



# **Southeast WI**

## **Chapter**

**Southeast Wisconsin Chapter**  
-  
**Bylaws**

## Document Revision History

Version #	Date	Revised by	Change Description	Approved by
1.0	11/18/2008	N/A	Initial draft	N/A
2.0	09/08/2013	Koryn Anderson, along with 2013 Board	Changes related to the composition of the Chapter Board, including specified duties	Approved by Chapter on November 19, 2013
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## **Article 1 – Name and Territory**

### **Section 1. Chapter Name**

This not-for-profit organization will be called the International Institute of Business Analysis, Southeast Wisconsin 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 Chapter that regulate the operation of this organization.

### **Section 2. Address**

The principal address of the Chapter will be located at Southeast Wisconsin Chapter of the IIBA, P.O. Box 13191, Wauwatosa, WI 53213.

### **Section 3. Governance**

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. Jurisdiction**

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

### **Section 5. Alignment**

The Bylaws of the Chapter may not conflict with the Global IIBA’s current Bylaws and all policies, procedures, rules, or directives established or authorized by the Global IIBA Board of Directors nor with the Chapter’s Charter with IIBA.

### **Section 6. Charter Precedence**

The terms of the Charter executed between the Chapter and IIBA, including all restrictions and prohibitions, will take precedence over these Bylaws and other authority granted hereunder.

## Article 2 – Purpose and Objectives

### **Section 1. Promotion of Business Analysis**

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. Chapter Objectives**

The objectives of the Chapter are:

For Business Analysis Chapter members and guests to be:

- **Professional** – Advance the role of the Business Analyst (BA) as a recognized profession.
- **Knowledgeable** – Provide pathways to learn about business analysis best practices rooted in the *Business Analysis Book of Knowledge® (BABOK® Guide)*.
- **Networked** – Provide opportunities for members to network with, and gain knowledge from, seasoned BA practitioners, as well as network with industry and career leaders to grow a reputation within the industry.
- **Peers** – Provide forums for sharing expertise, expressing professional opinions, and building relationships.

For an Organization to be:

- **Visible** – Create corporate support for the IIBA within the local market by generating marketing/awareness programs that demonstrate the value of business analysis and the IIBA.
- **Connected** – Liaise with industry, educators, and association partners to increase awareness and benefit of IIBA Chapter members.
- **Sustainable** – Obtain and maintain a sufficient level of financial security, sustainability, and autonomy at the Chapter level to sustain the Chapter.

## **Article 3 – Chapter Leadership**

### ***Section 1. Leadership Roles***

The Chapter Leadership will consist of an elected President and Board of Directors (hereinafter “the Chapter Board”) and will not be used for the promotion of candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise. In the event that any Director is found in violation of this article, the Chapter Board may vote to remove the Chapter Board member by a two-thirds (2/3) vote of the Chapter Board (see “Chapter Board Member Removal” and/or escalate to the IIBA Global Chapter Council for mediation.

### ***Section 2. Committees***

Committees reporting to the appropriated Vice President (otherwise titled “VP”) will be formed to support functions as deemed necessary by the Chapter.



## **Article 4 – Membership**

### ***Section 1. Declaration of Non-Discrimination***

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

### ***Section 2. Global Membership Requirement***

Membership in the Chapter requires active Global IIBA membership. The Chapter will not accept as members any individuals who are not members “in good standing” with the Global IIBA. Global membership will be effective according to the rules of the Global IIBA. The Chapter will not accept as members any individuals who have not been accepted as IIBA members, and will not create its own membership categories.

### ***Section 3. Member in Good Standing***

Members in good standing will be defined as Chapter members who have paid their Global IIBA dues and selected Southeast Wisconsin Chapter in their profiles, as verified by the Vice President of Membership and whose membership is not under disciplinary review by the Chapter or by IIBA. “Members in good standing” can vote in Chapter elections and hold office.

