



*International Institute of
Business Analysis*

Central Iowa Chapter

Bylaws

Version 9.0

Amended 2/28/2019

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 throughout the document.
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.
9.0	2/4/2019	Kevin Rose	General changes to align of CIC Bylaws to International organization bylaws

Table of Contents

Article I – Name, Principal Office and Relationship to IIBA®:	4
Article II - Purpose:.....	4
Article III – Membership:.....	5
Article IV – Meetings of the Members:	6
Article V – Board of Directors:.....	7
Article VI – Officers:	8
Article VII – Nominations and Elections:	9
Article VIII – Committees:	9
Article IX – Finance:.....	10
Article X – Discipline:	10
Article XI – Insider Benefit and Conflict of Interest:.....	11
Article XII - Indemnification:.....	12
Article XIII- Amendments:.....	12
Article XIV- Dissolution:.....	12

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.
- 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, sex, marital status, national origin, religion, or physical or mental disability. Individuals must be at least eighteen years of age to qualify as a member of the Chapter.
- 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” 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.. 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. Any member who is in arrears of the payment of any membership fees for a period of thirty (30) calendar days shall automatically be suspended from membership in the Institute and shall not be re-admitted except upon payment of the requisite membership fees.
- 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. A membership in the CHAPTER is terminated when:
 - a) the member fails to maintain any qualifications for membership described in this Bylaw;

- b) the member resigns by delivering a written resignation to the CHAPTER Board in which case the resignation shall be effective upon receipt or the date of resignation specified in the resignation, whichever is later;
- c) the member is expelled or the membership is otherwise terminated in accordance with the CHAPTER code of conduct as defined by the Board and the terms specified in this bylaw;
- d) the member's term of membership expires;
- e) the CHAPTER is liquidated or dissolved

Section 13. The Board may establish a membership fee structure, with different categories of membership fees, providing for the payment by its members of fees. The categories of membership fees may include honorary, corporate, organization, regular, associate, affiliate, student, and academic fees.

Article IV – Meetings of the Members:

Section 1. The Institute shall in each year hold an annual members' meeting at the date and time determined by Board resolution. Each annual meeting shall be held within 15 months from the last annual meeting and shall be held within six months from the end of the Institute's financial year.

Section 2. The majority of the Board or the President shall have power to call the Annual General Meeting (AGM) or, at any time, a special members' meeting.

Section 3. The Board or President shall call a special members' meeting on written requisition of ordinary members carrying not less than ten percent of the voting rights. If the Board does not call a meeting within 21 days of receiving the request, any ordinary member who signed the request may call the special members' meeting.

Section 4. Written notice of the date, time and place of a members' meeting where a vote will be held, whether annual or special, shall be given to each member by electronic or other communication facility to each member entitled to vote at the meeting during a period of 10 to 14 days before the day on which the meeting is to be held. In, the case of special meetings, the notice shall state the nature of the business to be considered in sufficient detail to permit the member entitled to vote at the meeting to form a reasoned judgement thereon and the text of any special resolution to be submitted to the meeting. Notice of each members' meeting shall specify that the member entitled to vote at the meeting has the right to vote by proxy and to attend by electronic means if such is available.

Section 5. 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 6. Participation by Electronic Means: If the Institute chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a members' meeting, any person entitled to attend such meeting may participate in the meeting by means of such

telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this Bylaw, any member entitled to participate in a members' meeting who is participating in a members' meeting pursuant to this paragraph may vote by means of any telephonic, electronic or other communication facility that the Chapter has made available for that purpose.

Article V – Board of Directors:

- Section 1. The activities and affairs of the Chapter shall be governed by a Board of Directors, as outlined in the Chapter Governance. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).
- Section 2. All officers and Directors shall be members in good standing of IIBA® and of the CHAPTER. The Board will consist of officers of the CHAPTER elected by membership.
- Section 3. Directors shall be elected by the ordinary members for a term of 2 years during annual elections or by special members' meeting. Terms of office shall start January 1 of the year following the election of the position.
- Section 4. A director's position shall be automatically vacated:
- a) if a Director has resigned by delivering a written resignation to the President, or to the Board in case of the President, in which case the resignation shall be effective upon receipt or the date of resignation specified in the resignation, whichever is later;
 - b) if the Director has been declared incapable by a court in the US or in another country;
 - c) for violation of Chapter Code of Conduct or Conflict of Interest Policy and in conjunction with a vote of 2/3 of the Board;
 - d) if at an annual or special members' meeting, an ordinary resolution is passed by the members present at the meeting that the Director be removed from office;
 - a. The members entitled to vote at the meeting may, at that time, elect a new director to fill the position for the remainder of the unexpired term of the removed Director
 - e) the Director ceases to be a member in good standing of IIBA® or of the CHAPTER by any reason;
 - f) on death
- Section 5. In the event of the vacancy of an elected Director's position or the removal of an elected Director for any reason, the Board may by majority vote appoint an interim replacement to fill the Director's position for the remainder of the unexpired term of the departing Director.
- Section 6. The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such. A Director may be paid reasonable expenses incurred by him in the performance of his duties.

