



*International Institute of  
Business Analysis*

Seattle Chapter

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Bylaws

As of March 2019

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## Revision History

Author Name	Description	Date Approved	Document Version
Keith Sadoris	Revisions from initial meeting of interim chapter chair committee		.1 Draft
Keith Sadoris	Removed sections about evaluating Board members since no evaluation criteria is available through the IIBA. Chapter can add this at a later date if it becomes necessary.		.2 Draft
Keith Sadoris	Incorporated changes discussed at February chapter meeting		.3 Draft
Keith Sadoris	Additional changes noted in yellow highlight based on chapter council meetings and board input.		.4 Draft
Keith Sadoris	Minor revisions in blue highlight after discussion at 4/25 Board meeting. Still under review...		.5 Draft
Keith Sadoris	Updated to approved version with changes to VP Education and acceptance of past changes.		1.0 Approved
Keith Sadoris	Updating as we have new board members and are ensuring alignment with the Affiliation Agreement. Updated timing of AGM/elections to align with Summer Break.		1.1 Draft
Keith Sadoris	Font and alignment changed per member feedback. Page 17 – removed reference to Facebook and linked-in. Replaced with more generic terminology – social media – per member feedback.	11/26/10	2.0 Approved
Keith Sadoris	Adding new Board Position – VP Special Projects & Events	4/10/12	2.1 Draft (submitted for member approval)

<b>Author Name</b>	<b>Description</b>	<b>Date Approved</b>	<b>Document Version</b>
Vicki James	Updated to match May 2012 approval	4/14/2013	3.0
Vicki James	Update to board structure	1/2/2014	3.1
Vicki James	Approved by membership	6/3/2014 (noted 3/23/2015)	3.2
Shirley Nelson, Lorena Ware, Smitha Royadu, Bernard Chester, Jamshyd Fararooy, Cherie Jones	Updated Bylaws. Description TBD.	4/28/2016	3
Connie Brenden	Edit and format, no content changes.	5/12/2016	4.0
Lauren Ambrose	Edit, format, reorganization. Approved by Board.	3/12/2019	5.0

## **Bylaw 1—Name & Territory**

**Section 1.** This organization shall be called the International Institute of Business Analysis, Seattle Chapter (hereinafter “the Chapter”). The Chapter is chartered by the International Institute of Business Analysis, (hereinafter “IIBA®”) and separately organized. This document is the general Bylaws of the Chapter, and it regulates the operation of this organization in accordance with Article IV, section 5.2 of the Affiliation Agreement.

**Section 2.** The principal office of the Chapter shall be located in Seattle in the State of Washington.

**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, including but not limited to the [Chapter Policy Manual](#) and the Affiliation Agreement.

**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 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.

## **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 the International Institute of Business Analysis (IIBA).

All activities will be in compliance with Article II of the Affiliation Agreement.

**Section 2.** The objectives of the Chapter are to:

- Advance the role of the Business Analyst (BA) as a recognized profession.
- Support opportunities for Business Analysts 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 sustain a level of financial security, sustainability and autonomy at the chapter level.
- Create corporate support for IIBA within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and the IIBA.

- Liaise with industry and association partners to increase awareness and benefit of IIBA Chapter members.

### **Bylaw 3—Appropriate Use**

**Section 1.** The Chapter 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—Officers and Directors**

**Section 1.** The Chapter shall be governed by a Board of Directors responsible for carrying out the purposes and objectives of the Chapter. Board positions include:

- President
- Secretary
- Treasurer
- Vice President (VP) Communications
- Vice President (VP) Marketing
- Vice President (VP) Professional Development
- Vice President (VP) Membership
- Vice President (VP) Programs
- Vice President of Sponsorship

**Section 2.** All officers shall be members in good standing of IIBA and of the Chapter. Officers will be elected by majority vote of Chapter members. 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.

**Section 3.** Upon election, these Officers will immediately become members of the Board of Directors. Officers can be eligible to serve multiple terms.

**Section 4.** As the Chapter increases its membership, the duties and responsibilities for each of the Board members will expand. As a result, new Board positions will be put forward for approval by the membership.

**Section 5.** Conversely, should the Chapter decrease its membership, or fails to obtain enough eligible candidates for all the positions listed in Section 1, the board may vote to combine roles and positions at its discretion, as long as it maintains six board positions at a minimum. Such decisions require majority vote of the board.

**Section 6.** Officers will be elected and serve a two-year term. The following chart illustrates the election rotation process:

<b>Odd Years</b>	<b>Even Year</b>
President	Treasurer
Secretary	Vice President (VP) Sponsorship
Vice President (VP) Professional Development	Vice President (VP) Membership
Vice President (VP) Programs	Vice President (VP) Communications (when existing)
Vice President (VP) Marketing	

**Section 7.** The officers' detailed job descriptions are in a separate document. See **Seattle Chapter Job Descriptions**.

**Section 8** 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 9.** 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 Secretary. A quorum shall consist of no less than one-half of the membership of the Board at the time the meeting is called to order. Each member shall have the choice to participate by teleconference, phone, or in person and shall be entitled to one (1) vote during the board meeting.