### ***Section 4. Member Governance***

Members will 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 there under.

### ***Section 5. Global IIBA Dues***

All members will pay the required individual Global IIBA membership dues directly to the Global IIBA.

### ***Section 6. Termination***

Membership in the Chapter will terminate upon the member’s written resignation, member’s change of Chapter affiliation, becoming inactive with Global IIBA, or expulsion from membership for just cause as defined within the Global national Bylaws. These rules apply to Chapter Board members, as well as the general membership.

**Section 7. Just-Cause for Termination**

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

**Section 8. Forfeit of Membership Rights**

Upon termination of membership in the Chapter, the member will forfeit any and all rights and privileges of membership to said Chapter, including refund of any balance of annual dues.

**Section 9. Membership Records**

The Chapter will keep a current record of its members; and such record will include the member's name, address and contact information, and IIBA membership renewal date. This record must be verified as necessary to ensure contact and renewal information for each member is accurate.

**Section 10. Membership Database**

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.

**Section 11. Multiple Membership and Chapter Board Eligibility**

Members interested in pursuing a Chapter Board position and who actively hold a board position in another professional organization must disclose and seek approval from the sitting Chapter Board prior to candidacy. Equally, if a sitting Director seeks candidacy on the board of another professional organization during his/her/their term on the Chapter Board, the Director must seek approval from the Chapter Board prior to accepting the position.

## Article 5 – Chapter Calendar

### Section 1. Schedule of Events

To be considered a Chapter in “good standing” per the Global IIBA, a Chapter must facilitate a minimum of nine membership events during a calendar year. The Chapter will adhere to the following minimum schedule of events, with Chapter Meetings and the Annual General Meeting applied to the nine required membership events.

Event	Timeframe
Chapter Meetings	Quarterly
Annual General Meeting (AGM)	Annually
Chapter Board Meeting	Monthly
Committee Meetings	As required

### Section 2. Notice of meetings

Meeting	Minimum per Year	Called by	Notice Period	Minimum Attendance	Notification Method
Annual General Meeting (AGM)	One	President	60 days	10% of Membership in attendance	Email and Website
Chapter Events	Eight	Chapter Board member	30 days	N/A	Email and Website
Chapter Board Meeting	As required	President	30 days and/or as required	50% Chapter Board	Email
Committee Meeting	As required	Committee Chair	As required	As required	As required

### Section 3. Chapter Calendar Changes

Changes or modifications to Chapter calendar must be submitted to the President to be discussed at the next Chapter Board meeting.

**Section 4. Meeting Chair**

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

## **Article 6 – Chapter Board of Directors and Responsibilities**

### ***Section 1. Chapter Governance by Chapter Board***

The Chapter will be governed by the Chapter Board of Directors. The Chapter Board will be responsible for carrying out the purposes and objectives of the Chapter.

### ***Section 2. Chapter Board Authority***

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

### ***Section 3. Chapter Board Composition***

The Chapter Board will consist of the Directors of the Chapter elected by the membership. All Directors will be members in good standing of IIBA and of the Chapter, at the beginning of service and throughout the term. Directors will be elected by majority vote of Chapter members that participate in the election.

#### **Section 4. Chapter Board Member Tenure**

To provide continuity, the Directors will serve two-year terms of office, staggered so that approximately half of the Directors are elected each year. The following chart illustrates the Chapter Board election rotation after the November 2013 election, with the ratification of the new Chapter Board positions:

<b>November 2013</b>	<b>Even years, beginning November 2014</b>	<b>Odd years, beginning November 2015</b>
President	Vice President of Membership	President
Vice President of Membership	Vice President of Sponsorship and Corporate Marketing	Vice President of Technology and Communications
Vice President of Technology and Communications	Vice President of Education and Certification	Vice President of Finance
Vice President of Finance	Vice President of Administration	
Vice President of Sponsorship and Corporate Marketing		
Vice President of Education and Certification		
Vice President of Administration		

#### **Section 5. Chapter Board Member Employer Limit**

No more than 50% of the Chapter Board can share the same employer (at the time of election).

