



**CALGARY  
CHAPTER  
BYLAWS**

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# ARTICLE 1 – THE ORGANIZATION

## 1.1 Name

This organization shall be called International Institute of Business Analysis Calgary Chapter (hereinafter “the Chapter”). The Chapter may also operate under IIBA Calgary Chapter.

## 1.2 Charter and Incorporation

This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA”) and operates as a non-profit organization within the Province of Alberta. The principle office of the Chapter is in Calgary, Alberta, Canada. The Chapter is also separately registered as a Society under the Societies Act in the Province of Alberta.

## 1.3 Society Seal

The Chapter will not be adopting a society seal.

## 1.4 Chapter Purpose

The Chapter is leading the advancement of the Business Analysis profession for skills and competency development within the communities we serve, and for the betterment of its practitioners.

# ARTICLE 2 – DEFINITIONS

## 2.1 Definitions

In these Bylaws, the following terms have these meanings:

**BA Practitioner:** Anyone who practices the Business Analysis profession or who assumes the role of a Business Analyst on behalf of a client.

**Board:** The Board of Directors of this Chapter.

**Bylaws:** The Bylaws of this Chapter.

**Chapter:** The body of IIBA Members and interested parties that form the Chapter.

**Chapter Member:** Herein after referred to as **Member**, an individual who is registered with IIBA and with the Chapter.

A Member is in good standing when:

- a. he or she has paid membership dues to IIBA;
- b. he or she has paid membership dues to the Chapter;
- c. he or she has not been suspended as a Chapter Member; and
- d. he or she has no past due invoices with the Chapter.

**Chapter Policies and Procedures:** A collection of documents related to policies and procedures, developed by the Chapter from time to time.

**Director:** Any person elected or appointed to a voting position on the Board.

**Executive Directors:** This includes the President, Vice President, and Treasurer.

**General Meeting:** A gathering of Chapter Members with Chapter business on the agenda. Other terms with the same meaning include the Annual General Meeting (AGM), Chapter Business Meeting and Special General Meeting.

**Member Data:** The member profile data provided by IIBA, in addition to information provided by Members directly to the Chapter.

**Ordinary Resolution:** A resolution to be passed by the Members requiring a simple majority vote for the Members in attendance.

**Quorum of the Board:** A Quorum shall consist of a simple majority of the Board and must include a minimum of three (3) Directors, including at least two (2) Executive Directors.

**Quorum of the Membership:** A Quorum shall consist of the Members present at General Meetings, or those who have responded to a Special Resolution.

**Special Resolution:** A resolution to be passed by the Members requiring a 75% majority vote from a Quorum of the Membership. Notice of intention to propose a Special Resolution must be provided to the Membership at least 21 days in advance. The option to vote must be made available to all Members in good standing and may be accomplished by an online survey or other written mechanism.

## **ARTICLE 3 – CHAPTER GOVERNANCE**

### **3.1 Board of Directors**

#### 3.1.1 Composition and Authority

An elected Board of Directors, herein referred to as ‘the Board’, shall be the governing body of the Chapter responsible for setting direction and policy with full authority over all affairs of the Chapter, including exercising authority over all Chapter business and funds. Approval of the Board, in accordance with these Bylaws, shall be required for all Chapter activities. Unless otherwise provided for in these Bylaws, all actions and decisions of the Board shall be final.

The Board shall include the following Executive Director positions:

- President
- Vice President
- Treasurer

In addition to the Executive, no less than one (1) and no more than seven (7) individuals shall be elected as Directors of the Board. At a minimum, the Board shall consist of two (2) Executive positions and one (1) additional Director.

Roles and responsibilities for each Board of Director position will be documented in the Chapter Policies and Procedures. Any changes to Board positions shall require the passing of a motion to that effect by a Quorum of the Board.

All Directors of the Board shall be Members in good standing.

### 3.1.2 Term of Office and Tenure

The term of office for all Board positions will be two (2) years, apart from the first election of the Chapter. Each Director may hold a specific position for a maximum of two (2) consecutive terms, except where there is no other available nominee to stand for election of the position at the end of the second term.

Apart from the first election of the Chapter, elected Board positions will be staggered such that re-appointment will take place two (2) years after the initial appointment. Directors will be elected in two groups, with terms commencing in alternate years.

Not all Board positions will be filled during each election year, however, the requirements for minimum number of Board positions shall be fulfilled.

Directors shall hold office for the duration of their term or until they have completed a responsible transition of duties to their successors.

### 3.1.3 Nominations and Elections

A Nominations Committee will be established and chaired by a Board appointed person who is not currently a member of the Board.

Candidates for Board positions will be nominated by the Membership via a petition process established by the Nominating Committee and approved by the Board. Such a petition process shall provide at least one month's notice of forthcoming elections to allow for nominations.

