

IIBA Greater London, Ontario (IIBA GLO) Chapter Bylaws

As of May, 09, 2021

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Bylaw 1 – Name & Territory

Section 1: This organization shall be called International Institute of Business Analysis Greater London, Ontario (IIBA GLO) 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.

Section 2: The principal office of the Chapter shall be located in London, Ontario, Canada;

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 locally represent 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 IIBA Greater London, Ontario (IIBA GLO) Chapter selected.

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 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.

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 Executive Meeting	As Needed
Committee Meetings	As Needed

Section 2: Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	60 days	25% membership	Email
Events	Board Member	60 days	10% membership	Email
Executive Meeting	President	7 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 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 (BOD). There will be no less than three and no more than eight elected officers to serve in the following positions:

- i. President
- ii. Secretary
- iii. Vice President (VP) Finance / Treasurer
- iv. Vice President (VP) Communications & Marketing
- v. Vice President (VP) Research and Professional Development
- vi. Vice President (VP) Membership
- vii. Vice President (VP) Sponsorship
- viii. Vice President (VP) Event Planning
- ix. Vice President (VP) Advisory committee (non-voting BOD)
- x. Vice President (VP) Honorary committee (non-voting BOD)

All officers must be members in good standing of IIBA. 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. Exception(s): The Vice President (VP) Advisory committee (non-voting BOD) and the Vice President (VP) Honorary committee (non-voting BOD) – are elected by the other eight BODs. These two VPs do not have voting rights, and their active participations are not mandatory for the chapter activities.

Board of Directors should consist of at least 75% IIBA certificate holder IIBA members residing in London, Ontario.

To run for any of the elected Board of Directors roles above (except for Vice President (VP) Advisory committee and Vice President (VP) Honorary committee), a member must perform one of the followings in twelve (12) months prior to the date of election: (a) enroll five (5) or more {seven (7) or more for non-IIBA designated} IIBA active members to this chapter; (b) conduct at least one (1) event {two (2), for non IIBA designated} with the presence of at least 50% of the current board members and attendance of 25% or more chapter members.

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.

Upon election these Officers will immediately become members of the Board of Directors. 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	Vice President (VP) Finance / Treasurer
Vice President (VP) Research & Professional Development	Secretary
Vice President (VP) Communications & Marketing	Vice President (VP) Sponsorship
Vice President (VP) Event Planning	Vice President (VP) Membership

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 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 of 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 of Research and Professional Development 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. Chapters are prohibited from offering training developed by the Chapter but may host a training session offered by an IIBA Endorsed Education Provider.

Section 7: The Vice President of Sponsorship will be responsible for sourcing sponsors and maintaining the relationships. Sponsorship will allow the Chapter a source of income to further the goals and objectives of the Chapter as well as bringing the community together.

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 must be members in good standing of IIBA.

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 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. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally 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 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 bylaw

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

Section 10: No Officer, Director, Associate, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an Officer, Director, Associate, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Bylaw 8 – Nominations and Elections

Section 1: A Nominating Committee shall prepare a list 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 or 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 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 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 1 January to 31 December.

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.

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 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 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'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.

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.

Bylaw 13 – Addendum

13.1. Director Roles and Accountabilities

13.1.1. President: Specific accountabilities include, but are not limited to:

- 1) Chapter’s mission, vision, goals, and strategic objectives
- 2) Performance of the Board and its individual Directors
- 3) Board member succession, including appointments of replacement Board members to vacant positions
- 4) Appointments of Nominating Committee members, appointments of committees, committee chairpersons, and representatives to task teams with Board approval
- 5) Implementation of effective and efficient Board policies, procedures, roles and responsibilities, organogram
- 6) Development of Board meeting and General Meeting schedules and agendas and presiding over all Board meetings and General Meetings
- 7) Monthly, periodic, and annual reporting to IIBA, including the submission of the annual application for Charter renewal
- 8) Preparation of a report for the Annual General Meeting
- 9) Liaison with IIBA and other IIBA components and organizations
- 10) Pursuing and developing alliances with other organizations, agencies, businesses, and individuals to further the Chapter’s purpose and strategic objectives
- 11) Retention and archival of permanent records associated with the position
- 12) Information handoff and transition to the position successor

13.1.2. Secretary: Specific accountabilities include, but are not limited to:

- 13) Serve on the Board
- 14) Overall stewardship of the Secretary portfolio and their performance
- 15) Maintain copies of the organization’s bylaws and the Board’s policy statements
- 16) Maintain lists of Board Members
- 17) Notify Board Members of meetings
- 18) Take official meeting minutes
- 19) Record Board attendance
- 20) Ensure there is quorum at meetings
- 21) Record all motions and decisions of meetings
- 22) Record all corrections to minutes
- 23) Sign Board minutes and corrections to attest to their accuracy
- 24) Maintain copies of minutes of Board and committee meetings’
- 25) Distribute copies of minutes promptly
- 26) Conduct general Board correspondence including receiving, reading, distributing
- 27) Maintain records of all Board correspondence
- 28) Sign official documents of the organization as required
- 29) File the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry
- 30) Chair Board meetings in the absence of the President
- 31) Portfolio succession management
- 32) Provision of the Chapter’s stationary and printed materials
- 33) Information handoff and transition to the position successor

13.1.3. Vice President (VP) / Treasurer: Specific accountabilities include, but are not limited to:

- 1) Serve on the Board
- 2) Overall stewardship of the Treasurer portfolio and their performance
- 3) Serve on the Board
- 4) May Chair Board meetings and General Meetings in the President’s absence and has authority commensurate with the President in his or her absence
- 5) Give regular reports to the Board on the financial state of the organization

