

South Florida Chapter

Bylaws

As of March 22, 2022

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Bylaw 1 – Name & Territory

Section 1: This organization shall be called the International Institute of Business Analysis South Florida 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 Florida.

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 neither 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, 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 maintain a sufficient 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 person interested in furthering the purposes of the organization. Membership shall be open to all persons without regard to race, creed, color, age, sex, marital status, international origin, religion, or physical or mental disability.

Section 2: Membership of the Chapter requires an active “good standing” IIBA membership. This is a member with no outstanding dues and whose membership is not under disciplinary review by the chapter or IIBA. Membership is initiated and tracked when an IIBA selects USA_Florida_South Florida as the preferred Chapter in the member profile.

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: Only “Members in Good Standing” can nominate board members, be nominated to the board of directors, vote in Chapter elections, and hold office. Members in good standing shall be defined as outlined above in Section 2 and whose membership is not under disciplinary review by the chapter or by IIBA. Further requirements on nomination and holding office requirements will be provided later in this document.

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: In the event that a member relocates, chapter membership will remain with South Florida as long as USA_Florida_South Florida remains selected in the individual's profile. The member's IIBA anniversary date will not change.

Section 6: Chapter Membership shall be effectively terminated upon member's written resignation, change of local membership choice in member's IIBA personal profile or expulsion from membership for just cause as defined within the both IIBA and local chapter bylaws. These rules apply to Chapter Board members as well as the general membership.

Section 7: 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 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.

Board Members terminated in this manner will forfeit their right to hold office in the chapter for one year from the date of dismissal.

Reasons for termination may include:

1. Violation of chapter bylaws
2. Violence or threatened violence
3. Threats or threatening behavior
4. Fraud, embezzlement, or theft of chapter money or property
5. Lying or Falsifying records
6. Harassment

Section 8: 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 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
Events	Monthly (Minimum of 9 per Year)
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	Not Applicable	Email
Events	Board Member	60 days	10% membership	Email
Executive Meeting	President	7 days	50% Board	Email
Committee Meeting	Committee Chair	As required	As Required	Email

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

Section 4: The President of the Chapter will chair all board and AGM meetings. This includes preparing meeting agenda, opening the meeting, keeping the conversation focused, managing the formal business of the meeting by recognizing speakers and handling motions. In the event that the President is unable to handle this responsibility, it must be delegated to the secretary first, else another board member in a timely manner.

Section 5: In the event that there are no attendants to the Chapter’s Annual General Meeting, the board will reschedule 2 more times.

In the event that a quorum (board members present plus at least the same number of non-board members) is not reached by the 3rd call, the board reserves the right to adopt any changes proposed to the AGM for review and voting.

Committee meetings will be chaired by the Vice President in charge, or any officer designated by the VP. Voting during meetings will occur either 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: The Chapter shall be governed by a Board of Directors. There will be no less than seven and no more than twelve elected officers to serve in the following positions:

- President
- Secretary
- Treasurer
- Vice President (VP) Communications & Marketing
- Vice President (VP) Professional Development
- Vice President (VP) Membership
- Vice President (VP) Sponsorship
- Vice President (VP) Technology
- Vice President (VP) Event Planning
- Member at large

Member at large
Member at large

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. Officers shall be eligible to serve multiple terms.

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

<i>Odd Years</i>	<i>Even Years</i>
President	Secretary
Treasurer	Vice President (VP) Professional Development
Vice President (VP) Communications & Marketing	Vice President (VP) Event Planning
Vice President (VP) Technology	Vice President (VP) Sponsorship
Vice President (VP) Membership	Member at large
Member at large	Member at large

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 Secretary shall keep the records of all Annual General Meetings of the Chapter and meetings of the Board. The Secretary is also responsible for all official correspondence on behalf of the board to the members and the IIBA, except for committee correspondence. If a Secretary has not been appointed, the President is responsible for these duties.

Section 4: 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 5: The Vice President of Communications & Marketing 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. In addition, they are responsible for maintaining the Chapter's website and the development and delivery of programs relating to business analysis for each scheduled Chapter meeting. 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 6: The Vice President of Professional Development & 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 Endorsed Education Provider.

Section 7: Board Member at Large is expected to provide active leadership in activities initiated by the Board.

