

# Nashville Chapter Bylaws & Administration

December 2015

**IIBA Nashville Chapter**

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# Nashville Chapter Bylaws & Administration

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December 2015

## Bylaw 1 – Name & Territory

### Section 1.

This organization shall be called the International Institute of Business Analysis, Nashville 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 Chapter which regulate the operation of this organization.

### Section 2.

The principal office of the Chapter shall be located in the Middle Tennessee area in the state of Tennessee.

### 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;
- Create corporate support for the 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 – 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.

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.

### 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 there under.

### Section 5.

All members shall pay the required IIBA and Chapter annual membership dues to IIBA 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 not be transferred to the member’s new chapter, but the member will be considered a member in good standing at the new chapter. If the dues at the new chapter are higher than that of the original chapter, the additional monies due to the new chapter must be worked out on an individual basis between the member and the new chapter. Chapter dues are nontransferable to other members.

### Section 7.

An individual applying to be a local chapter member must be an IIBA member in good standing. Membership will be effective from the day the annual Chapter dues are paid in full.

### 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 the international 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 the International 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 local chapter dues and are delinquent over 30 days will have their names removed from the official local chapter membership list of the Chapter. A delinquent member may be reinstated by making payment in full to IIBA of all unpaid dues for IIBA and the local 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.

## Bylaw 5 – Chapter Calendar

### Section 1.

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

Event	Timeframe
Meetings	Quarterly
Annual General Meeting (AGM)	Annually
Chapter Executive Meeting	As Needed
Committee Meetings	As Needed

## Section 2.

Notice of meetings.

Meeting	Called By	Notice period	Minimum Attendance	Form of Notice
AGM	President	30 days	10% membership	Email
Membership	Board Member	30 days	10% membership	Email
Executive	President	15 days	50% Board	Email or Phone
Committee	Committee Chair	As required	As required	Email or Phone

## 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 will chair the meeting. Voting will occur by a show of hands, a polling of members at the meeting, or by an electronic vote following the meeting. Proxy votes will 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 ten elected officers to serve in the following positions:

- President
- President Elect
- Secretary
- Treasurer
- Vice President – Communications
- Vice President – Education
- Vice President – Events
- Vice President – Membership
- Vice President - Marketing
- Vice President - Technology

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 Chapter.

All officers shall be members in good standing of IIBA and of the Chapter. Officers will be elected by majority vote of Chapter members in attendance at the Annual General Meeting or following the Annual General Meeting by electronic ballot. The elected officers will serve two-year terms of office with the exception of the President Elect that is a one year term. Election of officers is staggered so that approximately half of the officers are elected each year, to provide continuity. Officers shall be eligible to serve multiple terms. The following chart illustrates the election rotation process:

Odd Years	Even Years
Treasurer	President Elect (1-yr term)
Vice President – Communications	Secretary
Vice President – Education	Vice President – Membership
Vice President - Technology	Vice President – Events
	Vice President – Marketing

The annual election process is to be as follows:

- Call for Nominations via email and/or verbal request
- Close Nominations via email (send reminder email out 1 week prior)
- Send out election ballot email (send reminder email out 1 week prior)
- Close Election and tally ballots
- Send out election results and announce election results at a chapter event introducing new officers and thanking old officers for their service

## Section 2.

The President Elect serves a term of 1 year, after which the incumbent becomes the President for a 2-year term. 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 needed.

## Section 3.

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 4.**

The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board. The Secretary is also responsible for all official correspondence with the members and the IIBA, except for committee correspondence.

#### **Section 5.**

The Treasurer is responsible for the management of funds for duly authorized purposes of the Chapter. The Treasurer is responsible to the Board of Directors and will submit the books for audit each year.

#### **Section 6.**

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, and is also responsible for the promotion of the local Chapter and IIBA to internal and external publications.

#### **Section 7.**

The Vice President – Education will 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 (EEP).

#### **Section 8.**

The Vice President – Events is responsible for the development and delivery of programs relating to Business Analysis for designated Chapter meetings, and for facilitating meeting locations. 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.

#### **Section 9.**

The Vice President – Membership is responsible for managing membership enrollments and renewals for the chapter, and shall maintain a list of all chapter members.

## Section 10.

The Vice President – Marketing is responsible for the promotion of the local Chapter and IIBA to businesses in the community.

## Section 11.

The Vice President – Technology is responsible for development and maintenance of technologies that support the Chapter website(s) and Chapter operations. The Vice President – Technology will retain administrative/ownership rights to the various technologies relevant to the chapter and grant managerial permissions as directed by the Board of Directors.

