



*International Institute of
Business Analysis*

Central Iowa Chapter

Bylaws

Version 8.0

Amended: 10/15/2017

Document Revision History

| Version # | Date | Revised by | Change Description |
|-----------|------------|----------------------|---|
| 1.0 | 6/20/07 | N/A | Initial Draft |
| 2.0 | 2/28/09 | Colleen Pilat | Incorporated changes as suggested and approved by the Board of Directors |
| 3.0 | 1/14/2012 | Heather Mylan- Mains | Updated By-laws to revise Board of Director duties, add Director of Partnerships, Director At Large and President Elect positions. Updated mission statement, objectives, Article VI elections, and various changes to language |
| 4.0 | 1/2/2013 | Barbara Allen | Update revisions voted on by Chapter Board on January 7, 2013 |
| 5.0 | 11/29/2013 | Kent McDonald | Proposed changes for 2013 Elections |
| 6.0 | 7/8/2014 | Andrew Walling | Removed At Large position, added Education, and removed specific responsibilities |
| 7.0 | 9/13/2016 | Kevin Rose | Updated By-laws to revise Board of Director roles and duties; added Director of Volunteerism; and Outreach; incorporated Director of Website & Technology into Communications |
| 8.0 | 10/15/2017 | Kevin Rose | Proposed changes for 2018 elections: term limit for presidency removed; President-Elect removed as a separate Board role; and added election calendar. |

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Article I – Name, Principal Office and Relationship to IIBA®:

- Section 1. This organization shall be called the International Institute of Business Analysis, Central Iowa Chapter (hereinafter “the CHAPTER”). This organization is a chapter chartered by the International Institute of Business Analysis, Incorporated (hereinafter “IIBA®”) and separately incorporated as a nonprofit, tax exempt corporation (or equivalent) organized under the laws of the State of Iowa.
- Section 2. The principal office of the CHAPTER shall be located in Greater Des Moines Area in the State of Iowa. The CHAPTER mailing address is PO Box 7781, Urbandale, IA 50323
- Section 3. The CHAPTER is responsible to the duly elected IIBA® Board of Directors and is subject to all IIBA® policies, procedures, rules and directives lawfully adopted.
- Section 4. The CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the CHAPTER conducts business or is incorporated/registered.
- Section 5. The bylaws of the CHAPTER may not conflict with the current IIBA®’s Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA® Board of Directors as well as with the CHAPTER’s Charter with IIBA®.
- Section 6. The terms of the Charter executed between the CHAPTER and IIBA®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose:

Chapter Mission: Work to strengthen the presence and understanding of Business Analysis.

- Section 1. The objectives of the CHAPTER are:
- To promote recognition and appreciation of the business analysis profession with local businesses, universities and professional associations,
 - To develop business analysis professionalism by providing a variety of stimulating, high quality programs,
 - To build a strong enduring membership base of business analysis professionals by providing value-added services,
 - To advance the mission and objectives of IIBA® with local businesses, universities, and professional associations,
 - Providing a forum for knowledge sharing for our members.

Article III – Membership:

- Section 1. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.
- Section 2. Membership in the CHAPTER requires membership in IIBA®. The CHAPTER shall not

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accept as members any individuals who have not been accepted as IIBA® members, and shall not create its own membership categories.

- Section 3. “Members in Good Standing” shall be defined as CHAPTER Members who have paid both IIBA® and CHAPTER dues and appropriate applications so their name appears on the IIBA® CHAPTER Membership list. In the event dues have been paid but not posted, the member must provide a verbal verification (written preferred) from IIBA® that dues have been received in order to be considered a member in good standing.
- Section 4. Members in good standing are allowed to vote in CHAPTER elections and hold office.
- Section 5. Members shall be governed by and abide by the IIBA® Bylaws and by the bylaws of the CHAPTER and all policies, procedures, rules and directives lawfully made there under.
- Section 6. All members shall pay the required IIBA® and CHAPTER membership dues to IIBA® and the CHAPTER, respectively. In the event that a member resigns, membership dues shall not be refunded by IIBA® or the CHAPTER.
- Section 7. An individual applying to be a local CHAPTER Member must be an IIBA® Member in good standing and must complete the CHAPTER Membership registration form. Membership will be effective when verified with IIBA® membership.
- Section 8. Membership in the CHAPTER shall terminate upon the member’s resignation, failure to pay dues or expulsion from membership for just cause.
- Section 9. Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for IIBA® and the CHAPTER as determined by the Director of Membership.
- Section 10. Upon termination of membership in the CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- Section 11. 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 12. Except for failure to pay dues, no member shall be expelled without due process. Expulsion shall be upon two-thirds vote of the Board of Directors present and voting at a Board meeting. The member may appeal the decision 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.