#### **Section 6. Committee Formation**

As the Chapter increases its membership, the duties and responsibilities for each of the Directors may expand and additional committees reporting to the appropriated Director may form to support functions as deemed necessary by the Chapter.

### **Section 7. Chapter Board Member General Requirements**

Requirements of Chapter Board membership include:

- Membership in good standing with the Global IIBA and Chapter, at the beginning of service and throughout term.
- Attendance at Chapter Board meetings.
- Attendance at meetings of assigned committees.
- Attendance at Chapter events.
- Attendance at Annual General Meetings.
- Commitment to the work of the IIBA.

### **Section 8. Chapter Board Member General Duties**

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

- Approve the Chapter's budget.
- Approve, where appropriate, policy and other recommendations received from the Chapter Board or its standing committees.
- Assist in developing and maintaining positive relations among the Chapter Board, committees and the community to enhance the Chapter's mission.
- Monitor all Chapter Board policies.
- Participate in the development of the Chapter's organizational plans and annual review.
- Review the Chapter Board's structure, approve changes, and prepare necessary Bylaw amendments.
- Review the Bylaws and policy manual and recommend Bylaw changes to the membership.

### **Section 9. Chapter Board IIBA Jurisdiction**

The Chapter Board will 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 Chapter is incorporated/registered. The Chapter Board will 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 10. Chapter Board Meeting Occurrences***

The Chapter Board will meet at the call of the President, or at the written request of three (3) members of the Chapter Board directed to the Vice President of Administration. A quorum will consist of no less than one-half of the membership of the Chapter Board at any given time. Each member will be entitled to one (1) vote. At its discretion, the Chapter Board may conduct its business by teleconference, electronic, or other legally acceptable means.

### ***Section 11. Chapter Board Member Resignation***

The Chapter Board may declare a Director position to be vacant where a Director ceases to be a member in good standing of IIBA or of the Chapter, or where the Director fails to attend three (3) consecutive Chapter Board meetings. A Director may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Chapter Board, the resignation will be effective upon receipt by the Chapter Board of the written notice.

### ***Section 12. Chapter Board Member Removal***

A Director may be removed from office for just cause in connection with the affairs of the Chapter by a two-thirds (2/3) vote of the members present and in person at an official meeting of the Chapter membership; by a two-thirds (2/3) vote of the Chapter Board; or by determination of the IIBA Global Chapter Council.

### ***Section 13. Chapter Board Vacancy***

If any Director position becomes vacant, the Chapter 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 Chapter 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 Chapter Board members. This appointment will be in effect for the remainder of that term.

### ***Section 14. Chapter Board Meeting Authority***

If and when the Chapter Board can convene a quorum, the Chapter 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 Bylaw.



***Section 15. Membership Contention***

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

***Section 16. Multiple Membership and Chapter Board Eligibility***

Members of the Chapter who hold a current elected position in any other IIBA Chapter may not hold a Chapter Board or other elected Chapter position.

## Article 7 – Officers and Directors

### ***Section 1. Elected Chapter Board***

The Chapter will be governed by a Chapter Board. There will be eight elected Directors to serve in the following positions:

- President
- Vice President of Membership
- Vice President of Technology and Communications
- Vice President of Finance
- Vice President of Sponsorship and Corporate Marketing
- Vice President of Education and Certification
- Vice President of Administration
- Past President (qualifies as an elected position, as the former President has been previously elected)

### ***Section 2. Duties of the President***

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

### **Responsibilities**

#### ***Chapter Board Leadership***

- Serve on the Chapter Board.
- Chair Chapter Board meetings.
- Orient Chapter Board annually, new and continuing.
- Ensure the Chapter Board adheres to its Bylaws.
- Keep the Chapter Board activities focused on the Chapter's mission.
- Provide leadership to the Chapter Board in governing and managing programs.
- Appoint committee chairpersons.
- Attend committee meetings as needed.

