



# Bylaws



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## Record of Changes

Change Number	Brief Description of Change, including page numbers if necessary	Document Version	Date	Responsible Party
1.0	Created Sacramento IIBA Chapter Bylaws	1.0	03/13/06	Elizabeth Grisham
2.0	Corrected minor grammatical differences	1.0	03/20/06	Kristin Summers
2.1	Modified Bylaw 8, added Record of Changes Table, highlighted areas for discussion, cosmetic layout upgrades	1.0	03/20/06	Kristin Summers/ Elizabeth Grisham
2.2	Updated Table of Contents	1.0	3/23/06	Kristin Summers
3.0	Updated Sections based on review from Chapter Kick Off Meeting: Bylaw 1, Bylaw 4, Bylaw 5, Bylaw 6, Bylaw 7, Bylaw 8, Bylaw 9, Bylaw 10, Bylaw 11, Appendix 1	2.0	4/25/06	Elizabeth Grisham
3.1	Proofed and edited document content	2.0	4/26/06	Kristin Summers
3.2	Updated Bylaw 10 based on comments from IIBA's Tina Joseph	2.0	4/27/06	Elizabeth Grisham
4.0	Formatting	3.0	5/24/06	Kristin Summers
4.1	Updated Bylaws and Sections based on review from the BOD meeting: 1.0, 6.0	3.1	6/5/06	Elizabeth Grisham
4.2	Updated Appendix 1, Secretary and Vice President duties from BOD meeting; Treasurer duties in 6.5.	3.2	6/15/06	Elizabeth Grisham
5.0	Updated Bylaws and Sections based on Annual General Meeting Recommendations: added new section 5.0 and renumbered subsequent sections; BOD Responsibilities in 8.10; Finance sections 11.8, 11.9, & 11.10	4.0	10/03/06	Elizabeth Grisham
6.0	Updated Bylaws and Sections based on IIBA's Chapter Policy Manual and recent chapter changes.	5.0	02/15/07	Elizabeth Grisham
7.0	Updated Bylaws and Sections based on emergency BOARD approval for MEMBERSHIP DUES affecting section 4.0.	6.0	08/08/07	Elizabeth Grisham
8.0	Misc updates per BOD 7/2010 meeting. Updated formatting: (IIBA approved logo) and section numbering. Removed Appendix so that job descriptions can be maintained separately. Misc. Content updates to reflect format changes and chapter dues language.	7.0	07/26/10	Etta SoRelle
9.0	<ul style="list-style-type: none"> <li>- Update to Board Election Process for unopposed board members (section 9.6).</li> <li>- Modified statement on dues collection to start January 1<sup>st</sup> every year. (Section 11.2)</li> <li>- Added provision to waive SVC IIBA dues for all board members and webmaster (if not a board member). (Section 11.3)</li> <li>- Changed the fiscal year from July 1st through June 30 to <b>January 1st through December 12th.</b> (Section 11.1)</li> </ul>	8.0	11/16/16	Bob Guarino, IIBA Secretary

<b>Change Number</b>	<b>Brief Description of Change, including page numbers if necessary</b>	<b>Document Version</b>	<b>Date</b>	<b>Responsible Party</b>
10.0	<ul style="list-style-type: none"> <li>- Section 6 – minor adjustments to calendar</li> <li>- Section 7 – modified section to reflect current board titles and responsibilities</li> <li>- Section 8.10 – changed Strategic plan review from quarterly to twice a year</li> </ul> Section 9 – added 9.7 to address protocol for dealing with ties during the election process. <ul style="list-style-type: none"> <li>- Sections 9.6 and 10.4 – minor wording changes to add clarification.</li> </ul>	9.0	1/14/18	Bob Guarino, IIBA-SVC President
11.0	Section 7.7 and 7.8 modified.  Part of 7.8 moved to 7.7.  The Vice President of Education will also be responsible for the CHAPTER's professional development programs designed to increase the competence of the business analysis community. 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	10.0	03/07/18	Uma Karthikeyan-SVC Secretary (Based on members approval)
12.0	Corrected misc typos and grammar. Asked Board to review document	12.0	02/05/21	Bob Guarino, IIBA SVC President (Based on members approval)
13.0	Cleaned up "Section 4 – Membership" to remove references to chapter dues. Aligned Roles and duties described in "Section 6 – Officers and Directors". Also, cleaned up "Section 10 – Finance" to remove references to chapter dues and Insufficient Funds activity	13.0	01/01/24	Bob Guarino, IIBA SVC President and feedback from Marlene Barker (IIBA), Jared Gorai (IIBA) and other CHAPTER board members. (Based on members approval)