Section 7. The Board of Directors will consist of no more than 9 total members and no less than 5 total members. Other than named Officers of the Chapter as prescribed in Article VI, named Board roles and responsibilities will be outlined within the Chapter Governance policies and procedures.

Powers of the Board of Directors

Section 8 The Board shall have power to authorize expenditures on behalf of the CHAPTER.

Section 9 The Board may, from time to time, without authorization from the members:

- a) borrow money on the credit of the CHAPTER;
- b) enter into agreement on behalf of the CHAPTER to secure services of speakers and venues
- c) appoint one or more committees as outlined in Article VIII of these ByLaws

Board Meetings

Section 10 The Board shall meet once per Quarter of each financial year; a majority of Directors holding office, from time to time, shall constitute a quorum for Board meetings.

Section 11 A Director may participate in a Board meeting or of a Board committee meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting.

Section 12 The accidental omission to give notice of any meeting to any Director, or the non-receipt of the notice by any Director where the Chapter has provided notice in accordance this ByLaw, or any error in any notice not affecting its substance, shall not invalidate any resolution passed or any proceedings taken at any Board meeting.

Section 13 The minutes of Board meetings and of Board committee meetings are confidential and shall not be available to the members of the Chapter but shall be available to the Directors or to the Board committee members, as the case may be, each of whom shall receive a copy of such minutes.

Article VI – Officers:

Section 1 As provided in the Board charter approved by Board resolution and as amended from time to time, the officers of the institute are:

- a) President: shall be responsible for implementing the strategic plans and policies of the Chapter. The President shall, subject to the authority of the Board, have general supervision of the affairs of the Chapter.
- b) Treasurer: shall 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 budget.
- c) The powers and duties of all officers of the Chapter shall be such as the terms of their engagement call for the Board or President requires of them. The Board may

from time to time and subject to 2/3 vote, vary, add to or limit the powers and duties of any officer.

Article VII – Nominations and Elections:

- Section 1 The nomination and election of Officers and Directors shall be conducted annually. 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
 - b) during a CHAPTER special meeting
 - c) during the Annual General Meeting
 - i. 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 No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.
- Section 5 Candidates for election may not hold office or elected position for with IIBA or with another Chapter of IIBA.

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. Unless otherwise fixed by the Board, the financial year end of the Chapter shall be 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.
- Section 4. The Treasurer 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 5. All monies received by an officer, Director, Committee, or the CHAPTER for the benefit of the CHAPTER shall be deposited in the name of the CHAPTER and a complete record of all monies received and paid out shall be kept. Unless otherwise authorized, all monies shall be paid out by check or other methods acceptable to the Board, and shall require the signatures or authorizations of two Board members.
- Section 6. 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 a Committee approved by the Board of Directors.

Article X – Discipline:

- Section 1. The Board shall establish a Code of Conduct and a disciplinary procedure for the enforcement of the Code.
- Section 2. The disciplinary procedure may provide that any member who is in breach of the Code or whose conduct is found to be detrimental to the advancement of the purposes of the CHAPTER or to discredit the CHAPTER, or any of its members will be subject to expulsion, suspension, revocation of membership, or reprimand after a fair hearing conducted by a Discipline Committee of three members in good standing appointed by the Board.
- Section 3. Conduct detrimental to the advancement of the purposes of the CHAPTER or deemed to discredit the CHAPTER, or any of its members may include:
- a) willful violation of any provision of this Bylaw;
 - b) obtaining membership in the CHAPTER through fraudulent means or by misrepresentation;
 - c) revealing confidential information about the activities and affairs of the CHAPTER to

- a person or persons not entitled to such confidential information;
- d) willfully circulating false or defamatory statements or reports concerning members of the CHAPTER or the activities and affairs thereof; and
- e) bringing false charges under this Bylaw without reasonable grounds for believing such charges to be true.

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. The 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:
 - i. 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;
 - ii. 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;
 - b) 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. Every Director, officer or Committee member, or former Director, officer or Committee member, or other person who has undertaken or is about to undertake any liability on behalf of the Chapter and his/her heirs, executors and administrators legal representatives, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Chapter, from and against;
- a) all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, which such individual sustains or incurs in or about any civil, criminal or administrative action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his/her office or responsibilities undertaken on behalf of the Chapter or in respect of any such liability; and
 - b) all other costs, charges and expenses which he/she reasonably sustains or incurs in or about or in relation to the affairs thereof, provided that:
 - i. he/she acted honestly and in good faith with a view to the best interests of the Chapter; and
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

Article XIII- Amendments:

- Section 1. Subject to the Articles, the Board may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Institute. Any such bylaw, amendment or repeal shall be effective from the date of the Board resolution until the next members' meeting where it may be confirmed, rejected or amended by the members entitled to vote by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the members entitled to vote, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the members entitled to vote at the next members' meeting or if it is rejected by the members entitled to vote at the meeting. If a bylaw, amendment or a repeal ceases to have effect, a subsequent Board resolution that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the members entitled to vote.
- 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.

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.