



*International Institute of
Business Analysis*

Albany Capital District Chapter

Chapter Bylaws

As of March 16, 2021

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Bylaw 1 – Name & Territory

Section 1

This organization shall be called the International Institute of Business Analysis, Albany Capital District 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 Albany, New York.

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.

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 IIBA’s current Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA Board of Directors nor 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, provide educational and networking opportunities for its members, 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 and profession of the Business Analyst;
- Support opportunities for members to network with, and gain knowledge from, seasoned BA practitioners as well as with industry and government professionals;
- Provide access for members to forums for sharing expertise, expressing professional opinions and building a reputation within the industry;
- Provide educational opportunities for business analysis and best practices;

- Obtain and maintain a sufficient level of financial security, sustainability and autonomy at the chapter level to sustain the Chapter;
- Advance public and private sector support by generating marketing programs that demonstrate the value of business analysis and the IIBA; and
- Liaise with industry and association partners to increase awareness of the benefits of IIBA membership.

Bylaw 3 – Composition

Section 1

The Board 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 person interested in furthering the purposes of the organization.

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 are current in their payment of the IIBA membership fee, have been assigned to the Chapter by IIBA or who have chosen the Chapter as their preferred chapter, and whose membership is not under disciplinary review by the chapter or by IIBA.

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 membership fee to IIBA. In the event that a member resigns their IIBA membership or designates a different chapter as their preferred chapter, no portion of the membership fee shall be refunded by the Chapter to the former member.

Section 6

In the event that a member designates a different chapter as their preferred chapter, no money will be transferred from the Chapter to the member’s new chapter, but the member will be considered a member in good standing at the new chapter.

Section 7

Membership in the Chapter shall terminate upon the member’s written resignation, failure to pay the IIBA membership fee 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 membership in the Chapter 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. Termination from the Chapter does not terminate the member’s right to belong to the IIBA’s Connections community virtual chapter.

Section 9

Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter.

Section 10

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	Monthly
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, Announcements
Membership	Board Member	20 days	10% membership	Social Media, Email, Announcements
Executive Meeting	President	30 days	50% Board	Email, Announcements
Committee Meeting	Committee Chair	As Required	As Required	Email

Section 3

Changes or modifications to 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 all meetings except committee meetings. Voting will occur by a show of hands, by written ballot, or by a polling of members. Proxy votes will not be accepted. Decisions and acceptance are based on majority votes.

Bylaw 6 – Officers and Directors

Section 1 – Officers

The Chapter shall be governed by a Board of Directors (“Board”). There will be seven elected officers to serve in the following positions:

- President
- Secretary
- Treasurer
- Vice President (VP) Communications & Marketing
- Vice President (VP) Professional Development & Programs
- Vice President (VP) Sponsorship & Membership

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. The officers will serve two-year terms of office, 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 Chapter.

Upon election, these Officers will immediately become members of the Board of Directors and will serve as "understudies" of the Officers they are to succeed. The understudies will not have voting rights until July 1 of the year their respective term begins. Officers terms shall expire on June 30 of the year their respective term ends. Officers shall be eligible to serve multiple terms.

Officers will be elected at the Annual General Meeting held in May each year. The following chart illustrates the election rotation process:

Odd Years	President
	Treasurer
	Vice President (VP) Communications & Marketing
Even Years	Secretary
	Vice President (VP) Professional Development & Programs
	Vice President (VP) Sponsorship & Membership

Section 2 – President

The President shall be the chief executive officer for the Chapter and of the Board, and shall give active direction and have control of the business and affairs of the Chapter. He or she may sign contracts or other instruments, which the Board has authorized to be executed, and shall perform all duties incident to the office of the President as may be prescribed by 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, for a term of one month following the new President taking office and shall serve as directed by the President. The Past President shall not have a vote on the Board of Directors.

Section 3 – Secretary

The Secretary shall be the custodian of papers, reports minutes, contracts and other records related to the business of the chapter. In the event the President is not available to run a Board meeting, the Secretary shall be responsible for running the meeting as appropriate. Duties include:

- Record meeting minutes at all Chapter Board meetings;
- Maintaining the record of meeting attendance;
- Working with the other Vice Presidents and Committee chairs to support their activities; and
- Performing all the duties incident to the office and other such duties as from time to time may be assigned by the Board.

Section 4 – Treasurer

The Treasurer is responsible for and shall oversee all financial administration of the Chapter. Duties include:

- Recommending policies and procedures to govern management of Chapter finances to the Board, and enact said policies and procedures upon Board approval;
- Ensuring the proper receipt of and provide receipts for moneys due and payable to the Chapter;
- Depositing moneys received in the name of the Chapter in the appropriate accounts;
- Providing monthly financial reports to the Board;
- Preparing an annual operating budget for the Chapter by July 1 of each year;
- Maintaining detailed financial records of all revenues and expenditures;
- Providing access to financial records to the Board when requested;
- Submitting current bank statements to the Chapter President on a monthly basis;
- Submitting financial records for audit as appropriate;
- Filing all required IIBA, New York State and federal government tax/financial filings; and

- Performing all the duties incident to the office of Treasurer and other such duties as from time to time may be assigned by the Board.

