

Cleveland Chapter Bylaws ****DRAFT****

As of November 18, 2020

I. Definition of Chapter

- I.A. This organization shall be called the International Institute of Business Analysis, Cleveland Chapter (hereinafter “the Chapter”). This organization is a local Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA®”) and separately organized. The Chapter is registered as a 501c(6) Not for Profit Corporation in the State of Ohio.
- I.B. The principal location of the Chapter shall be the greater Cleveland area in NE Ohio.
- I.C. The Chapter is governed by the duly elected IIBA Board of Directors and is subject to all IIBA policies, procedures, rules, and directives.
- I.D. The Chapter shall meet all legal requirements in the jurisdiction in which the Chapter conducts business or is incorporated and/or registered.
- I.E. These Bylaws serve as the governing document of the Chapter. The Bylaws of the Chapter may not conflict with the IIBA’s current Bylaws and all policies, procedures, rules, or directives established or authorized by the IIBA Board of Directors nor with the Chapter’s Charter with IIBA.
- I.F. The terms of the Chapter executed between the Chapter and IIBA, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

II. Objective

- II.A. 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).
- II.B. The objectives of the Chapter are to:
 - II.B.1. Advance the role of the Business Analyst as a recognized profession;
 - II.B.2. Support opportunities for members to network with, and gain knowledge from, seasoned BA practitioners as well as with industry and government leaders;
 - II.B.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;
 - II.B.4. Provide pathways to learn about business analysis best practices;
 - II.B.5. Obtain and maintain a sufficient level of financial security, sustainability and autonomy at the chapter level to sustain the chapter;
 - II.B.6. 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;
 - II.B.7. Liaise with industry and association partners to increase awareness and benefit of IIBA Chapter members.

III. Composition

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.

IV. Membership

- IV.A. 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, physical or mental disability, sexual orientation, and gender identity or expression.
- IV.B. All members of The Chapter shall be members of the IIBA. Membership in The Chapter is established by the list provided by the IIBA of those who have selected Cleveland as their local chapter. The Chapter shall not create its own membership criteria.
- IV.C. 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 any applicable Chapter dues as verified by the Treasurer and whose membership is not under disciplinary review by the chapter or by IIBA.
- IV.D. Members shall be governed by and abide by the IIBA Bylaws and by the Bylaws of the Chapter.
- IV.E. Membership will be effective immediately upon application.
- IV.F. Membership in the Chapter shall terminate upon the member's name no longer appearing on the list referenced in IV.B above, failure to pay local 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. If a member resigns from the Chapter, local membership dues shall not be refunded by The Chapter.
- IV.G. In the event that a member relocates, chapter dues will be not be transferred to the member's new chapter. Chapter dues are not transferable to other members.
- IV.H. 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. However, IIBA has the sole authority and responsibility for the enforcement of the Code of Ethics with respect to IIBA members.
- IV.I. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter.
- IV.J. 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.

V. Meetings

- V.A. The Chapter will adhere to the minimum requirements of the IIBA by conducting one Annual General Meeting. The meeting will be called and chaired by the President with 60 days notice. Minimum attendance to hold the meeting is 20 members in good standing.
- V.B. All other meetings and events will be scheduled by the Board as needed to meet the Objective of the Chapter.
- V.C. Changes or modifications to the Chapter Calendar must be submitted to the President to be discussed at the next Executive Meeting.

VI. Officers and Directors

VI.A. Board of Directors

VI.A.1. Board Composition

The Chapter shall be governed by a Board of Directors. The Board of Directors are the legal officers for the Corporation. As a member of the Board, a Director has a fiduciary responsibility to the organization and is responsible for the effective governance thereof. All Directors shall be members in good standing of IIBA and of the Chapter. The Board will consist of the five officers named in Section VI.B and ex officio members defined in these Bylaws. The Board may increase the size of the Board at the Board's discretion to meet the needs of the Chapter. All Directors will be elected by the Chapter membership according to Bylaw VII below. The Directors will serve two-year terms of office, staggered so that approximately half of the Directors are elected each year to provide continuity.

VI.A.2. Board Qualifications

To be a member of the Board, the member must exhibit:

- VI.A.2.a. Demonstrated commitment to the work of the IIBA;
- VI.A.2.b. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy;
- VI.A.2.c. Willingness to serve on committees;
- VI.A.2.d. Attendance at Board meetings;
- VI.A.2.e. Attendance at meetings of assigned committees;
- VI.A.2.f. Attendance at the Annual General Meetings;
- VI.A.2.g. Attendance at membership meetings;
- VI.A.2.h. Support of, and participation in, special events.

VI.A.3. Board of Directors Responsibilities

- VI.A.3.a. The Board shall be responsible for carrying out the purposes and objectives of the Chapter.
- VI.A.3.b. 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.
- VI.A.3.c. The Board shall meet at the call of the President, or at the request of three (3) members of the Board directed to the Board Secretary. A quorum shall consist of greater 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 email, teleconference,

videoconference or any other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

- VI.A.3.d. The Board of Directors may declare a Board 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 has three (3) consecutive unexcused absences from Board meetings.
- VI.A.3.e. A Director may resign by submitting written notice to the President or Secretary. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the written notification.
- VI.A.3.f. A Director may be removed from office for just cause by a two-thirds (2/3) vote of the Board.
- VI.A.3.g. If any Director position becomes vacant, the Board may fill that position by appointment or by holding a special election. The Director's term shall take effect immediately, and continue for the remainder of the unexpired term.
- VI.A.3.h. If the membership is dissatisfied with actions taken by the board, a petition signed by a minimum of twenty (20) members that have attended at least one (1) Chapter meeting/event in the last twelve (12) months can be submitted to the President. The President will convene a special meeting of the members to discuss the concern within thirty (30) days of receipt of the petition, unless there is a regular meeting already scheduled within this timeframe.

