develop agendas with the input of the members
  - chair committee meetings and report the committee's progress to the Board
  - encourage members to participate
  - keep discussion on topic by summarizing issues
  - guide the committee through its meetings to fulfill the committee's purpose
  - recognize each member's contribution to the committee's work
  - delegate appropriate tasks to individual committee members
  - submit recommendations to the Board for approval
  - plan and evaluate the committee's work with the help of the members
  - ensure meeting minutes and other relevant information are recorded and filed