



Vancouver, BC

**Bylaws**  
(revised as proposed)

V3.7

As of October 17, 2021

## Table of Contents

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

## Bylaw 1 – Name & Territory

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

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.

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 IIBA’s current Bylaws and all policies, procedures, rules or directives established or authorized neither by IIBA’s Board of Directors nor 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 to locally represent the International Institute of Business Analysis (IIBA®).

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 IIBA within the local market by generating marketing/awareness programs that demonstrate the value of business analysis and IIBA;
- 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 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 2: The Chapter shall not create its own membership categories.

Section 3: Chapter 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 their IIBA dues, whose membership is not under disciplinary review by the Chapter or by IIBA and whose IIBA profile has the Vancouver Chapter as their affiliated Chapter.

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

Section 5: All members shall pay the required IIBA membership dues to IIBA. In the event that a member resigns, membership dues shall not be refunded by IIBA.

Section 6: All members have the benefit of attending any Chapter event at the IIBA member price.

Section 7: Membership in the Chapter shall terminate upon the member’s selection of another Chapter, 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 8: The Chapter Board of Directors will exercise the right to terminate Chapter membership based on just cause. The member may appeal the decision to the Chapter Board of Directors or elevate it to the Global Chapter Council. The effective date of termination will be determined by the Chapter Board of Directors and will be formally communicated to the terminated member. In this instance, the member will be urged to select a different Chapter.

Section 9: Upon termination of membership, the member shall forfeit any and all rights and privileges of membership to said Chapter, including refund of any balance of annual dues.

Section 10: 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
Events	Quarterly
Annual General Meeting (AGM)	Annually
Chapter Strategic Planning Meeting	Bi-Annual
Chapter Board of Directors Meeting	At least ten meetings per year
Committee Meetings	As Needed

Section 2: Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	30 days	10% membership	Email
Events	Board Member	30 days	10% membership	Email
Board of Directors Meeting	President	15 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 or Secretary to be discussed at the next Board of Directors Meeting.

Section 4: The President of the Chapter will chair all Board of Directors meetings. President may appoint another board members to chair the meeting if the president is unable to. Voting will occur by a show of hands, by written ballot, or by a polling of board members **in attendance**. 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 no less than three and **no more elected officers than the number of listed positions:**

- President
- Past President (non-elected role)
- Secretary
- Treasurer
- Vice President (VP) Marketing
- Vice President (VP) Communications
- Vice President (VP) Professional Development
- Vice President (VP) Membership
- Vice President (VP) Sponsorship
- Vice President (VP) Partnership

All officers must be members in good standing of IIBA. Officers, except for the Past President, will be elected by majority vote of Chapter members. The elected officers shall serve a two-year term starting January 1<sup>st</sup> following from the AGM they were elected. The term of the Past President will be for one year. Officers who are not able to complete the two-year term, shall submit their formal resignation to the President, allowing their position to be available for election.

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 the position is approved the terms of reference will be updated and published for the membership.

Upon election these Officers will immediately become members of the Board of Directors. Officers shall be eligible to serve multiple terms upon re-election.

Officers for open positions will be elected at the Annual General Meeting each 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 immediate Past President shall assist the President and the Chapter Board of Directors, as appropriate, during a transition period following the election of a new Chapter President. The immediate Past President is considered an officer of the Board for the duration of a one-year transitional period and is entitled to vote on board business as noted in Bylaw 7 – Section 4.

Section 4: The Secretary shall keep records of all Chapter Board meetings.

Section 5: 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 make available the financial summary at each board meeting and will submit the books to IIBA Global annually.

Section 6: The Vice President 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.

Section 7: The Vice President Communications is responsible for managing email communication sent by the Chapter. The Vice President Communications is also responsible for maintaining the Chapter's website.

Section 8: The Vice President Professional Development is responsible for promotion and delivery of educational publications, seminars, and workshops designed to help achieve IIBA certifications. In addition, the Vice President of Professional Development 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 the approval of the Chapter Board.

Section 9: The Vice President Sponsorship is responsible for obtaining Chapter sponsors. The Vice President Sponsorship manages all communications with prospective and current Chapter sponsors, ensuring that their expectations conform to IIBA policies. The Vice President Sponsorship works closely with the other Board members to ensure consistent communications to sponsors, members and the community at large.