*See Appendix 1 for further description of all roles and responsibilities.*

## 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 shall be members in good standing of IIBA and of the Chapter.

### 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 Secretary. 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 parliamentary 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 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 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) majority vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) majority 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. 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 amendments to Chapter 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.

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 the Board. Elections shall be conducted:

- During the annual meeting of the membership, or
- By mail or electronic ballot to all voting members in good standing

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 2.

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 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 chairpersons must be appointed from the membership of the organization. Committee volunteers do not need to be Chapter members.

## Bylaw 10 – Finance

### Section 1.

The fiscal year of the chapter shall be from 1 January to 31 December. Chapter membership fees are due upon becoming a member of the said chapter. Chapters will be responsible for managing anniversary dates and renewal of Chapter Membership Fees. Members will be responsible for renewing their own IIBA membership.

## 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.

All dues billings, dues collections, and dues disbursements shall be performed by the Chapter.

## Section 5.

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) majority vote of the voting membership in good standing present at an Annual Meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) majority vote of the voting membership in good standing voting by mail or electronic ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the mailed ballots or within fifteen (15) days for electronic ballot. Notice of proposed changes shall be sent 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 either to a charitable organization designated by the voting membership or sent to IIBA International after the payment of just, reasonable, and supported debts, consistent with applicable legal requirements.

# Appendix 1

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## Duties of the President

- Provide leadership to the Board of Directors of the local Chapter
- Teach and mentor the President Elect to assume the Presidency
- Ensure the Board adheres to its bylaws and constitution
- Chair Board meetings
- Encourage Board Members to participate in meetings and activities
- Keep the Board's discussion on topic by summarizing issues
- Keep the Board's activities focused on the organization's mission
- Evaluate the effectiveness of the Board's decision making process
- Appoint committee chairpersons
- Orient Board Members and committee chairpersons to the Board
- Serve as ex officio member of committees and attends their meetings as required
- Ensure there is a process to evaluate the effectiveness of Board Members using measurable criteria
- Recognize Board Members' contributions to the Chapter
- Acts as one of the signing officers for disbursements checks and other official documents
- Play a leading role in supporting special events
- Promote the organization's purpose in the community and to the media
- Prepare a report for the Annual General Meeting
- Ensure programs and services are implemented
- Ensure that the Board governs as well as manages programs and services

## Duties of the President Elect

- Assist the President with the aim of learning and being mentored to assume that role
- Stand in for the President as needed

## Duties of the Past President

- Support the current President
- Chair the Nominating Committee for recruitment of new Board Members
- Assist with Board recruitment and orientation to the Board
- Assist with Board training
- Chair special events
- Provide historical continuity about the Board's activities

## Duties of the Secretary

- Serve on the Board
- Assist in recruiting speakers for Chapter events
- Maintain copies of the organization's bylaws and the Board's policy statements
- Maintain lists of Board Members
- Provide Chapter election results to IIBA International
- Coordinate invitations and logistics of Board (Executive) meetings including time, location, webinar information (if applicable), and refreshments
- Take official Board meeting minutes and attendance. Post to web-based Task Management Tool (TMT)
- Ensure there is quorum at Board meetings
- Record all motions and decisions of Board and General meetings
- Post action items resulting from Board meetings to the TMT
- Manage event lists, calendars, and all Chapter documentation in the TMT
- Review marketing materials for errors/accuracy
- Create and manage event attendee lists and post to the TMT
- Reconcile event receipts with attendee lists
- Create name tags for event attendees, sponsors, speakers, and Chapter officers
- Manage event check-in/registration
- File amendments to the bylaws and other incorporating documents with IIBA International
- Chair Board meetings in the absence of the President
- Prepare Board meeting agendas with input from the Board members
- Orient the new Secretary

## Duties of Treasurer

- Serve on the Board
- Give regular reports to the Board on the financial state of the organization
- Keep financial reports on file
- Orient the new Treasurer
- Act as signing officer with the President for checks and other documents
- Manage the day-to-day financial affairs of the Board
- Manage the accounting of the funds of the organization, its budget and expenditures
- Keep full and accurate accounts of all organizational receipts and disbursements
- Receive and bank all monies due to the organization
- Disburse all monies as directed by the Board
- File necessary financial reports, tax reports and audits
- Ensure compliance with local and corporate fiduciary responsibilities
- Actively support identification of chapter speakers
- Manage and reconcile event financials:

- Food invoice and payment
- Facilities invoice (if necessary) and payment
- Confirm invoice(s) match agreement
- Provide net income/loss from each event
- Provide Chapter account balance report monthly
  - Chapter expenditures/revenue
  - Event expenditures/revenue
- Provide Chapter annual report
- Coordinate payment for Chapter support technologies
  - Email marketing tools
  - Task management tools
  - Other, as needed

### Duties of Vice President(s)

- Act in the absence of the President
- Learn duties of the President and keep informed on key issues
- Act as a signing officer for checks and other documents
- Orient the new Vice President
- Chair a major committee
- Develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
- Recruit an appropriate number of committee members to carry out the mandate
- Orient members to the committee's mandate and position in the organization
- Call committee meetings and develop agendas with the input of the members
- Chair committee meetings and report the committee's progress to the Board
- Encourage members to participate
- Keep discussion on topic by summarizing issues
- Guide the committee through its meetings to fulfill the committee's purpose
- Recognize each member's contribution to the committee's work
- Delegate appropriate tasks to individual committee members
- Submit recommendations to the Board for approval
- Plan and evaluate the committee's work with the help of the members
- Ensure meeting minutes and other relevant information are recorded and filed

## Duties of Vice President - Communications

- In addition to the General Responsibilities of a Vice President Board Member, the Vice President of Communications' duties may include:
- Design and communicate all Chapter event announcements through email, social media, and printed flyers
- Conduct post-event surveys
- Conduct general surveys of Chapter constituents
- Manage email marketing tools
- Manage social media accounts and communications
- Manage election communications and develop election ballot system
- Develop communications plans and strategies

## Duties of Vice President - Education

- In addition to the General Responsibilities of a Vice President Board Member, the Vice President of Education's duties may include:
- Actively support the identification of Chapter speakers
- In coordination with the Vice President of Events, approve and manage the delivery of education events
- Support the Chapter CBAP, CCBA certification activities
- Assist and advise members about preparation for the CBAP exam
- Prepare promotional material, with the assistance of the VP Marketing and the VP Communications, to promote the educational programs to members
- Assess and report on abuses of the Endorsed Education Provider (EEP) status by local providers
- Provide content of the Education pages on the Chapter website
- Design Chapter professional development programs to increase competence of the Business Analysis community
- Promote Business Analysis professionalism at the Chapter level through delivery of educational curriculum at applicable meetings, events, seminars, and workshops. The educational program delivery is designed to help members achieve certification as Certified Business Analysis Professionals™ (CBAP®), Certification of Competency in Business Analysis™ (CCBA®), or other IIBA certifications

## Duties of Vice President - Events

- In addition to the General Responsibilities of a Vice President Board Member, the Vice President of Event's duties may include:
- Support identification of chapter speakers
- Coordinate and manage Chapter events
- Carry out the specific details for each event using the to-do lists in the TMT

## Duties of Vice President - Marketing

- In addition to the General Responsibilities of a Vice President Board Member, the Vice President of Marketing's duties may include:
- Coordinate marketing, sponsorships and advertising efforts for the Chapter
- Develop and annually update a marketing approach that includes sponsorships, advertising, and marketing
- Actively seek and acquire sponsors to support the IIBA Nashville Chapter initiatives
- Work with the VP of Technology to expand the opportunities for advertising on the website(s)
  - Job board
  - Calendar of events
- Work with the VP of Communications to include advertising in the newsletter (if one exists)
- Work with the VP of Membership to increase membership in the IIBA Nashville Chapter

## Duties of Vice President – Membership

- In addition to the General Responsibilities of a Vice President Board Member, the Vice President of Membership's duties may include:
- Actively support the identification of Chapter speakers
- Maintain a list of general chapter membership and reconcile with international membership
- Encourage members to renew membership
- Grow the Chapter membership and influence in the local community
- Responsible for the development and maintenance of a Chapter membership plan
- Ensure membership plan supports continued growth through recruiting and partnering with major community employers.
- Support the solicitation and acquisition of sponsorship support in various forms, including financial, facilities and supplies.
- Support recruitment of volunteer committee members to achieve the approved goals for the committee
- Event management:
  - Confirm attendees that paid as a member are current with chapter membership
  - Ensure membership representative support the registration table activities for the Chapter Meeting
  - Contact those that came to event that are not members asking them to be members

## Duties of Vice President - Technology

- In addition to the General Responsibilities of a Vice President Board Member, the Vice President of Technology's duties may include:
- Select, develop, and maintain Chapter website(s) content and technical infrastructure
- Maintain Chapter email system(s)
- Manage event payment technologies
- Manage administration of the Chapter task management system(s)
- Select, develop, and maintain new technologies in accordance with IIBA and Chapter strategies