### ***Chapter Leadership***

- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Officiate business session of Chapter meetings; mentor other Chapter Board members who desire to officiate a Chapter meeting.
- Prepare a report for the Annual General Meeting.
- Recognize Chapter Board contributions.
- Ensure programs are implemented.
- Provide leadership support for and attend Chapter-sponsored special events.
- Promote the Chapter's purpose in the community and to the media.
- Act as one of the signing officers for disbursements checks and other official documents.

### ***Section 3. Duties of the Vice President of Membership***

The **Vice President of Membership** is responsible for maintaining the Chapter's active and delinquent membership records, including reconciliation with the Global membership.

#### **Responsibilities**

- Serve on the Chapter Board.
- Communicate directly with existing Chapter members and potential new members through the Chapter membership email address.
- Champion efforts to recruit and retain members to the Chapter.
- Reconcile the Global and local Chapter membership lists.
- Facilitate registration for each Chapter meeting: tracking the number of potential attendees, finalizing the list of attendees, printing attendee credentials, recording meeting attendees, collecting meeting fees to be delivered to the Vice President of Finance.
- Participate with the Chapter Board in recruiting new members.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Report Chapter membership to IIBA affiliates requiring credentials.
- Establish and submit a budget proposal to the Vice President of Finance and the Chapter Board for required registration materials and needs.
- Orient the new Vice President of Membership, including transfer of any Chapter assets.

#### ***Section 4. Duties of the Vice President of Technology and Communications***

The **Vice President of Technology and Communications** is responsible for organizing and coordinating the timely dissemination of information both to and from the Chapter membership, the Chapter website, finding opportunities to promote and recognize the IIBA and the Chapter, marketing and special events that will raise awareness of and promote the IIBA and Chapter membership, and regular review of the Bylaws with the Chapter.

##### **Responsibilities**

- Serve on the Chapter Board.
- Maintain the Chapter website, including Chapter meeting invitations and upcoming events.
- Communicate directly with existing Chapter members and potential new members through the Chapter membership email address.
- Communicate Chapter announcements via email and social networking forums, including upcoming Chapter meetings and networking opportunities.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Establish and submit a budget proposal to the Vice President of Finance and the Chapter Board for required licensing and technologies.
- Orient the new Vice President of Technology and Communications, including transfer of any Chapter assets.

#### ***Section 5. Duties of the Vice President of Finance***

The **Vice President of Finance** is responsible for the management of funds for duly authorized purposes of the Chapter. The Vice President of Finance is responsible to the Chapter Board and will submit the books for internal audit for the past two years, with the serving Past President or two other Chapter Board members, before the end of the two-year elected term.

##### **Responsibilities**

- Serve on the Chapter Board.
- Act as signing officer with the President for checks and other documents.
- Disburse all monies as directed by the Chapter Board.
- Ensure compliance with local and corporate fiduciary responsibilities.
- File necessary federal and state tax obligations.

- Generate a Financial Report based on December 31st balances and present to the Chapter Board during a monthly meeting in the first quarter. Financial reports include a Financial Statement and Balance Sheet.
- Give regular reports to the Chapter Board on the financial state of the Chapter.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Keep financial reports on file.
- Keep full and accurate accounts of all Chapter receipts and disbursements.
- At least monthly, check P.O. Box for any invoices, payments, or communications; or coordinate with another Chapter Board member in closer proximity.
- Manage the accounting of the funds of the Chapter, its budget, and its expenditures.
  - Deposit checks/electronic transfers from membership and/or sponsors into the Chapter's account (checking).
  - Record payments and receipts in the checking account and saving account registers (via spreadsheet).
  - Reconcile checking and savings accounts at least quarterly to prevent any payments from causing negative balances. Move excess funds to/from savings account when needed.
  - Bring checkbook to each Chapter and Chapter Board meeting to cover any incurred expenses.
  - Ensure that each payment is documented with an Expense Form.
  - Create an estimated budget for the following calendar year, based on prior expenses.
  - Pay or reimburse for the Chapter dinners with a check.
  - Collect Chapter event fees
  - Collect Chapter sponsorship payments.
  - Perform a Chapter audit a minimum of every two years.
- Manage the day-to-day financial affairs of the Chapter Board.
- Receive and bank all monies due to the Chapter.
- Orient the new Vice President of Finance, including transfer of any Chapter assets.