Section 8: The Vice president's/committee heads will be responsible for ensuring each committee and department has documentation that highlights its Policies, Procedures & Procedures

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 as prescribed in Bylaw 5 Section 1 above. Ad Hoc meetings can be held 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 elected membership of the Board at any given time. 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, 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 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 the board of directors or committee by violating bylaw regulations or by not fulfilling duties outlined herein 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: A Nominating Committee shall collect and manage the list of prospects nominated for each Board position. Eligibility and willingness of nominees shall be determined based on the nomination requirements and chapter bylaws. *If an independent committee cannot be formed, the election committee will consist of board members whose positions are not up for re-election.*

Candidates for Board positions shall be nominated by a petition process established by the Nominating Committee or the Board. Elections shall be conducted during the annual meeting of the membership 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 list of nominees prepared by the Committee.

Section 3: The Chapter Board will be responsible for documenting the nomination requirements and election process. This can be updated annually within the guidelines provided by the IIBA with majority board approval. This will be available for all election stakeholders for reference.

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.

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: 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: 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 two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) 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.

Appendix 1 – Board of Director Roles

Job descriptions will be signed by the elected officer the day of the election by the membership.

Position: Board Member

Authority and Responsibility

The Board of Directors is the legal authority for the Chapter. As a member of the Board, a Director acts in a position of trust for the organization and is responsible for the effective governance of the organization

Requirements

Requirements of Board membership include:

1. Commitment to the work of the IIBA
2. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy
3. Willingness to serve on committees
4. Attendance at Board meetings
5. Attendance at meetings of assigned committees
6. Attendance at the Annual General Meetings
7. Attendance at membership meetings
8. Support of special events
9. Support of, and participation in, special events
10. Financial support of the IIBA

Term

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term. Directors may be released at the end of the elected term by resigning, or according to the Chapter bylaws.

General Duties

A Director is fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

The Director must:

1. Approve, where appropriate, policy and other recommendations received from the Board or its standing committees
2. Monitor all Board policies
3. Review the bylaws and policy manual, and recommend bylaw changes to the membership
4. Review the Board's structure, approve changes and prepare necessary bylaw amendments
5. Participate in the development of the Chapter's organizational plans and annual review
6. Approve the Chapter's budget
7. Support and participate in evaluating Director performance
8. Assist in developing and maintaining positive relations among the Board, committees and the community to enhance the Chapter's mission

Evaluation

A Director's performance is evaluated annually based on the performance of assigned Board requirements and duties.

Review Date and Approval Date

The Board Member Job Descriptions are reviewed annually by the President. Recommended changes are presented to the Board.

Approval Date: 3/22/2022

Review Date: 3/22/2022

Duties of President

- Provide leadership to the Board of Directors of the local Chapter
- Ensure the Board adheres to its bylaws and constitution
- Prepare the Board's agenda with input from the Board Members
- Chair Board meetings
- Encourages Board Members to participate in meetings and activities
- Keeps the Board's discussion on topic by summarizing issues
- Keeps the Board's activities focused on the organization's mission
- Evaluates the effectiveness of the Board's decision-making process
- Appoints committee chairpersons
- Orients 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 Board's work
- Acts as one of the signing officers for disbursements cheques 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 Secretary

- Serve on the Board
- Maintain copies of the organization's bylaws and the Board's policy statements
- Maintain lists of Board Members, committees and General Membership
- Notify Board Members of meetings
- Take official meeting minutes
- Record Board attendance
- Ensure there is quorum at meetings
- Record all motions and decisions of meetings
- Record all corrections to minutes
- Sign Board minutes and corrections to attest to their accuracy
- Maintain copies of minutes of Board and committee meetings'
- Distribute copies of minutes promptly
- Conduct general Board correspondence including receiving, reading, distributing
- Maintain records of all Board correspondence
- Sign official documents of the organization as required
- File the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry
- Ensure members are notified of General Meetings
- Chair Board meetings in the absence of the President
- 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 cheques 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

Duties of 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 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 cheques and other documents
- orients 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 Board Member at large

- Develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
- Recruit and 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 on 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
- Creation of website updates on a regular and ongoing basis related to the mandate
- Ensure meetings minutes and other relevant information are recorded and filled