Article IV – CHAPTER Calendar:

- Section 1. The CHAPTER will adhere to the following minimum schedule of events.

| <i>Event</i> | <i>Timeframe</i> |
|------------------------------|---------------------|
| CHAPTER Meetings | Bi-Monthly |
| Annual General Meeting (AGM) | Yearly |
| CHAPTER Board Meeting | Quarterly |
| Committee Meetings | Quarterly/As Needed |

Section 2. Notice of meetings

| <i>Meeting</i> | <i>Called By</i> | <i>Notice Period</i> | <i>Min Attendance</i> | <i>Notice Form</i> |
|-------------------|----------------------|----------------------|-----------------------|--------------------|
| AGM | President | 30 days | 10% Membership | Electronic |
| Meetings | Director of Programs | 14 days | 10% membership | Electronic |
| Board Meeting | President | 14 days | 50% of Board | Electronic |
| Committee Meeting | Committee Chair | As Required | As Required | Electronic |

Article V – Officers and Directors:

Section 1. All officers shall be members in good standing of IIBA® and of the CHAPTER. The CHAPTER shall have nine elected officers to serve in the following positions:

- President
- Director of Partnerships
- Director of Membership
- Director of Treasury & Finance
- Director of Communications
- Director of Programs
- Director of Volunteerism & Outreach
- Director of Education

Section 2. President.

The President will be responsible for the overall functioning of the CHAPTER, assuring that the CHAPTER Board works together as a team, dedicated to achieving the CHAPTER vision, mission and objectives as detailed in the CHAPTER Bylaws. Furthermore, the President will serve as the spokesperson for the CHAPTER

Section 3. Director of Partnership

The Director of Partnership will be responsible for the strategic development and delivery of chapter partnership program.

Section 4. Director of Membership

The Director of Membership will be responsible for the development and maintenance of a CHAPTER membership plan that assures industry diversity and continued growth through recruiting and partnering with major area employers.

Section 5 Director of Treasury & Finance

The Director of Treasury & Finance will be responsible for the solicitation of input from Board members for the development of financial goals and objectives for the CHAPTER and the preparation of an annual financial plan.

Section 6. Director of Communications

The Director of Communications is responsible for the timely dissemination of information both to and from the CHAPTER membership, using various tools and technology to accomplish the objective including coordination of updates to the CHAPTER website and social media platforms.

Section 7. Director of Programs

The Director of Programs is responsible for 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 8. Director of Volunteerism & Outreach

The Director of Volunteerism & Outreach is responsible for identification and alignment of volunteers to various CHAPTER committees and is also responsible for building positive relationships within the community including educational institutions, corporations, and other professional groups to promote the business analyst role and practices.

Section 9. Director of Education

The Director of Education will be responsible for the development and delivery of chapter educational programs relating to business analysis and in accordance with the objectives of the CHAPTER and with approval of the CHAPTER Board.

Article VI – Board of Directors:

Section 1. The CHAPTER shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the CHAPTER elected by the membership. All Officers shall be members in good standing of IIBA® and of the CHAPTER. Terms of office for the Officers shall be two years, January 1 through December 31.

Section 3. The Board shall be elected in two groups, with terms commencing in alternate years as follows:

| <i>Odd Years</i> | <i>Even Years</i> |
|-------------------------------------|---------------------------------|
| Director of Volunteerism & Outreach | President |
| Director of Communications | Director of Programs |
| Director of Treasury & Finance | Director of Membership Services |
| Director of Education | Director of Partnership |

Section 4. The Board shall exercise all powers of the CHAPTER, except as specifically prohibited by these bylaws, the IIBA® Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and IIBA® Bylaws and policies, and to exercise authority over all CHAPTER business and funds.

Section 5. 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 President. 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, email, facsimile or other legally acceptable means.

Section 6. The Board of Directors shall declare an Office to be vacant where an Officer ceases to be a member in good standing of IIBA® or of the CHAPTER by reason of non-payment of dues. 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. Any elected officer may be recalled by approval of sixty (60) percent of those in attendance at a General Meeting of the CHAPTER membership. The President with the 2/3-majority approval of the Board may recall any elected officer who fails to attend three (3) consecutive Board meetings. If the elected officer is the President, the 2/3-majority approval from the remainder of the Board is required for recall.

Section 7. An Officer 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, or by a two-thirds (2/3) vote of the Board.