## ***Section 6. Duties of the Vice President of Sponsorship and Corporate Marketing***

The **Vice President of Sponsorship and Corporate Marketing** is responsible for promoting and growing membership in and sponsorship of the Chapter and member/sponsor services.

### **Responsibilities**

- Serve on the Chapter Board.
- Develop and/or maintain a sponsorship packet, including sponsorship commitment levels, benefits, and contracts.
- Enlist new Chapter sponsors, through independent research or membership referral.
- Identify marketing opportunities for the Chapter via local connections, including media, professional organizations, universities, etc.
- Establish and submit a budget proposal to the Vice President of Finance and the Chapter Board for tangible marketing materials for Chapter meetings, trade shows, and/or career fairs.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Orient the new Vice President of Sponsorship and Corporate Marketing, including transfer of any Chapter assets.

## ***Section 7. Duties of the Vice President of Education and Certification***

The **Vice President of Education and Certification** is responsible for promoting business analysis professionalism and education throughout the Chapter.

### **Responsibilities**

- Serve on the Chapter Board.
- Identify opportunities to promote business analysis-oriented skills for members.
- Work with the Vice President of Finance and other Chapter Board members to establish an annual budget for all Chapter events, including speaker arrangement, certification activities, and/or supporting materials.
- Ensure that the education presentations are aligned with the Business Analysis areas of interest, as agreed upon by the Chapter Board, e.g.:
  - *BABOK® Guide*;
  - BA Core Competencies
- Coordinate and act as a liaison/representative of the Chapter with vendors, offering Business Analysis education-based books, guides and/or services for IIBA

certifications. When possible, and as approved by the Chapter Board, facilitate discounted education opportunities and/or materials for members working toward IIBA certification.

- Identify and arrange for speakers and locations for the Chapter events.
- Deliver educational publications, seminars, and informational updates to the Chapter membership, including changes to the *BABOK® Guide*.
- Inform the Chapter membership of IIBA certification requirements.
- Assist members in obtaining and maintaining IIBA certification.
- Orient the new Vice President of Education and Certification, including transfer of any Chapter assets.

### ***Section 8. Duties of the Vice President of Administration***

The **Vice President of Administration** will keep the records of all business meetings of the Chapter and the Chapter Board.

#### **Responsibilities**

- Serve on the Chapter Board.
- Maintain lists of Chapter Board members and contact information.
- Chair the Chapter Board meetings in the absence of the President.
- Conduct general Chapter Board correspondence, including receiving, reading, and distributing.
- Ensure that there is quorum at Chapter Board meetings.
- Maintain copies of the Chapter's Bylaws.
- File any required returns, amendments to the Bylaws and other incorporating documents with the corporate registry.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Record and maintain copies of Chapter Board meeting minutes, including attendance, motions, and decisions; attest to the accuracy of the meeting minutes; and distribute promptly.
- Notify Chapter Board members of meetings.
- Sign official documents of the organization as required.
- Coordinate the changes of signatories (VP of Finance and President) for the Chapter with the Chapter's financial institutions.

- Establish and submit a budget proposal to the Vice President of Finance and the Chapter Board for meals and/or refreshments to be offered during Chapter meetings.
- Coordinate the purchase and delivery of meals and/or refreshments for the Chapter meetings.
- Orient the new Vice President of Administration, including transfer of any Chapter assets.

