



*International Institute of
Business Analysis*

Vancouver, BC Chapter

Bylaws

V 3.4

December 5, 2017

Table of Contents

Bylaw 1 – Name & Territory	3
Bylaw 2 – Objective.....	4
Bylaw 3 – Composition	5
Bylaw 4 – Membership.....	6
Bylaw 5 – Chapter Calendar	8
Bylaw 6 – Officers and Directors	9
Bylaw 7 – Board of Directors Responsibilities.....	12
Bylaw 8 – Nominations and Elections.....	14
Bylaw 9 – Committees.....	15
Bylaw 10 – Finance	16
Bylaw 11 – Ratification and Amendments	17
Bylaw 12 – Dissolution.....	18

Bylaw 1 – Name & Territory

Section 1: This organization shall be called the International Institute of Business Analysis, Vancouver, BC Chapter (hereinafter “the CHAPTER”). This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA®”) and separately organized. This document is the general bylaws of the IIBA Vancouver, BC Chapter which regulate the operation of this organization.
(updated 11/19/2008)

Section 2: The principal office of the CHAPTER shall be located in Vancouver in the Province of British Columbia.

Section 3: The Chapter is responsible to the duly elected IIBA Board of Directors and is subject to all IIBA policies, procedures, rules and directives lawfully adopted.

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 current IIBA’s Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA Board of Directors as well as with the Chapter’s Charter with IIBA.

Section 6: The terms of the Charter executed between the Chapter and IIBA, 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).

Section 2: The objectives of the Chapter are to:

1. Advance the role of the Business Analyst as a recognized profession;
2. Support opportunities for members to network with, and gain knowledge from, seasoned BA practitioners as well as with industry and government leaders;
3. 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;
4. Provide pathways to learn about business analysis best practices;
5. Obtain and sustain a level of financial security, sustainability and autonomy at the chapter level;
6. Create corporate support for the IIBA within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and the IIBA;
7. Liaise with industry and association partners to increase awareness and benefit of IIBA 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: Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, international origin, religion, or physical or mental disability.

Section 2: Membership in the Chapter requires membership in IIBA. The Chapter shall not accept as members any individuals who have not been accepted as IIBA members, and shall not create its own membership categories.

Section 3: “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 and Chapter dues, , and have completed a Chapter registration form.
(updated 12/5/2017)

Section 4: Members shall be governed by and abide by the IIBA Bylaws and by the Bylaws of the Chapter and all policies, procedures, rules and directives lawfully made hereunder.

Section 5: All members shall pay the required IIBA and Chapter membership dues to the respective parties and in the event that a member resigns, membership dues shall not be refunded by IIBA or the Chapter.

Section 6: In the event that a member relocates, chapter dues will be transferred to the member’s new chapter. Chapter dues will not be refunded to the member.

Section 7: An individual applying to be a local chapter member must be an IIBA member in good standing and must complete the Chapter membership registration form. Chapter membership will be effective on the date the financial transaction is processed.

Section 8: 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 9: 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 10: 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 local Chapter of all unpaid dues.

Section 11: Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter.

Section 12: The membership database and listings provided by IIBA 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 policies.

Bylaw 5 – Chapter Calendar

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

Event	Timeframe
Meetings	Bi-Annual
Annual General Meeting (AGM)	Fall
Chapter Executive Meeting	Quarterly
Committee Meetings	Monthly / As Needed

Section 2: Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	30 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 the meeting. Voting will occur by a show of hands 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 ten elected officers to serve in the following positions:

President
Secretary
Treasurer
Vice President (VP) Events
Vice President (VP) Marketing
Vice President (VP) Membership
Vice President (VP) Sponsorship
Vice President (VP) Professional Development
Vice President (VP) Communications
Volunteer Coordinator

(updated 10/4/2011) (updated 11/27/2014) (updated 12/5/2017)

The Past President shall also assist the Chapter Executive, as appropriate, during a transition period following the election of a new Chapter Executive.

All officers shall be members in good standing of IIBA and of the Chapter. Officers, with the exception of the Past President, will be elected by majority vote of Chapter members in attendance at the Annual General Meeting. Officers shall be elected for a minimum 1 year and maximum 2 year term. Those willing to continue into a 2nd year may do so by default (unless they indicate otherwise via formal resignation to the President in advance of the AGM each year). The term of the Past President will be for one year. (updated 09/25/2007), (updated 11/19/2008)

As the Chapter increases its membership, the duties and responsibilities for each of the VPs will expand. As a result new VP positions will be put forward at the AGM for approval by the membership. Once approved the terms of reference will be sent to all the membership.

(updated 12/5/2017)

Elected Officers will immediately become members of the Board of Directors once their terms commence. A period of transition, prior to the commencement of the terms for newly elected Officers, will enable them to "understudy" 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 and serve from January 1st to December 31st of the following year.

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.

Section 3: The Treasurer shall oversee the management of funds for duly authorized purposes of the Chapter. (updated 10/4/2011) (updated 11/27/2014)

Section 4: The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board. (updated 11/27/2014)

Section 5: The Vice President Events is responsible for the planning and delivery of Events relating to business analysis for the Chapter membership. The content of these Events will be consistent with the objectives of the Chapter and with the approval of the Chapter Board.