## **1. Name & Territory**

- 1.1. This organization shall be called International Institute of Business Analysis, Sacramento Valley Chapter (hereinafter “the CHAPTER”), and is chartered by International Institute of Business Analysis (hereinafter “IIBA”), and separately organized. This document is the general bylaws of the CHAPTER that regulate the operation of this organization.
- 1.2. The principal office of the CHAPTER shall be located in the Sacramento Valley, California.
- 1.3. The CHAPTER shall serve the following core area, Sacramento Valley Area, including but not limited to the following Counties: Sacramento, Yolo, Placer, El Dorado, Sutter, San Joaquin, Solano, and Napa.
- 1.4. The CHAPTER is responsible to the duly elected CHAPTER Board of Directors (aka SVC-BOD) and is subject to all IIBA policies, procedures, rules, and directives lawfully adopted.
- 1.5. The CHAPTER shall meet all legal requirements in the area in which the CHAPTER conducts business or is incorporated and/or registered.
- 1.6. The Bylaws of the CHAPTER may not conflict with the current IIBA International Bylaws, and all policies, procedures, rules, or directives established or authorized by the IIBA International Board of Directors, as well as with the CHAPTER Charter with IIBA.
- 1.7. 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.

## **2. Objective**

- 2.1. The purpose of the CHAPTER is to promote the practice of business analysis, raise the profile of the business analyst role, and locally represent IIBA.
- 2.2. The objectives of the CHAPTER are to:
  - 2.2.1. Advance the role of the Business Analyst as a recognized profession.
  - 2.2.2. Support opportunities for Members to network with and gain knowledge from, seasoned BA practitioners as well as with industry and government leaders.
  - 2.2.3. Provide access for Members to a formal “knowledge base” as well as forums for sharing expertise, expressing professional opinions, and building a professional reputation within the industry.
  - 2.2.4. Provide pathways to learn about business analysis best practices.
  - 2.2.5. Obtain and maintain a level of financial security, sustainability, and autonomy at the Chapter level.

- 2.2.6. Create corporate support for IIBA within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and IIBA.
- 2.2.7. Consult with industry and association partners to increase awareness and benefit of IIBA Chapter Members.

### **3. Composition**

- 3.1. The CHAPTER shall consist of an elected President and CHAPTER Board of Directors, which shall not be used for the promotion of candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise.

### **4. Membership**

- 4.1. 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, sexual orientation, marital status, international origin, religion, or physical or mental disability.
- 4.2. Membership in the CHAPTER is driven through membership in IIBA. When a person joins IIBA and designates the Sacramento Chapter as their selected chapter, they will automatically become a CHAPTER member. 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.
- 4.3. Members in good standing can vote in CHAPTER elections and hold office. Members in good standing shall be defined as IIBA Members who have paid IIBA dues, as verified by the IIBA Monthly CHAPTER Membership report.
- 4.4. 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 hereunder.
- 4.5. All members shall pay the required IIBA membership dues to IIBA and if a member resigns, IIBA shall not refund membership dues.
- 4.6. If a member relocates, their CHAPTER designation can be transferred to the member's new chapter.
- 4.7. Membership in the CHAPTER shall terminate upon the member's written resignation, failure to pay dues, or expulsion from IIBA membership. These rules apply to the CHAPTER Board of Directors, as well as the general CHAPTER membership.
- 4.8. 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 related to the business of the CHAPTER, consistent with IIBA policies.

## 5. Chapter Calendar

5.1. The CHAPTER will adhere to the following minimum schedule of events.

Meeting Type	Frequency
CHAPTER Membership Meetings	Monthly (Skipping a few months throughout the year)
CHAPTER Board of Directors Meetings	Monthly, but a month may be skipped if the meeting is not needed.
CHAPTER Annual General Meeting (AGM)	Annually (typically January)
CHAPTER Special Committees Meetings	As Needed

5.2. Notice of meetings

Meeting	Called By	Notice	Method
Monthly Membership	President/VP of Events	30 days	Email
Monthly SVC-BOD	President	30 days	Email
Elections	President	90 days	Email
Special Committees	Committee Facilitator	As determined by participants	As determined by participants

5.3. Changes or modifications to CHAPTER Calendar must be submitted to the President and Secretary to be discussed at the next CHAPTER Board of Director's Meeting.

