

Chicagoland Chapter

Bylaws

As of June 28, 2023

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Bylaw 1 – Name & Territory

Section 1: This organization shall be called the International Institute of Business Analysis, Chicagoland Chapter (hereinafter “the Chapter”). This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA®”) and separately organized. This document is the general bylaws of the Chapter which regulate the operation of this organization.

Section 2: The principal office of the Chapter shall be located in Chicago, IL.

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 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).

Section 2. The objectives of the Chapter are to:

- Advance the role of the Business Analyst as a recognized profession;
- Support opportunities for members 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 to sustain the Chapter.
- Create corporate support for the IIBA within the local market by generating marketing/awareness programs that demonstrate the value of business analysis and the IIBA;
- Liaise with industry and association partners to increase awareness and benefit of IIBA Chapter members.

Bylaw 3 – Composition

Section 1. The Chapter shall consist of an elected President and Board of Directors and shall not be used for the promotion of candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise.

Bylaw 4 – 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, international origin, religion, or physical or mental disability.

Section 2. The Chapter shall not create its own membership categories.

Section 3. Chapter 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 their global IIBA dues, whose membership is not under disciplinary review by the Chapter or by IIBA and whose IIBA profile has the Chapter Name selected.

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 membership dues to IIBA. In the event that a member resigns, membership dues shall not be refunded by IIBA.

Section 6: All members have the benefit of attending any Chapter event at the IIBA member price.

Section 7: Membership in the Chapter shall terminate upon the member’s selection of another Chapter, failure to pay dues or expulsion from membership for just cause as defined within the international bylaws. These rules apply to Chapter Board members as well as the general membership.

Section 8: The Chapter Board of Directors will exercise the right to terminate Chapter membership based on just cause. The member may appeal the decision to the Chapter Board of Directors or elevate it to the Global Chapter Council. The effective date of termination will be determined by the Chapter Board of Directors and will be formally communicated to the terminated member. In this instance, the member will be urged to select a different Chapter.

Section 9: 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.

Bylaw 5 – Chapter Calendar

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

Event	Timeframe
Events	Bi-monthly
Annual General Meeting (AGM)	Annually
Chapter Executive Meeting	As Needed
Committee Meetings	As Needed

Section 2: Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	60 days	10% membership	Email
Events	Board Member	60 days	10% membership	Email
Executive Meeting	President	30 days	50% Board	Email
Committee Meeting	Committee Chair	As required	As Required	Email

Section 3: Changes or modifications to the Chapter Calendar must be submitted to the President to be discussed at the next Executive Meeting.

Section 4: The President of the Chapter shall chair all meetings except committee meetings. Voting shall occur by a show of hands, by written ballot, or by a polling of members. Proxy votes shall not be accepted. Decisions and acceptance are based on majority votes.

Bylaw 6 – Officers and Directors

Section 1: The Chapter shall be governed by a Board of Directors. There will be no less than three and no more than eight elected officers to serve in the following positions:

- President
- Vice President (VP) Communications
- Vice President (VP) Finance
- Vice President (VP) Marketing & Relationships
- Vice President (VP) Education
- Vice President (VP) Membership
- Vice President (VP) Programs
- Vice President (VP) Volunteers

All officers must be members in good standing of IIBA. Officers shall be elected by majority vote of Chapter members in attendance at the Annual General Meeting. The officers shall serve two-year terms of office (i.e., April 1 to March

31) staggered so that approximately half of the officer(s) are elected each year, to provide continuity.

As the Chapter increases its membership, the duties and responsibilities for each of the VPs will expand. Committees may be formed to support additional functions as deemed necessary by the Board.

Upon election these Officers shall immediately become members of the Board of Directors. Officers shall be eligible to serve multiple terms.

The following chart illustrates the election rotation process:

<i>Even Years</i>	<i>Odd Years</i>
President	Vice President (VP) Communications
Vice President (VP) Finance	Vice President (VP) Education
Vice President (VP) Marketing & Relationships	Vice President (VP) Membership
Vice President (VP) Volunteers	Vice President (VP) Programs

Section 2: The President shall be the chief executive officer for the Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees.

The immediate Past President shall serve as a member ex-officio of the Board of Directors, with a right to participate in all discussions and all committees. The Past President shall not have a vote on the Board of Directors or the Committees.