All nominees must be Members in good standing to be eligible to serve as a Director. Nominees will be reviewed by the Nominations Committee to ensure the candidate has the necessary qualifications for the roles and responsibilities of the position, as documented in the Chapter Policies and Procedures.

Notifications of elections and the slate of nominees shall be sent with a minimum of seven calendar days of notice to the Membership. No current member of the Nominating Committee involved in the tally of results shall be included in the slate of nominees presented for election.

Discrimination in nominations and election procedures based on race, colour, creed, gender, age, national origin, religion, physical or mental disability, political belief, marital status, employment status, sexual orientation or other unlawful purpose is prohibited.

Directors shall be elected by Special Resolution. Voting shall be conducted by confidential ballot. Ballots shall be counted by the members of the Nominating Committee or by tellers designated by the Board.

Elected candidates will become members of the Board immediately, and a three (3) month transition period will commence following the election. Newly elected Directors will not have voting rights until the beginning of their respective term.

#### 3.1.4 Removal from Office

The Board may declare a Director position to be vacant where a Director:

- fails to abide by these Bylaws;
- ceases to be a Member in good standing;
- fails to effectively perform their responsibilities;
- fails to attend three (3) consecutive scheduled Board meetings; or
- does something judged to be harmful to the Board or Chapter.

Such declarations shall require the passing of a motion to that effect by a Quorum of the Board.

The affected Director shall receive written notice of the Board's intention to remove them from office at least two (2) weeks prior to the Board meeting at which the motion will be discussed. The notice shall be sent to the address shown on the Chapter Membership list produced by IIBA and shall be marked Confidential. A Director may also deliver the notice. The notice shall state the reasons why removal is being considered.

The Director shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the Director. The Board may exclude the Director and the Director's representative from its discussion of the matter, including the deciding vote. The decision of the Board is final.

#### 3.1.5 Resignations

A Director may resign by submitting written notice to an Executive Board member. Unless another time is specified in the notice or determined by the Board, a resignation shall be effective upon receipt of the notice by the Board.

#### 3.1.6 Vacancies

If a Director position becomes vacant, the Board may appoint, by motion, a successor to fill that office for the unexpired portion of its term, or until the next scheduled election, whichever comes first.

In the event the President is unable or unwilling to complete the current term of office, the Vice President will assume the duties and office of the President for the remainder of the term. If the Vice President is unable or unwilling to complete the current term of the President, the Board may then appoint, by motion, an eligible Member to fill the vacated office for the remainder of its term.

## **3.2 Chapter Management**

### 3.2.1 Policies and Procedures

The Board shall develop and maintain Policies and Procedures to better enable the achievement of the purposes and day-to-day operations of the Chapter.

### 3.2.2 Calling Board Meetings

The Board shall meet regularly at a place and time determined by the President, or at the written request of three (3) Directors submitted to the Board Secretary. Meetings shall be conducted in accordance with generally accepted business practices and documented accordingly.

The Board shall meet in person where possible or by teleconference.

### 3.2.3 Board Actions

A motion may be put forward by any Director and seconded by another Director. Motions shall be voted on by the Board except where general consent is requested and no objections received. Motions are required for but not limited to:

- acceptance of Board meeting minutes (by general consent);
- an expenditure of funds;
- a proposed change to the Bylaws;
- a change in the number or structure of active Director positions; and
- an appointment to a vacant Director position.

Each Director shall be entitled to one (1) vote on any matter or motion coming before the Board. Every decision of the Board shall be approved by a Quorum of the Board except as provided for elsewhere in these Bylaws. Abstaining from a vote is only acceptable in cases where a conflict of interest exists. The President shall have the deciding vote in case of a tie.

A resolution in writing, signed by the Directors and placed with the Board is as valid and effective as if regularly passed at a Board meeting. Approval by email or other electronic means is acceptable in lieu of signature.

### 3.2.4 Committees and Volunteers

A Director may establish or abolish, as it deems necessary from time to time, Committees to carry out defined tasks. The Director is accountable for all actions of the Committee and shall report the outcomes to the Board. Each Committee shall be governed by the Chapter Policies and Procedures which shall delineate such things as the Committee's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.

Additional Volunteers may be selected to perform specific tasks and activities not related to a Committee. Each Volunteer will report to a Director that is accountable for these activities. Volunteer roles shall be governed by the Chapter Policies and Procedures and shall be clearly defined with the role's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.

Any funding required by a Committee or Volunteer may be authorized by the Director, on approval of the Board. As designated in the Chapter Policies and Procedures, the Director shall be responsible for allocated funds and shall submit a monthly report to the Board.