5.4. The President of the CHAPTER will chair the Membership, CHAPTER Board of Directors, and AGM meetings. If the President is not available, the Secretary will fill in. Voting at any of these meetings may occur by a show of hands, a polling of members, by mail or email. Proxy votes will not be accepted. Decisions and acceptance are based on majority votes.

5.5. During Elections, whether held separately or part of the Annual General Meeting, will be chaired by a Facilitator, who is not part of the current CHAPTER Board of Directors. See also Clause 8.0.



- 5.6. The CHAPTER Calendar within the Bylaws does not include potential symposia not yet identified. These topics are decided at monthly Membership Meetings and can occur throughout the year.

## 6. Officers and Directors

- 6.1. A Board of Directors shall govern the CHAPTER. There will be seven elected officers, and one formerly elected officer, to serve in the following positions:
- President
  - Secretary
  - Treasurer
  - Vice President (VP) of Communications, Marketing and Sponsorship
  - Vice President (VP) of Events
  - Vice President (VP) of Education and Professional Certification
  - Vice President (VP) of Membership
  - Past President, rotating out
- 6.2. All officers shall be current members in good standing with IIBA. Officers will be elected by a majority vote of CHAPTER members. The officers will serve a minimum of one-year term of office and no more than three years in any one board position. As the number of IIBA members that are associated with the CHAPTER increases, the duties and responsibilities for each of the VPs may expand. As a result, new supporting VP positions may be put forward at the Annual General Meeting (AGM) for approval by the membership. Once approved, the President will send the terms of the elected officer to all the membership. Upon election, these Officers will immediately become members of the CHAPTER Board of Directors and will serve as "understudies" of the Officers they are to succeed. The understudies will not have voting rights until the beginning of their respective terms. Officers shall be eligible to serve multiple terms. Officers will be elected via a survey process engaging IIBA-SVC members. The winners will be announced at the AGM Meeting in January. The elected Directors in the CHAPTER Board of Directors will serve from January 1<sup>st</sup> to December 31<sup>st</sup> of the following year.
- 6.3. The **President** shall be the Chief Executive Officer for the CHAPTER Board of Directors and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President will schedule and facilitate BOD and CHAPTER meetings, approve agendas and minutes, and coordinate such activities with the Secretary. The President may update any changes to the CHAPTER Bylaws as approved by the members and submit those changes to IIBA for final approval. The President shall

also serve as a member ex-officio with the right to vote on all committees.

- 6.4. The **Secretary** shall keep records of business of the CHAPTER and meetings of the Board, including agendas and minutes. The Secretary may facilitate during meetings in which the President is unavailable. If the Secretary is called to facilitate any meeting for which the President is unavailable, any other Board Member can scribe for that meeting.
- 6.5. The **Treasurer** shall keep the CHAPTER's financial records and oversee the accounting of funds for duly authorized purposes of the CHAPTER in accordance with the IIBA Charter. This includes any audit requirements to maintain a non-profit status. The Treasurer will also make available financial reports for members at the AGM, at a minimum, and to the Board of Director's at Quarterly Meetings. If needed, external assistance is permitted to maintain accurate financial records in compliance for maintaining a Non-Profit status with local, state, and federal financial and tax entities.
- 6.6. The **Vice President of Communications, Marketing and Sponsorship** duties include:
  - Chair the Marketing and Communications Committee and report on Committee's progress to the Board.
  - Timely dissemination of information both to and from the chapter Membership.
  - Promotion of the local CHAPTER and IIBA to internal and external publications.
  - Coordinate with VP of Events and disseminate all event marketing materials. This may include event announcements, invitations, social media, and web content.
  - Coordinate with VP of Events to obtain speaker/presenter information for marketing plan development.
  - Develop, maintain, and disseminate all standard CHAPTER marketing material; make available at all CHAPTER events for attendees. This may include schedule of events, LinkedIn, Facebook, Instagram, and membership brochures.
  - Coordinate with VP Education and Professional Certification to define, develop and disseminate any program required marketing materials. This may include certification study group announcements and Educational Highlights flyers.
  - Coordinate with CHAPTER President to serve as liaison with partner organizations including PMI-SVC, WITI, Sac JUG and other IIBA chapters.
  - Stay connected with Chapter sponsors developing, maintaining, and growing relationships.
  - Be up to date with market trends, specifically withing the BA space, and speak on those trends during key meetings and board events.
- 6.7. The **Vice President of Events** duties include Serve on the Board

