



# **Bylaws of the Corporation**

Changed June 7th, 2016

Special General Meeting

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## Table of Contents

Bylaw 1 – Name & Territory .....	3
Bylaw 2 – Objective .....	3
Bylaw 3 – Composition .....	4
Bylaw 4 – Membership .....	4
Bylaw 5 – Chapter Calendar .....	5
Bylaw 6 – Officers and Directors .....	6
Bylaw 7 – Board of Directors Responsibilities .....	8
Bylaw 8 – Nominations and Elections .....	8
Bylaw 9 – Committees .....	9
Bylaw 10 – Finance .....	9
Bylaw 11 – Ratification and Amendments .....	9
Bylaw 12 – Dissolution .....	10
Annex .....	10

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## Bylaw 1 – Name & Territory

**Section 1:** The organization shall be called the International Institute of Business Analysis, Ottawa-Outaouais Chapter (hereinafter “the CHAPTER”). This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA<sup>®</sup>”) and separately organized. This document is the general bylaws of the IIBA<sup>®</sup> Ottawa-Outaouais Chapter that regulate the operation of this organization.

**Section 2:** The principal office of the CHAPTER shall be located in the city of Ottawa in the Province of Ontario. Chapter meetings, including general meetings of the members, may be held in the Ottawa and Outaouais regions.

**Section 3:** The Chapter is responsible to the duly elected IIBA<sup>®</sup> Board of Directors and is subject to all IIBA<sup>®</sup> 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. The Chapter shall operate as a not-for-profit organization without share capital under the appropriate legislation. It will carry out its activities without the purpose of gain for its members and will use any accrued financial resources to pursue its non-profit activities.

**Section 5:** The Bylaws of the Chapter may not conflict with the current IIBA<sup>®</sup> Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA<sup>®</sup> Board of Directors as well as with the Chapter’s Charter with IIBA<sup>®</sup>.

## 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<sup>®</sup>).

**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.
- Create corporate support for the IIBA<sup>®</sup> within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and the IIBA<sup>®</sup>;
- Liaise with industry and association partners to increase awareness and benefit of IIBA<sup>®</sup> Chapter members.

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## **Bylaw 3 – Composition**

**Section 1:** The Chapter shall consist of members and 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 the CHAPTER is open to any members in good standing of the IIBA®. A person seeking membership in the CHAPTER will be accepted as a member upon submission, receipt, acceptance and processing of the required application materials, fees and assessments.

**Section 2:** The Board of Directors has the authority to create sub-categories of the membership for program purposes. Sub-categories shall not conflict with the rights and privileges of membership in the CHAPTER or grant privileges not embodied in the membership, in the CHAPTER and these bylaws. Chapter programming may also serve non-member constituencies to further the Chapter mission. Affiliation with the Chapter through such constituencies does not confer membership rights.

**Section 3:** Membership fees are set by resolution of the Board of Directors and approved at a general meeting of the membership. Membership fees are non-transferable, non-refundable, and have no residual value upon termination, suspension or expiration of membership. Upon expiry of membership term, a member must pay the renewal fee to continue as a chapter member in good standing.

**Section 4:** Members in good standing with the CHAPTER may vote in Chapter elections and hold office

**Section 5:** CHAPTER members shall be governed by and abide by the IIBA® Bylaws and by the CHAPTER Bylaws, and all policies, procedures, rules and directives lawfully made there under.

**Section 6:** If a CHAPTER member ceases to be a member in good standing with the IIBA®, their membership in the CHAPTER is suspended pending resolution of their IIBA membership status.

**Section 7:** The CHAPTER membership database shall be used for IIBA and CHAPTER-related business only and members' information shall not be provided to third parties except as needed to conduct IIBA and Chapter business (e.g. use of services such as bulk email and event registration services).

## Bylaw 5 – Chapter Calendar

**Section 1:** The Chapter will adhere to the following Schedule of Events.

Table 1: Schedule of Events

Event	Frequency / Timeframe
Membership Meetings	As scheduled by the Board, from September through June, inclusively
Annual General Meeting (AGM)	June
Board Meetings	Monthly from August through June
Committee Meetings	As scheduled

**Section 2:** Notice of Meetings

Table 2: Notice of Meetings

Meeting	Called By	Minimum Notice period	Minimum Attendance	Notice Form
AGM	President	60 days	5% membership	Email
Special GM	President	30 days	5% membership	Email
Board Meeting	President	7 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 Board Meeting.

## Bylaw 6 – Officers and Directors

**Section 1:** The Chapter shall be governed by a Board of Directors:

President Elect
President
Past President
Treasurer
Secretary
Vice President (VP) Communications
Vice President (VP) Marketing
Vice President (VP) Member Services
Vice President (VP) Professional Certification
Vice President (VP) Professional Development
Vice President (VP) Global Relations

**Section 2:** All officers shall be members in good standing Chapter. Officers are elected by majority vote of Chapter members in attendance at the Annual General Meeting.

**Section 3:** The officers serve a two-year term of office, with the exception of Past President and President Elect that are 1-year terms. Election of officers is staggered as per Table 3 (Election Rotation).