VI.B. Board Officers

- VI.B.1. The Board shall include the following officer roles:
 - VI.B.1.a. President
 - VI.B.1.b. Secretary
 - VI.B.1.c. Treasurer
 - VI.B.1.d. Vice President of Communications
 - VI.B.1.e. Vice President of Education & Certification
- VI.B.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. The President shall also serve as a member ex-officio with the right to vote on all committees.
- VI.B.3. The immediate Past President may 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.
- VI.B.4. The Secretary shall keep the records of all business meetings of the Chapter and of the Board, maintain the roster of all Chapter members and their status.
- VI.B.5. The Treasurer is the financial officer of the Corporation and is responsible for the management of funds for duly authorized purposes of the Chapter. The Treasurer is responsible to the Board of Directors for maintaining the financial records and reporting. The Treasurer shall ensure the Chapter is in compliance with all applicable Federal and State tax requirements.
- VI.B.6. The Vice President of Communications is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate means to accomplish the objective. He or she is also responsible for the promotion of the local Chapter and IIBA to internal and external publications.

- VI.B.7. The Vice President of Education & Certification will be responsible for promoting the Profession of Business Analysis and associated IIBA Certifications, and for disseminating educational publications, seminars, and informational updates.
- VI.B.8. Appendix 1 contains further description of detailed responsibilities for each role.
- VI.C. Nomination and Election of Board Members
 - VI.C.1. A candidate may be nominated by any chapter member in good standing, including current Directors. A candidate may also nominate themselves.
 - VI.C.2. The Board of Directors, or their designates, will vet the candidate for eligibility to serve on the Board. If the candidate is found suitable and is willing to fill the position, then the Board will place the name of the candidate on the ballot at the next annual meeting, or at a special general meeting.
 - VI.C.3. The slate of candidates shall be distributed to the general membership at least four (4) weeks before the election.
 - VI.C.4. Voting for the election may occur via electronic means or in person. The Board will establish the process to be followed for electronic voting. Electronic votes must be received at least one (1) week prior to the meeting at which the vote is to be held. If a member has voted by electronic means and also attends the meeting, their vote at the meeting will supersede their electronic vote.
 - VI.C.5. Ballots will be counted by three (3) volunteers voting members who are not candidates or current Directors.
 - VI.C.6. The volunteers will present the results to the President, who will announce election results.
 - VI.C.7. Upon election any Director-elect will immediately become a non-voting member of the Board. The Director(s)-elect will not have voting rights until the beginning of their respective terms sixty (60) days after the date of the election. The outgoing Director(s) will coordinate the transition of their responsibilities with the corresponding incoming Director-elect.
 - VI.C.8. Directors shall be eligible to serve multiple terms.
 - VI.C.9. For Board continuity and stability, the election of Officers will be staggered on the following schedule:
 - Odd Years: President, Treasurer, Vice President (VP) of Communications
 - Even Years: Secretary, Vice President (VP) of Education & Certification

VII. Committees

- VII.A. The Board may establish committees to advance the purposes of the Chapter. The Board shall establish a charter for each committee which defines the membership, purpose, authority, and outcomes of the committee. Committees are responsible to the Board. A committee may be standing or ad hoc. The Board shall determine when an ad hoc committee is to be dissolved.
- VII.B. The President with the approval of the Board shall appoint a chairperson for each committee. The chairperson shall be responsible for identifying members for the committee. Committee members must be Chapter members in good standing.

VIII. Finance

- VIII.A. The fiscal year of the chapter shall be from 1 January to 31 December.
- VIII.B. Chapter membership fees (if applicable) are due January 1 of each year. Fees for new members will begin in January of the following year. Members will be responsible for renewing their own IIBA membership.
- VIII.C. Annual membership dues shall be set by the Board and communicated to IIBA in accordance with policies and procedures established by the IIBA.
- VIII.D. The Board shall establish policies and procedures to govern the management of its finances, including financial controls, and ensure the submission of required tax filings to appropriate government authorities.
- VIII.E. Members who fail to pay any applicable local chapter dues and are delinquent over 30 days will have their names removed from the official local chapter membership list. A delinquent member may be reinstated by making payment in full of all unpaid dues to IIBA and/or the local Chapter.

IX. Ratification and Amendments

- IX.A. These proposed Bylaws shall be ratified at the Annual General Meeting according to the rules set forth in VI.C.4.
- IX.B. Once ratified, any future proposed amendment(s) to these Bylaws shall be distributed to the general membership at least two (2) weeks prior to the meeting to vote on the amendment(s).
- IX.C. Voting shall occur according to rules set forth in VI.C.4
- IX.D. A two-thirds (2/3) majority of the votes cast is required for ratification of an amendment.
- IX.E. Amendments may be proposed by the Board on its own initiative, or as the result of a petition submitted by a minimum of twenty (20) members that have attended at least one (1) Chapter meeting/event in the last twelve (12) months.
- IX.F. 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.