Section 10: The Vice President Membership is responsible for the development and maintenance of a Chapter membership plan which assures continued growth. The VP Membership is also responsible for managing communications from the Membership. In addition, the Vice President Membership shall identify the Chapter's volunteer needs, recruit and retain volunteers, and leverage the experience of volunteers for various Chapter

initiatives.

Section 11: The Vice President Partnerships is responsible for investigating opportunities to build new and grow existing partnerships. The Vice President Partnerships shall research partners, identify key players, generate interest, and have outreach activities with potential organizations towards building partnerships. In addition, the Vice President Partnerships shall negotiate and finalize partnership agreements in accordance with the Chapter policies and guideline with the aim to deliver a positive experience to members and partners.

## Bylaw 7 – Board of Directors’ Responsibilities

Section 1: The Chapter shall be governed by the Board of Directors. The Board shall be responsible for conducting the purposes and objectives of the Chapter. As a member of the Board, a Director acts in a position of trust and is responsible for the effective governance of the organization. A Director is informed on organizational matters, and participates in the Board’s deliberations and decisions in matters of policy, finance, programs, personnel and advocacy. Directors of the board are expected to:

1. Commit to the vision of the IIBA and the Chapter
2. Develop the knowledge and skills in Board governance as required: policy, finance, programs, personnel, and advocacy
3. Be willing to serve on and lead committees
4. Attend Board, Annual General and assigned committee meetings
5. Monitor Board policies
6. Participate in the development of the Chapter’s strategy, organizational plans, and annual review
7. Participate in the review of the Chapter’s financial budget

Section 2: The Board shall consist of the officers of the Chapter elected by the membership. All Officers must be members in good standing of IIBA. Officers shall perform duties associated with responsibilities of their position in a timely and competent manner as outlined in Bylaw 6.

Section 3: The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, 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 two (2) 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. No voting is to be conducted by proxy. At its discretion, the Board may conduct its business by in-person meeting, video/teleconference, or other acceptable means. Meetings shall be conducted in accordance with 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, where the officer fails to attend three (3) consecutive Board meetings, or where the officer resigns. 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 of the written notice by the President.

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 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 Bylaws 6 and 7 will constitute “just cause”.

Section 7: If any officer position becomes vacant prior to the full term, the Board may appoint a successor to fill the office for the remaining portion of the term for the vacant position. If the effective date of the vacancy coincides with an upcoming AGM, the Board may put the position up for election at that AGM. 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. propose amendments to the bylaws and policy manual to the membership in accordance with Bylaw 11.
3. approve changes to the Board's structure, and prepare necessary bylaw amendments.
4. amend Chapter objectives
5. commit the local Chapter to contractual arrangements
6. terminate any individual member for violation of a Chapter bylaw or an IIBA bylaw

Section 9: If the membership is dissatisfied with actions taken by the board, a petition signed by 60 percent of **the members affiliated with the Chapter**, 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.

## Bylaw 8 – Nominations and Elections

Section 1: An Election Committee shall prepare a list containing nominees for each available 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 Election Committee or the Board. Elections shall be conducted:

1. During the annual general meeting of the membership, or
2. **By ballot to all voting members in good standing.**
  - Nominations shall close 15 days prior the AGM
  - Voting shall start 7 days prior to the start of the AGM
  - Voting shall close half-hour prior to the close of the AGM

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

Section 2: No current member of the Election Committee shall be included in the list 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, as necessary, 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.

## Bylaw 10 – Finance

Section 1: The fiscal year of the Chapter shall be from November 1 to October 31<sup>st</sup>.

Section 2: 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 3: All membership dues, billings, collections, and disbursements shall be handled by IIBA.



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

Section 6: Annual financial statements including a balance sheet and income statement will be shared with IIBA within three months of the Annual General Meeting.

### 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 electronic ballot returned within fifteen (15) days, or by mail ballot returned within forty-five (45) days of the date when the ballots are sent out. Notice of proposed changes shall be made available 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.

Section 3: All amendments must be consistent with IIBA's Bylaws and the policies, procedures, rules, and directives established by IIBA's 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.

Section 2: Dissolution of the Chapter may be due to the direction of IIBA, 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.