Section 3: The Vice President Communications is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate means to accomplish the objective. The Vice President Communications shall keep the records of all business meetings of the Chapter and meetings of the Board. The Vice President Communications shall also be responsible for all official correspondence with the members and the IIBA, except for committee correspondence.

Section 4: The Vice President-Finance shall be responsible for the management of funds for duly authorized purposes of the Chapter. The Treasurer shall be responsible to the Board of Directors and shall submit the books for an accounting review every other year.

Section 5: The Vice President Marketing & Relationships shall be responsible for the promotion of the local Chapter and IIBA to internal and external publications. In addition, The Vice President Marketing & Relationships shall be responsible for establishing ongoing relationships with other local organizations to promote the local chapter.

Section 6: The Vice President Education shall be responsible for promoting business analysis professionalism through the organization and delivery of educational publications, seminars, and informational updates, including changes to the BA Body of Knowledge to help Business Analysts in the Business Analysis profession. Chapters are prohibited from offering training developed by the Chapter, but may host a training session offered by an IIBA Education Endorsed Provider.

Section 7: The Vice President Programs shall be responsible for the development and delivery of programs relating to business analysis for each scheduled Chapter meeting. The content of these programs shall be consistent with the objectives of the Chapter and have received approval of the Chapter Board.

Section 8: The Vice President Membership shall be responsible for the development and maintenance of a Chapter membership plan that assures industry diversity and continued growth through aggressive recruiting and partnering with major area employers.

Section 9: The Vice President Volunteers shall be responsible for chairing the core group of volunteers that assist with chapter events and operational tasks as requested by the Board.

Bylaw 7 – Board of Directors Responsibilities

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

Section 2: The Board shall consist of the officers of the Chapter elected by the membership. All Officers must be members in good standing of global IIBA.

Section 3: 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 4: 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 Board Vice President Communications. 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, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with procedures determined by the Board.

Section 5: The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of global IIBA or where the officer fails to attend three (3) consecutive 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.

Section 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 and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7: If any officer position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant

position. If more than half the term of office remains, the Board may call a special election for the position for the balance of the term of office.

In the event the President is unable or unwilling to complete the current term of office, an Interim President will be appointed by the remaining Board members. This appointment shall be in effect for the remainder of that term.

Section 8: If and when the board can convene a quorum the board has the power to:

- propose an amendment to the bylaws
- amend objectives
- commit the local chapter to contractual arrangements
- terminate any individual member for violation of a Chapter bylaw or an IIBA bylaw

Section 9: If the membership is dissatisfied with actions taken by the board, a petition signed by 60 percent of the membership can be submitted to the President and the issue(s) will be tabled at a special meeting of the members or the next scheduled member meeting, for action.

Bylaw 8 – Nominations and Elections

Section 1. The Board shall appoint an individual who is an active member of the Chapter to serve as Director of Elections. The Director will serve as chair of the Nominating Committee and may appoint members to the Committee.

Section 2. The Nominating Committee shall nominate at least one person for each open Board position based on eligibility. Chapter members in good standing may petition to be placed on the ballot.

Section 3. Elections shall be conducted during the annual meeting of the membership, or by paper or electronic ballot to all voting members. 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. The candidate who receives a majority of votes cast for each office shall be elected.

Section 4: No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Bylaw 9 – 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 shall be responsible to the Board.

Section 2: The President, with the approval of the Board, shall appoint a chairperson for each committee. A Committee chairperson may appoint Committee members from the membership of the organization.

Bylaw 10 – Finance

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

Section 2: 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 3: All membership dues, billings, collections and disbursements shall be handled by IIBA.

Section 4: Audit of records and accounting practice will be performed every two (2) years by an independent third party.

Bylaw 11 – Ratification and Amendments

Section 1: These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a majority vote of the voting membership in good standing voting by mail or by electronic ballot returned

within thirty (30) 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) days before such meeting or vote.

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. All such proposed amendments shall be presented by the Board with or without recommendation.

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, as well as with the Chapter's Charter with IIBA

Bylaw 12 – 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.

Dissolution of the Chapter may be due to the direction of the IIBA, 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 be approved by at least 60% of the members in good standing who attend the meeting.