- Secure event speakers including all presentation materials. This may include PowerPoint presentations, speaker bios and hand-outs.
  - Book meeting location for all events and coordinate with CHAPTER Treasurer to ensure that meeting room charges are paid.
  - Maintain event RSVP list and send out RSVP confirmations to each attendee.
  - Coordinate with CHAPTER President and VP of Communications, Marketing and Sponsorship to ensure execution of all sponsored events.
  - Work with VP of Communications, Marketing and Sponsorship to develop all event agendas, obtain board approval and disseminate to board members and speakers prior to event, bring printed copy to each event for posting.
  - Ensure the availability and purchase of refreshments for in-person CHAPTER meetings and events.
- 6.8. The **Vice President of Education and Professional Certification** duties include:
- Promote Business Analysis Professionalism (IIBA Certification, Alternative Training and Certification Programs).
  - Develop marketing materials, this may include certification study groups announcements and educational highlights flyers.
  - Coordinate the activities of the CHAPTER's certification study group including promotional announcements and educational highlights flyers.
  - Coordinate with the VP of Communication, Marketing, and Sponsorships and with the VP of Events to disseminate information about the CHAPTER education offerings, this may include: IIBA webinars, presentations, publications, and certification prep.
- 6.9. The **Vice President of Membership** duties include:
- Responsibilities include promotion, recruitment, enrollment assistance, membership tracking, renewal encouragement, and facilitating the distribution of information relative to local, national, and international IIBA® member participation.
  - Collects and reports the status and success of membership activities formally no less than annually, and informally at each Board and Professional Development Meeting.
  - Create and analyze an accurate IIBA CHAPTER membership list; share the list with the VP of Events and the Treasurer.
  - Coordinate with VP of Communications, Marketing and Sponsorship to develop materials for member marketing, this may include membership marketing plan, membership kits and materials.
  - Bring all membership materials to in-person CHAPTER events for dissemination to attendees.
  - Respond to all membership inquiries received via social media, email, and in-person.

- 6.10. The **Past President** shall assist the President as a liaison with IIBA International team, when required. The Past President cannot participate in the elections process as the position is considered part of the Board of Directors.
- 6.11. The Past President will retire at the election of a new President. If a current President is re-elected, the Past President has the option of retaining a seat on the Board or retiring from service.
- 6.12. The Past President position is not mandatory for establishing or maintaining a Board of Directors.

## **7. Board of Directors Responsibilities**

- 7.1. The Board of Directors shall govern the CHAPTER. The CHAPTER Board shall be responsible for conducting the purposes and objectives of the CHAPTER.
- 7.2. 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.
- 7.3. The CHAPTER Board of Directors shall exercise all powers of the CHAPTER, except as specifically prohibited by these Bylaws, IIBA Bylaws and policies, and the laws of the area 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.
- 7.4. The CHAPTER Board of Directors 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 CHAPTER Board of Directors at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person or via a live web meeting only. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.
- 7.5. The CHAPTER Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing with IIBA, or where the officer fails to attend three (3) consecutive SVC-IIBA 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.
- 7.6. 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 at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.
- 7.7. If any officer position becomes vacant, the CHAPTER Board of Directors may appoint a successor to fill the office for the unexpired portion of

the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the remaining CHAPTER Board of Directors will appoint an Interim President. This appointment shall be in effect for the remainder of that term.

- 7.8. If the CHAPTER Board of Directors can convene a quorum, they will have the power to:
  - 7.8.1. Propose the amendment of bylaws.
  - 7.8.2. Amend objectives.
  - 7.8.3. Commit the CHAPTER to contractual arrangements.
  - 7.8.4. Terminate any individual member for violation of a CHAPTER Bylaw or an IIBA Bylaw
- 7.9. If the membership is dissatisfied with actions taken by the CHAPTER Board of Directors, a petition signed by 60 percent of the membership, can be submitted to the President and the issue(s) will be addressed at a special meeting of the members, or the next scheduled member meeting.
- 7.10. The CHAPTER Board of Directors shall draft an annual Strategic Plan to be reviewed twice a year in April and September. This Strategic Plan shall reflect the CHAPTER goals and objectives and shall be made available to members at a minimum during the Annual General Meeting in January.