Section 6: The Vice President Marketing will be 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. (updated 11/19/2008)

Section 7: The Vice President Professional Development will be responsible for promoting Business Analysis Professionalism through the organization and delivery of educational publications, seminars, and workshops designed to help Business Analysts achieve certification as Business Analysis professionals. (updated 11/27/2014)

Section 8: The Vice President Sponsorship is responsible for obtaining sponsors for the Chapter. Corporate Sponsorship will be required for both annual and event levels of coverage. The Vice President Sponsorship will manage all communications with prospective and current Chapter Sponsors, ensuring that their expectations conform to IIBA policies and are implemented accordingly. The Vice President Sponsorship will work closely with the Vice President Marketing and the Vice President Events to ensure consistent communications to sponsors, members and the Business Analyst community at large. (updated 11/19/2008)

Section 9: The Past President shall assist the President in their duties if and when required. The Past President is considered an officer of the Board for the duration of transition period and is entitled to vote on board business as noted in Bylaw 7 – Section 4. (updated 12/5/2017)

Section 10: The Vice President Membership will be responsible for the development and maintenance of a Chapter membership plan which assures continued growth through recruiting and partnering with major community employers. In addition, they are responsible for managing communications from the Membership to the Chapter through the Chapter e-mail contact address. (updated 11/19/2008)

Section 11: The Vice President Communications will manage all communication sent and received by the chapter. The Vice President Communications is also responsible for maintaining the Chapter's website. (updated 10/4/2011) (updated 11/27/2014)

Section 12: The Volunteer Coordinator will understand the chapter's volunteer needs, recruit and retain volunteers, and leverage the experience of volunteers for various chapter initiatives. The Volunteer Coordinator will also identify and develop programs to involve, develop, engage, manage and recognize volunteers. (updated 11/27/2014)

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. 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. 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. Members of the board are expected to:

1. Commitment to the work of the IIBA
2. Develop the knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy
3. Be willing to serve on committees
4. Attend Board meetings
5. Attend meetings of assigned committees
6. Attend the Annual General Meetings
7. Support special events
8. Monitor all Board policies
9. Participate in the development of the Chapter's organizational plans and annual review
10. Approve the Chapter's budget

(updated 12/5/2017)

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 and of the Chapter. Officers shall perform duties associated with responsibilities of their position in a timely and competent manner.

(updated 12/5/2017)

Section 3: The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the IIBA 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 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 Board member shall be entitled to one (1) vote. Voting may be conducted in person or via video/teleconference. No voting may be conducted by proxy. At its discretion, the Board may conduct its business by video/teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with procedures determined by the Board. (updated 11/19/2008)

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 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. Failure to meet the responsibilities identified in Bylaw 7 will constitute “just cause”.

(updated 12/5/2017)

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. 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:

1. Approve, where appropriate, policy and other recommendations received from the Board or its standing committees.
2. Review the bylaws and policy manual, and recommend bylaw changes to the membership in accordance with Bylaw 11.
3. Review the Board’s structure, approve changes and prepare necessary bylaw amendments.
4. Amend objectives.
5. Commit the local chapter to contractual arrangements.
6. Terminate any individual member for violation of a Chapter Bylaw or an IIBA Bylaw

(updated 12/5/2017)

Section 9: If the membership is dissatisfied with actions taken by the board, a petition signed by sixty percent (60%) 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 Annual General Meeting for action. (updated 11/19/2008)

Section 10: Job descriptions of the directors shall be made available to the membership. Job Descriptions may be modified from time to time as required by the directors to meet the responsibilities of the board. Job descriptions must be reviewed by the President annually, at a minimum, and presented to the board for ratification. Job descriptions cannot be changed during the term of a Board Member without the consent of the Board Member being impacted by the change.

(updated 12/5/2017)

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:

1. During the annual meeting of the membership, or
2. By mail 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 November 1 to October 31st. Chapter Fees are valid for 12 months from the date on which the member last paid their fees. Renewal of Chapter membership dues are to be paid annually. IIBA Membership is defined by the IIBA and paid directly from the member to the IIBA.
(updated 11/19/2008), (updated 12/5/2017)

Section 2: Annual Chapter membership dues shall be set by the Board and communicated to IIBA in accordance with policies and procedures established by the IIBA Board of Directors. The Chapter Board of Directors, may, at their discretion, waive the Chapter membership dues payable in any fiscal year. (updated 11/19/2008)

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 Chapter dues billings, dues collections and dues disbursements shall be performed by the Chapter.

Section 5: Audit of records and accounting practice will be performed by an independent third party when the average net income over the preceding two years exceeds \$15,000 or as requested by majority vote of Chapter members in attendance at the Annual General Meeting. Net Income is defined as all chapter revenue less all chapter expenses. (updated 11/19/2008), (updated 12/5/2017)

Bylaw 11 – Ratification and Amendments

Section 1: These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing, or by email, to the membership at least fifteen (15) days before such a 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's Bylaws and the policies, procedures, rules and directives established by the IIBA Board of Directors, as well as with the Chapter's Charter with IIBA

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.