### 3.2.5 Contracts

The Chapter may engage in contracts or transactions with Members, Directors, appointed Committee members, Volunteers or authorized representatives of the Chapter and/or any corporation,



partnership, association or other organization in which one or more of the Chapter's Directors, appointed Committee members, Volunteers or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- a. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
- b. the Board, in good faith, authorizes the contract or transaction by a majority vote of the Directors who do not have an interest in the transaction or contract; and
- c. the contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

### 3.2.6 Conflict of Interest

All Directors, appointed Committee members, Volunteers and authorized representatives of the Chapter shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

### 3.2.7 Bylaw Governance

Wherever these Bylaws conflict with IIBA Bylaws, IIBA Bylaws shall govern the Board providing they do not conflict with Alberta or Canadian Federal legislation.

### 3.2.8 Amendment of Bylaws

These Bylaws shall only be amended by a Special Resolution of the Members.

Proposed amendments must be submitted to the Board in writing by a Member in good standing. The Board Secretary shall receive the proposal, confirm consistency with the Bylaw Amendment process, and forward to the appropriate Director. The Director will then prepare a corresponding impact statement. This process should be completed within two (2) months of receipt, or the Director shall respond in writing to the submitting Member the reason for delay. Every attempt will be made to resolve the obstacle and complete the impact statement. Upon completion, the impact statement and related analysis shall be presented to the Board for review.

The proposed amendment shall be discussed by the Board and handled, by motion, as one of:

- approved to proceed;
- rejected; or
- returned for further study.

Rejection may be due to the proposal being noncompliant with Law, inconsistent with IIBA and/or Chapter statutes, policies, procedures, rules or directives, or in conflict with the Chapter purpose or charter.

Once approved to proceed, proposed amendments must be presented to the Membership in writing, allowing at least 30 days for review and vote by Special Resolution. The Board shall record the results of the Special Resolution. This information shall be made available upon request.

The amended Bylaws shall take effect immediately upon passage of the Special Resolution unless otherwise specified by the resolution.

### **3.3 Compensation and Indemnification**

#### 3.3.1 Compensation

No Member shall receive any pecuniary gain, benefit or profit, be it incidental or otherwise, from the activities, financial accounts or resources of the Chapter except as otherwise provided for in these Bylaws.

No Director, appointed Committee member, Volunteer or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on behalf of the Chapter. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by a Director, Committee member, Volunteer or authorized representative regarding attendance at Board meetings and other approved activities.

The Board may also elect to give a one-time, non-cash appreciation gift valued at no more than \$50.00 to outgoing Board members provided they actively served on the Board for a minimum of six (6) consecutive months.

#### 3.3.2 Indemnification

In the event that any person who is or was a Director, Committee member, Volunteer or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made party to any civil, criminal, administrative, or investigative action or proceeding pertaining to any current or past matters directly related to the Chapter, such representative may be indemnified against reasonable expenses and all liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is registered.

The indemnification provided under this Article shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Where the representative has been successful in defending the action, indemnification is mandatory. Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

# **ARTICLE 4 – MEMBERSHIP**

## **4.1 General Membership**

### 4.1.1 Eligibility

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.

Membership in the Chapter shall be open to any person interested in the declared purposes of the Chapter, regardless of race, colour, creed, gender, age, national origin, religion, physical or mental disability, political belief, marital status, employment status, or sexual orientation.

### 4.1.2 Membership and Dues

All Members shall pay the required IIBA and Chapter membership dues to IIBA and the Chapter respectively on an annual basis as outlined in IIBA membership guidelines and the Chapter Policies and Procedures. Chapter membership fees are non-refundable.

The Chapter reserves the right to make changes to membership dues. Changes to Chapter membership dues will require at least 30 days of notice to Members. Changes will not be applied retroactively.

### 4.1.3 Rights and Privileges of Members

Members shall be governed by and abide by IIBA Bylaws and by the Bylaws of the Chapter and all policies, procedures, rules and directives lawfully made hereunder.

Chapter Members are entitled to one vote per motion at General Meetings and Special Resolutions. Any Member in good standing is entitled to receive notice of membership meetings of the Chapter, attend any membership meeting of the Chapter, speak at any General Meeting of the Chapter and exercise other rights and privileges given to Members in these Bylaws.

### 4.1.4 Termination of Rights and Privileges

All rights and privileges accorded to a Member cease when the Member transfers to another IIBA Chapter, resigns, dies or is suspended from the Chapter. If a Member transfers to another IIBA Chapter, resigns, dies or is suspended, the Chapter will not refund Chapter membership dues.

### 4.1.5 Delinquency

A Member shall be considered delinquent if IIBA and Chapter dues have not been paid by the renewal date. A Member shall have been deemed as expired if all dues have not been remitted within one (1) month after the renewal date. Making payment in full of all unpaid dues to IIBA and/or the Chapter will reinstate a delinquent Member.

### 4.1.6 Transferability of Membership Rights and Privileges

No right or privilege of any Member is transferable to another person.