## **8. Nominations and Elections**

- 8.1. An Elections Facilitator shall prepare a slate containing nominees for each CHAPTER Board of Director position and shall determine the eligibility and willingness of each nominee to stand for election. A petition process established by the Elections Facilitator and the CHAPTER Board of Directors may also be used to nominate candidates for CHAPTER Board of Director positions. Elections shall be conducted annually, in September:
  - 8.1.1. During the AGM of the membership, and/or
  - 8.1.2. By email ballot to all voting members in good standing, and/or
  - 8.1.3. By mail ballot to all voting members in good standing.
- 8.2. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Elections Facilitator or by tellers designated by the Elections Facilitator, as approved by the CHAPTER Board of Directors.
- 8.3. The majority votes for candidacy will be selected from a minimum of 51% of voting CHAPTER members attending the AGM, and/or from voting CHAPTER members responding via email or mail ballot.
- 8.4. The Elections Facilitator or approved tellers shall not be included in the slate of nominees prepared for voting.
- 8.5. Nominees and current CHAPTER Board of Director members are not permitted to be the Elections Facilitator, nor can be an approved teller.

- 8.6. If a prospective board member is unopposed in their quest for a board position, they will not need to be elected. Instead, that position will be awarded to the prospective board member upon a majority approval of the current CHAPTER Board of Directors.
- 8.7. In the event of a tie, the existing board will vote to break the tie. If the tie involves a member of the existing board s/he will be excluded from the board vote. If there is still a tie after the board vote, the presiding president will make the selection. If the tie involves the existing president, the secretary will make the selection.

## **9. Committees**

- 9.1. The CHAPTER Board of Directors may authorize the establishment of committees to advance the purposes of the organization. The CHAPTER Board of Directors shall review the charter for each committee, which defines its purpose, authority, and outcomes. Each Committee shall draft a charter. Committees are responsible to the CHAPTER Board of Directors.
- 9.2. The President, with the approval of the CHAPTER Board of Directors, shall appoint committee members and a chairperson/facilitator for each committee. Committee members must be appointed from the membership of the organization.
- 9.3. The President, with the approval of the CHAPTER Board of Directors, may appoint committee members from outside of the CHAPTER based on committee recommendations for external assistance. The committee must provide justification for a non-member's contribution to the committee and the CHAPTER.
- 9.4. For annual elections, at least one Elections Facilitator appointed by the President and approved by the CHAPTER Board of Directors, will be responsible for assembling a committee body to prepare for annual elections.

## **10. Finance**

- 10.1. The fiscal year of the CHAPTER shall be from January 1<sup>st</sup> through December 31<sup>st</sup>.
- 10.2. An independent third party may perform any audit of records and accounting practices as defined/directed by IIBA. The CHAPTER Board of Directors shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities if required.
- 10.3. All membership transactions (received from IIBA organizations) will be handled by the CHAPTER Treasurer.

- 10.4. The Treasurer will be responsible for reporting financial updates at all CHAPTER Board of Directors meetings and at the Annual General Meeting.
- 10.5. Annual financial statements including a balance sheet and Income Statement will be shared with IIBA within three months of the Annual General Meeting.

## **11. Ratification and Amendments**

- 11.1. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at the AGM of the CHAPTER duly called and regularly held; and/or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail/email ballot returned within forty-five (45) calendar 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) calendar days before such meeting or vote.
- 11.2. Amendments may be proposed by the CHAPTER Board of Directors on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. The CHAPTER Board of Directors with or without recommendation shall present all such proposed amendments.
- 11.3. All amendments must be consistent with IIBA's Bylaws, and the policies, procedures, rules, and directives established by IIBA Board of Directors, as well as with the CHAPTER's Charter with IIBA.
- 11.4. The Board may approve amendments without the vote of membership when such amendments are related to grammatical and typographical corrections, emergency changes that benefit the membership, or at the direction of IIBA, provided that the latter two are communicated to the membership.

## **12. Dissolution**

- 12.1. The dissolution of the CHAPTER may be due to the direction of IIBA organization, 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 approved by at least 60% of the members in good standing who attend the meeting. 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.