### ***Section 9. Duties of the Past President***

The **immediate Past President** will serve as a member ex-officio of the Chapter Board, with a right to participate in all discussions and all committees. The Past President will not have a vote on the Chapter Board or the committees, except to break a tie vote.

#### **Responsibilities**

- Assist with the Chapter Board's recruitment and orientation.
- Facilitate the Chapter elections and tallying of votes, as needed.
- Assist with Chapter Board training.
- Provide leadership for special events.
- Provide historical continuity about the Chapter Board's activities.
- Support the current President.
- Provide the tie-breaking vote for Chapter Board decisions, as required.
- Conduct an internal audit with the Vice President of Finance every two years, at the end of the Vice President of Finance's elected term.



## **Article 8 – Nominations and Elections**

### ***Section 1. Nominating Committee***

A nominating committee will prepare a slate containing nominees for each Chapter Board office and will determine the eligibility and willingness of each nominee to stand for election. Candidates for Chapter Board positions may also be nominated by a petition process established by the nominating committee. The nominating committee may consist of volunteers and/or the members of the Chapter Board not currently eligible for (re)election.

### ***Section 2. Nominating Committee Exclusion***

No current member of the nominating committee will be included in the slate of nominees prepared by the committee.

### ***Section 3. Election by Majority***

The candidate who receives a majority of votes cast for each office will be elected. Ballots will be counted by the nominating committee or by tellers designated by the Chapter Board. The Past President will act as the deciding vote in the event of a tie.

### ***Section 4. Election Timing***

Elections will be conducted during a Chapter event or by ballot, to all voting members in good standing.

## **Article 9 – Committees**

### ***Section 1. Committee Authorization***

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

### ***Section 2. Committee Appointments***

The President, with the approval of the Chapter Board, will appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the organization.

## **Article 10 – Finances**

### ***Section 1. Fiscal Year***

The fiscal year of the Chapter will be from January 1<sup>st</sup> to December 31<sup>st</sup>. Members will be responsible for renewing their own Global IIBA membership.

### ***Section 2. Fees***

Chapter fees will be set by the Chapter Board and communicated in accordance with policies and procedures established by the IIBA Board of Directors.

### ***Section 3. Financial Governance Policies***

The Chapter Board will establish policies and procedures to govern the management of its finances and will submit required tax filings to appropriate government authorities.

### ***Section 4. Internal Audit***

The Vice President of Finance will facilitate an internal audit of the Chapter's financial books and statements every two years, upon the completion of his/her/their term. The audit will include the financial information as it applies to the previous two years and will include an audience of the Past President and/or two other Chapter Board members.

### ***Section 5. Financial Records***

All monies in the hands of any Chapter Board member will be deposited in the name of the Chapter and a complete record of all monies received and paid out will be kept. Unless otherwise authorized, all monies will be paid out by check or other methods acceptable to the Chapter Board, and will require the signature or authorization of one of the two signatories on the Chapter Board.

## **Article 11 – Ratification and Amendments**

### ***Section 1. Ratification by Membership***

These Bylaws may be amended by a two-thirds (2/3) vote of the attending voting membership in good standing at an Annual General Meeting of the Chapter, duly called and regularly held. Bylaw amendment vote may not be held within 30 minutes of call to order or adjournment, and voting Chapter Board members must be present to vote. Notice of Bylaw amendment vote must be issued fourteen (14) days prior to the vote on the Chapter website posting. An email to the Chapter email distribution list must accompany the web site posting of the proposed amendment change(s).

### ***Section 2. Petition for Bylaw Change***

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

### ***Section 3. Global IIBA Consistency***

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.

## **Article 12 - Dissolution**

### ***Section 1. Dissolution Process***

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

Dissolution of the Chapter may be due to the direction of the 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.