Section 5 – Vice President Communications & Marketing

The Vice President Communications & Marketing is responsible for the timely dissemination of information to the Chapter membership and to the general public. Duties include:

- Distributing of all Chapter meeting notices and special event information;
- Promoting the Chapter and IIBA through appropriate means, including but not limited to email, the Chapter website and social media;
- Maintaining the chapter website and social media pages;
- Chairing the Communications and Marketing Committee;
- Developing of an annual Communications & Marketing Plan;
- Providing input to the annual budget;
- Providing monthly reports to the Board;
- Working with the other Vice Presidents and Committee chairs to support their activities; and
- Performing all the duties incident to the office and other such duties as from time to time may be assigned by the Board.

Section 6 – Vice President Professional Development & Programs

The Vice President Professional Development & Programs is responsible for the month Chapter meeting program, and other educational events. Duties include:

- 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.
- Developing and delivering programs and events relating to business analysis for each scheduled Chapter meeting.
- Providing input to the annual budget;
- Providing monthly reports to the Board;
- Developing an annual Professional Development Plan;
- Working with the other Vice Presidents and Committee chairs to support their activities; and
- Performing all the duties incident to the office and other such duties as from time to time may be assigned by the Board.

Section 7 – Vice President Sponsorship & Membership

The Vice President Sponsorship & Membership is responsible for the definition and execution of the programs to recruit and retain Chapter sponsors and members, including communication and outreach to individuals and organizations to educate and inform about the Chapter and IIBA. Duties include:

- Defining sponsorship programs at the meeting, chapter and special event levels;
- Identifying and soliciting sponsors;
- Developing an annual Sponsorship Plan to support the financial requirements of the chapter and special events;
- Maintaining educational materials and resources for new and prospective members;
- Maintaining any Chapter membership information not provided by the IIBA;
- Staffing a recruitment table at conferences, career fairs and other events;
- Maintaining statistics related to recruitment and retention in membership and provide a monthly report to the Board;

- Providing input to the annual budget;
- Working with the other Vice Presidents and Committee chairs to support their activities; and
- Performing all the duties incident to the office and other such duties as from time to time may be assigned by the Board.

Section 8 – Member-at-Large

The Member-at-Large is a non-voting position, responsible for ensuring that the Chapter Membership is being represented to the Board of Directors at all Chapter and Executive Meetings. A Chapter Member will be appointed to serve a 1 year term by the Board of Directors. A Chapter Member can serve as the Member at Large for multiple terms. This position is also available to assist in the functions of the Chapter as needed.

Section 9 – Resignation

Any officer or the Member-at-Large may resign at any time by giving written notice to the Board, with a minimum of 30 days' notice.

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 in attendance. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, email, 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, or where the officer fails to attend three (3) consecutive Board meetings.

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 present.

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 percentage 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.

Section 10

All Board members shall exercise care to preserve the Chapter's records by utilizing secure online services that can be accessed by future Board members and leveraged for disaster recovery.

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 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 approve 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.

Bylaw 10 – Finance

Section 1

The fiscal year of the chapter shall be from 1 January to 31 December.

Section 2

A portion of a member's annual IIBA membership fee will be transferred from IIBA to their preferred chapter each year, upon a member's joining of IIBA or renewal of their membership in IIBA. IIBA members will be assigned to a preferred chapter based on their geographic location. IIBA members have the right to change their preferred chapter to another chapter or to the IIBA Connections community. The Chapter will not charge a separate membership fee.

Section 3

All IIBA membership fee billings, collections and disbursements shall be performed by the IIBA.

Section 4

Audit of records and accounting practice will be performed annually by IIBA.

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; 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 – Indemnification

Section 1

Unless otherwise prohibited by law, the Chapter may indemnify any Officer against any and all expenses and liabilities incurred by he or she in connection with any claim, action, suit or proceeding to which he or she is made a party by reason of being a Chapter Officer. However, there shall be no indemnification in relation to matters as to which he or she shall be adjudged to be guilty of a criminal offense or liable to the Chapter for damages or other relief arising out of his or her own gross negligence in the performance of a duty to the Chapter.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgements, fines and penalties against, and amounts paid in settlement by such Officer. The Chapter may advance expenses or, where appropriate, may itself undertake the defense of any Officer. However, such Officer shall repay such expenses if it should be ultimately determined that he or she is not entitled to indemnification under this Bylaw.

The Board may also authorize the purchase of insurance on behalf of any Officer, or other agent against any liability incurred by him or her which arises out of such person's status as Chapter Officer or agent, whether or not the chapter would have the power to indemnify the person against that liability under law.

Bylaw 13 – Dissolution

Section 1

Should the Chapter dissolve for any reason, its assets shall be dispersed to the IIBA 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.

Certificate of the Secretary

I, the undersigned, certify that I am the present Secretary of the Albany Capital District Chapter of the International Institute of Business Analysis and the above bylaws were amended by the voting members of the Chapter, in accordance with Bylaw 11 of these Bylaws on

Printed Name Pablo D Lopez

Signature *Pablo D Lopez*
Secretary

Date 03/16/2021