#### 4.1.7 Confidentiality of Membership Information

Member Data will be kept confidential and may be used only for purposes directly related to the business of the Chapter and that are consistent with IIBA policies.

## 4.2 Expulsion of Membership

### 4.2.1 Decision to Expel

The Board may choose to expel membership in cases where a Member:

- fails to abide by these Bylaws;
- is disruptive at meetings or functions of the Chapter;
- has done something judged to be harmful to the Chapter; or
- has failed to fulfill a commitment, the failure of which could be judged harmful to the Chapter.

No Member shall be expelled without due process as identified in these Bylaws. Expulsion shall require a simple majority vote of the Directors present at a Board meeting. Membership dues will not be refunded.

### 4.2.2 Notice to Member

The affected Member shall receive written notice of the Board's intention to expel membership at least two (2) weeks prior to the Board meeting at which the motion will be discussed. The notice shall be sent to the address shown on the Chapter Membership list produced by IIBA and shall be marked Confidential. A Director may also deliver the notice. The notice shall state the reasons why expulsion is being considered.

### 4.2.3 Decision of the Board

The Member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the Member. The Board may exclude the Member and the Member's representative from its discussion of the matter, including the deciding vote. The decision of the Board is final.

## 4.3 Membership Meetings

### 4.3.1 General Meetings

An Annual General Meeting (AGM) of the membership shall be held once a year at a location to be determined by the Board. The Board may convene a Special General Meeting at their discretion.

Notice of a General Meeting shall specify the place, day and hour of the meeting, and, in case of a Special General Meeting, the purpose of that meeting. Notification will be sent by email to all Members of the Chapter, regardless of the email preferences identified in their Member Data.

The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

General Meetings shall be conducted in accordance with generally accepted business practices and documented accordingly, as determined by the Board.

The President of the Chapter, the Vice President or, in the absence of both, one of the other Directors present, shall preside as chairman of a General Meeting.

#### 4.3.2 Chapter Meetings and Events

Chapter meetings and events will be held on a regular basis per the annual calendar prepared by the Board and maintained as part of the Chapter Policies and Procedures.

Chapter meetings and events will be made available to Members and guests. Notification will be sent by email to Members based on the email preferences specified in their Member Data. Individuals on the Chapter mailing list will also receive notification.

## **ARTICLE 5 – FINANCE**

### **5.1 Financial Authority**

Signing authority for commitments and contracts shall be a Director, upon approval by the Board. Signing authority of the Chapter's bank account shall include a minimum of one Executive Director and one or two other Directors. The Board shall approve any expenditures or contracts entered by the Chapter.

The Board may not borrow any money or sell, mortgage, lease away or otherwise dispose of its real property unless authorized by an affirmative Special Resolution vote of the Members.

### **5.2 Accounting Records Management and Reporting**

#### 5.2.1 Annual Budget

A budget showing anticipated revenue and expenses shall be adopted annually by the Board. The annual budget for succeeding years shall be consistent with Board-approved annual budgeting policies and procedures.

The Board is required to exercise reasonable diligence in the management of the Chapter's business and finances.

#### 5.2.2 Preparation and Keeping of Books and Records

A permanent record shall be kept of all Chapter financial transactions in accordance with Generally Accepted Accounting Principles (GAAP) and Canada Customs and Revenue Agency regulations and guidelines.

The Treasurer will be responsible for producing current financial statements every month, and providing those to the Board for transparency.

#### 5.2.3 Semi-Annual Financial Review

The Treasurer shall be responsible to conduct a semi-annual review of the Chapter's finances and financial statements with the Board. The dates for these reviews will be agreed upon by the Board at the beginning of each fiscal year.

#### 5.2.4 Annual Financial Review and Audit

The Board shall provide for an annual financial review and audit of the Chapter's finances and financial statements by procuring the services of an accountant to conduct the process. Results of the annual financial review and audit shall be reported to the Board and subsequently presented to the general Membership at a General Meeting.

#### 5.2.5 Inspection of Books and Records by Members

All financial records of the Chapter are open for such inspection by any Member in Good Standing. A Member wishing to inspect the books or records of the Chapter must give at least thirty (30) days' notice to an Executive Director of the Member's intention to do so.

Other records of the Chapter are also open for inspection, except for those records designated as confidential or private in accordance with these Bylaws, the Chapter Policies and Procedures, or applicable privacy legislation.

## **ARTICLE 6 DISSOLUTION**

### **6.1 Distributing Assets and Dissolving the Chapter**

The Chapter shall be dissolved only by the passage of a Special Resolution and discussion at a General Meeting.

In the event of dissolution, the Chapter shall not pay any dividends or distribute property among its Members. After payment of all debts, the remaining assets shall be liquidated and donated to a charitable institution designated by the voting membership.

All assets to be donated shall be documented at the time of dissolution and shall be held for a six (6) month period by a Board appointed Member or legal entity.