**Section 10.** 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 of the Chapter by reason of non-payment of dues, an officer resigns, or an officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the Board. 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 11.** 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 (in person, by phone, or online) at an official meeting of the membership or by a two-thirds (2/3) vote of the Board.

**Section 12.** If any officer position becomes vacant, the Board may appoint a successor to fill the vacant position for the unexpired portion of the term.

**Section 13.** If and when the Board can convene a quorum, the Board has the power to:

- Amend Bylaws
- Amend objectives
- Commit the local chapter to contractual arrangements
- Terminate any individual member for violation of a bylaw or an IIBA bylaw

## **Bylaw 5—Membership**

**Section 1.** Membership in the Chapter is voluntary and shall be open to any person interested in furthering the purposes of the organization. Membership shall be open to all eligible (meaning member of the IIBA) persons without regard to race, creed, color, age, gender, marital status, international origin, religion, physical or mental disability, or sexual orientation.

**Section 2.** Membership in the Chapter requires membership in IIBA. The Chapter shall not 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” can vote in Chapter elections and hold office. Members in good standing shall be defined as Chapter Members who have paid both IIBA and Chapter dues, as verified by the Board.

**Section 4.** 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 thereunder.

**Section 5.** All members shall pay the required IIBA and Chapter membership dues, and in the event that a member resigns, membership dues shall not be refunded by IIBA or the Chapter.

**Section 6.** In the event that a member relocates, chapter dues will be transferred to the member’s new chapter. Chapter dues will not be refunded to the member. If a member moves to an area which does not have a local chapter, their dues will be forfeited.

**Section 7.** An individual applying to be a local chapter member must be an IIBA member in good standing. Membership will be effective when the financial transaction is processed.

**Section 8.** 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 IIBA Bylaws. These rules apply to Chapter Board members as well as the general membership.

**Section 9.** 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 IIBA 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.

**Section 10.** Members who fail to pay the required chapter dues and are delinquent over 30 days will have their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by paying all unpaid dues for both IIBA and the Chapter.

**Section 11.** Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter.



**Section 12.** 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 13.** Non-members will be allowed to attend chapter events at the non-member rate charged for the event. Membership benefits will be discussed with non-members in the hopes that they will join the IIBA and local chapter.

**Section 14.** Non-members will not be allowed to participate in any chapter elections or committees and will not have access to the members section of the chapter website.

**Section 15.** Individuals may be active voting members of more than one IIBA chapter as long as they meet all other membership criteria. However, members can only serve on the board or chair a committee of one chapter at any given time.

**Section 16.** If the membership is dissatisfied with actions taken by the Board, a petition signed by 51 percent of the membership can be submitted to the President and the issue(s) will be resolved at a special meeting of the members or the next scheduled member meeting.

## **Bylaw 6—Chapter Calendar**

**Section 1.** The Chapter will adhere to the following minimum schedule of events.

<b>Event</b>	<b>Timeframe</b>
Chapter Meetings (these are regular meetings open to all members in good standing)	Jan, Feb, Mar, Apr, May, June, Sep, Oct, Dec  Summer off
BABOK Study Group (this is intended to be an annual event to promote preparation for certification)	Between Oct-Jan and/or Jan – Jun
AGM (this is a once a year meeting to review the state of the Chapter)	May or June
Board Meetings (monthly meetings open to the board and committee leads, to review the state of the Chapter and discuss/vote on issues)	Monthly, plus any additional planning and strategy meetings as needed
Committee Meetings (these are meetings of special committees focused on certain tasks and will be open only to the members of the committees and the President – see Bylaws 6, Section 2)	As Needed

**Section 2.** The President will chair the AGM meeting. Voting will occur by electronic vote, a show of hands, or polling of members. Decisions and acceptance are based on majority votes.

## **Bylaw 7—Nominations and Elections**

**Section 1.** A Nominating Committee shall:

- Prepare a slate containing nominees for each Board position.
- Verify 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 of the Board.

**Section 2.** The Nominating Committee shall be composed of Board members, chapter members, or volunteers. No member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

**Section 3.** Elections shall be conducted by mail, electronic vote, or in-person ballot by members in good standing, as defined in section 3 of Bylaw 5.

**Section 4.** 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.

## **Bylaw 8—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.** In instances where a Board member is the chair of a committee, that person will establish committee membership as needed. In instances where a Board member will not chair a committee, the President shall oversee the selection of the chair and committee members and seek Board approval.

## **Bylaw 9—Finance**

**Section 1.** The fiscal year of the Chapter shall be from 1 January to 31 December.

**Section 2.** Annual Chapter 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.

**Section 4.** Audit of records and accounting practice will be performed every two (2) years by an independent third party and/or an audit committee appointed by the Board.

**Section 5.** Fees are due upon renewal of membership according to anniversary date of IIBA membership.

**Section 6.** In addition to any Chapter membership dues, the Chapter may charge for any individual event/meeting as necessary for chapter solvency. Whenever individual meeting/event charges apply, the Chapter will collect either a member fee or a non-member fee for participants.

### **Bylaw 10—Ratification and Amendments**

**Section 1.** These Bylaws may be amended by a two-thirds (2/3) vote of the Board. Each member shall have the choice to participate by teleconference, phone, or in person and shall be entitled to one (1) vote during the board meeting.

**Section 2.** 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.

### **Bylaw 11—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.