Section 8. If an Office becomes vacant prior to the end of the term as described in Article VI Section 3, the Office shall be filled by an appointment by the President and ratified by a two-thirds (2/3) vote of the Board. If the vacant Office is that of President, the Office of President shall be filled by the President Elect. If the Office of President Elect is vacant, the office of President will be filled by another Officer following this order:

- Director of Programs
- Director of Partnerships
- Director of Membership
- Director of Communications
- Director of Volunteerism & Outreach
- Director of Treasury & Finance
- Director of Education

Article VII – Nominations and Elections:

- Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the CHAPTER shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.
- Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.
- Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating committee or the Board. Elections shall be conducted: via one or more of the following: (a) by electronic ballot to all voting members in good standing; or (b) during a CHAPTER meeting (c) during the Annual General Meeting. 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 4. Elections results will be finalized prior to Sept. 30 of the year starting in 2018.
- Section 5. All Offices will be filled by the Officer-Elect for the role when the term of the Previous Officer expires. If the Officer-Elect is currently on the Board, that individual will hold their current office and the role of Officer-Elect. Should the Board member resign or be unable to fulfil their duties while there is an Officer-Elect, then the Officer-Elect will assume the new Board role. If this causes a vacancy in a Board role, the open Board position will be filled as described in Article VI; Section 8.
- Section 6. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Article VIII – Committees:

- Section 1. The Board may authorize the establishment of standing or temporary 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 committee chairperson for each committee may be appointed by any elected Officer in good standing with the 2/3 -majority approval of the Board. Committee members may be appointed from the membership of the organization.

Article IX - Finance:

- Section 1. The fiscal year of the CHAPTER shall be from January 1st though December 31st.
- Section 2. Annual membership dues shall be set by the Board and communicated to IIBA® in accordance with policies and procedures established by the IIBA® Board of Directors.
- Section 3. The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

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- Section 4. All dues billings, dues collections and dues disbursements shall be performed by IIBA[®].
- Section 5. The Director of Treasury & Finance except shall handle expenditures as otherwise provided in these Bylaws. In all cases, expenditures shall be made in accordance with the approved budget. The expenditures must not exceed the approved CHAPTER budget by more than ten (10) percent, except with the approval of the Board of Directors.
- Section 6. Either the Director of Treasury & Finance or the President must sign all CHAPTER financial transactions requiring a check from the CHAPTER account. Checks under \$1000.00 need only one approval, while checks over \$1000.00 need two approvals (signatures or written authorization). Approval by the Immediate Past President is needed (signature or written authorization) if the check over \$1000.00 is for the President. Original bank statements and a detailed financial transaction log will be maintained by the Director of Treasury & Finance and will be made available to any Board member or IIBA[®] Headquarters on request. Debit card transactions over \$1,000 will be approved by a monthly signoff by the President. If transaction is created by the President, the past president must sign off that transaction.
- Section 7. A review of the CHAPTER's financial records and asset inventory should be conducted once a year, in the first quarter of the year following. The results of that review should be presented to the Board of Directors. The review should be conducted by two people, possibly CHAPTER members, approved by the Board of Directors.

Article X – Meetings of the Membership:

- Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.
- Section 2. Special meetings of the membership may be called by the Director of Programs, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.
- Section 3. The Board shall send notice of all annual and special meetings to all members at least 14 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.
- Section 4. A quorum at all annual and special meetings of the CHAPTER shall be ten percent (10%) of the voting membership in good standing, present in person.
- Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article XI – Insider Benefit and Conflict of Interest:

- Section 1. No member of the CHAPTER shall receive any financial or economic gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the CHAPTER, except as otherwise provided in these Bylaws.
- Section 2. No officer, director, 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, committee member or authorized representative regarding attendance at Board meetings and other approved activities.
- Section 3. CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of

CHAPTER and any corporation, partnership, association or other organization in which one or more of CHAPTER's directors, officers, appointed committee members or authorized representatives are:

A. directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

1. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
2. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
3. The contract or transaction is fair to CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which CHAPTER is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the CHAPTER shall act in an independent manner consistent with their obligations to the CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the CHAPTER has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XII - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the CHAPTER, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the CHAPTER may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the CHAPTER, or is or was serving at the request of the CHAPTER as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII- Amendments:

Section 1. These bylaws may be amended by a majority vote of the voting membership in good

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standing present at an annual meeting of the CHAPTER duly called and regularly held in January; or by a 2/3rd vote by voting Board members at a scheduled Board Meeting. Bylaw amendment vote may not be held within 30 minutes of call to order or adjournment and voting Board members must be present in person to vote. Notice of bylaw amendment vote must be issued fourteen (14) days prior to bylaw amendment vote on CHAPTER website posting. Website posting of proposed amendment change must contain email or alternate method of contact for comments. Only comments from CHAPTER members in good standing will be considered. Website posting of proposed amendment change will display a deadline date.

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. The Board with or without recommendation shall present all such proposed amendments.

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

Article XIV- 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.