Table 3: Election Rotation

Odd Years	Even Years
Treasurer	President Elect (1-yr term)
VP Member Services	Secretary
VP Professional Certification	VP Communications
VP Professional Development	VP Marketing
	Global Relations

**Section 4:** The President Elect serves a term of 1 year, after which the incumbent becomes the President for a 2-year term. Following the term of President the incumbent then serves as Past President for a 1-year term of office.

**Section 5:** The President is the Chief Executive Officer for the Chapter and of the Board, and performs such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President serves as a member ex-officio with the right to vote on all committees.

**Section 6:** The Past President assists the President in liaison with IIBA® if and when required. Also,

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the Past President stands-in for and mentors the President per the Chapter Succession Plan.

**Section 7:** The President Elect assists the President, with the aim of learning and being mentored to assume that role. Also, the President Elect stands-in for the President as required, per the Chapter Succession Plan.

**Section 8:** The Treasurer oversees the management of funds for duly authorized purposes of the Chapter. The Treasurer assists the Secretary with management of any communication that is related to financial operations of the Chapter.

**Section 9:** The Secretary keeps the records of all business meetings of the Chapter and meetings of the Board. The Secretary manages all communication received by the Chapter, consulting the Treasurer as needed for any financial related concerns.

**Section 10:** The Vice President Communications disseminates information both to and from the Chapter membership, using appropriate means to accomplish the objective and promotes the local Chapter and IIBA® through internal and external publications.

**Section 11:** The Vice President Marketing promotes the chapter and the engagement of members and sponsors in the activities and services of the Chapter.

**Section 12:** The Vice President Professional Development provides and identifies opportunities for the professional development of Chapter members. This position also identifies and coordinates the delivery of content for Chapter meetings and other events.

**Section 13:** The Vice President Professional Certification manages educational publications, seminars and workshops designed to help Business Analysts achieve IIBA certification.

**Section 14:** The Vice President Member Services administers the Chapter's membership database, organizational development and services delivered to the members.

**Section 15:** The Vice President Global Relations establishes, shapes and manages relations with international, national, regional and local organizations.

**Section 16:** The Board of Directors shall establish Terms of Reference defining responsibilities for all Officers.

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## **Bylaw 7 – Board of Directors Responsibilities**

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

**Section 2:** 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 3:** 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 Secretary. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each Board member shall be entitled to one (1) vote and may take part and vote in person only. If all the Directors present at or participating in the meeting consent, or if the Board has in a prior meeting established such a policy, a meeting of Directors or a committee of Directors may be held by means of telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a person participating in the meeting by those means is deemed for the purposes of these Bylaws to be present at the meeting. Meetings shall be conducted in accordance with rules of order determined by the Board.

**Section 4:** 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, 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 5:** 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 6:** 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. 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.

**Section 7:** If the membership is dissatisfied with actions taken by the Board, a petition signed by 60 percent or more 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 will send out a Call for Nominations at least 30 days prior to the Annual General Meeting. The Chapter shall receive all nominations at least 15 days prior to the Annual General Meeting. The slate of candidates for election will be announced at least 7 days prior to the Annual General Meeting.



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**Section 2:** Anyone who is a member of the Chapter in good standing may nominate persons, stand for and vote in an election. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Board or by tellers designated by the Board.

## **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 are responsible to the Board.

**Section 2:** The President with the approval of the Board shall appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the organization and a member of The Board shall serve on each committee.

## **Bylaw 10 – Finance**

**Section 1:** The fiscal year of the Chapter shall be from April 1 to March 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. The Board's Banking Resolution(s) shall require a minimum of two signatures for disbursement of funds.

**Section 3:** A review of records and accounting practice will be performed every two (2) years by an independent third party.

## **Bylaw 11 – Ratification and Amendments**

**Section 1:** Bylaw amendments shall be ratified at the Annual General Meeting or upon convocation of a special General Meeting.

**Section 2:** Bylaws shall be amended by a two-thirds (2/3) vote of the voting membership in good standing present at the Annual General Meeting of the Chapter. Notice of all proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting.

**Section 3:** Amendments may be proposed by the Board, or by members in good standing submitted in writing to the Board 30 days before the General Meeting. All duly proposed amendments shall be presented by the Board to the membership.

**Section 4:** All amendments must be consistent with IIBA® 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®.

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## **Bylaw 12 – Dissolution**

**Section 1:** Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable or non-profit organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

## **Annex**

### **Resolution to replace audit and review with an independent volunteer committee**

#### **Background**

A resolution is being proposed to waive Ontario's audit or review requirement for non-for-profit organizations. To ensure checks and balance, it will be replaced by an independent volunteer financial validation committee consisting of at least two personnel. The IIBA Ottawa-Outaouais Board of Directors has approved the proposed resolution and we are seeking membership's approval.

#### **Proposed Resolution**

The IIBA Ottawa-Outaouais Chapter waives the audit or review requirement. The Chapter will adopt an independent volunteer committee, consisting of two independent volunteers to review financial records at least once a year.