- 6) Keep financial reports on file
- 7) Act as signing officer with the President for cheques and other documents
- 8) Manage the day-to-day financial affairs of the Board
- 9) Manage the accounting of the funds of the organization, its budget, and expenditures
- 10) Keep full and accurate accounts of all organizational receipts and disbursements
- 11) Receive and bank all monies due to the organization
- 12) Disburse all monies as directed by the Board
- 13) Learn duties of the President & Vice-President and keep informed on key issues
- 14) File necessary financial reports, tax reports and audits
- 15) Ensure compliance with local and corporate fiduciary responsibilities
- 16) Portfolio succession management
- 17) Orient the new Treasurer
- 18) Information handoff and transition to the position successor

13.1.4. Vice-President (VP) Communications & Marketing: Specific accountabilities include, but are not limited to:

- 1) Overall stewardship of the Communications portfolio and its performance
- 2) Communication of products and services
- 3) May Chair Board meetings and General Meetings in the President's absence and has authority commensurate with the President in his or her absence
- 4) Dissemination of information to and from the Chapter membership
- 5) Liaison with advertisers and sponsors
- 6) Promotion of the local Chapter and IIBA
- 7) Monthly, periodic, and annual reporting on relevant topics
- 8) Maintenance of the Chapter's website
- 9) Act in the absence of the President
- 10) Learn duties of the Vice-President and keep informed on key issues
- 11) Act as a signing officer for cheques and other documents
- 12) Portfolio succession management
- 13) Retention and archival of permanent records associated with the position
- 14) Information handoff and transition to the position successor
- 15) Ensure members are notified of General Meetings
- 16) Maintain lists of committee members

13.1.5. Vice-President (VP) Events Planning: Specific accountabilities include, but are not limited to:

- 1) Overall stewardship of the Programs portfolio and its performance
- 2) Development of the annual program plan
- 3) May Chair Board meetings and General Meetings in the President's absence and has authority commensurate with the President in his or her absence
- 4) Development and delivery of program schedules, speakers, logistical arrangements, publication, registration, and related record-keeping
- 5) Liaison with professional associations and program guest speakers
- 6) Monthly, periodic, and annual reporting on relevant topics
- 7) Act in the absence of the President
- 8) Learn duties of the Vice-President and keep informed on key issues
- 9) Act as a signing officer for cheques and other documents
- 10) Portfolio succession management
- 11) Retention and archival of permanent records associated with the position
- 12) Information handoff and transition to the position successor

13.1.6. Vice-President (VP) Membership: Specific accountabilities include, but are not limited to:

- 1) Overall stewardship of the Membership portfolio and its performance
- 2) May Chair Board meetings and General Meetings in the President's absence and has authority commensurate with the President in his or her absence
- 3) Liaison with current and prospective members
- 4) Products and services that are not already provided to members via the Communications & Marketing portfolio

- 5) Monthly, periodic, and annual membership reporting on relevant topics
- 6) Learn duties of the President & Vice-President and keep informed on key issues
- 7) Act as a signing officer for cheques and other documents
- 8) Portfolio succession management
- 9) Retention and archival of permanent records associated with the position
- 10) Information handoff and transition to the position successor
- 11) Maintain lists of General Membership

13.1.7. Vice-President (VP) Professional Development: Specific accountabilities include, but are not limited to:

- 1) Overall stewardship of the Professional Development portfolio and its performance
- 2) Professional workshops and seminars that develop members
- 3) May Chair Board meetings and General Meetings in the President's absence and has authority commensurate with the President in his or her absence
- 4) Educational program schedules, resources, logistical arrangements, and publication
- 5) Learn duties of the Vice-President and keep informed on key issues
- 6) Act as a signing officer for cheques and other documents
- 7) Learn duties of the President & Vice-President and keep informed on key issues
- 8) Portfolio succession management
- 9) Retention and archival of permanent records associated with the position
- 10) Information handoff and transition to the position successor

13.1.8. Past President:

Serve as a non-voting member on the Board in for one year following the expiration of their term

- 1) Support the current President
- 2) Chair the Nominating Committee for recruitment of new Board Members
- 3) Assist with Board recruitment and orientation to the Board
- 4) Assist with Board training
- 5) Provide historical continuity about the Board's activities

13.1.9. Associate Positions:

The Board may establish or abolish, as it deems necessary from time to time, Associate positions to carry out specific tasks. An Associate shall be a non-voting member of the Board, and report to a Director for the performance of their assigned duties. The term of an Associate position will be specified at the time the position is created up to a maximum of two (2) years. The term of an Associate position is not required to coincide with the Board election cycles. At the expiry of the term the Board can extend or reinstate an Associate position by motion.

13.2. Structure of the Chapter

- 1) **Founding members:** These members are the members who founded the IIBA Greater London, Ontario Chapter. They will become part of Board of Directors, Advisory member, or Honorary member once established.
- 2) **Board of Directors:** As described throughout this document
- 3) **Voting Member Committee:** Individuals are current and active IIBA and Chapter member and must have an "IIBA Express Interest" registrar volunteer to help the cause of the chapter when called upon. These members hold the voting rights to elect the Board of Directors and can qualify to run for becoming a Board of Director.
- 4) **Advisory Member Committee:** Individuals may or may not be an active IIBA and Chapter member. Do not have active involvement with the chapter, has no voting rights, and registered with "IIBA Express Interest". However, they have the interest to the cause of the chapter and provide value added advise and support.
- 5) **Honorary Member Committee:** Individuals with interest to the chapter holding significant position in the society, i.e. C-suites in a publicly traded company, academicians, etc.. Do not have voting rights.
- 6) **Temporary / Prospective Member Committee:** Individuals without active IIBA and Chapter membership. May join once per calendar year event as an audience. Do not have voting rights.