

Article I – Name & Territory

Section 1. This organization shall be called the International Institute of Business Analysis, Austin Chapter (hereinafter “the Chapter”). This organization is a local Chapter chartered by the International Institute of Business Analysis (hereinafter “IIBA®”), separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of Texas as a 501(c)6 organization. This document sets forth the general Bylaws of the IIBA® Austin Chapter which regulate the operation of this organization.

Section 2. The principal office of the Chapter shall be located in the Austin area in the State of Texas. The Chapter may not create or administer sub-offices as defined in its Charter with IIBA®.

Section 3. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated and/or registered.

Article II – Relationship to IIBA®

Section 1. 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 2. The Bylaws of the Chapter may not conflict with the current IIBA® Bylaws and all policies, procedures, rules, or directives established or authorized by IIBA® Board of Directors as well as with the Chapter’s Charter with IIBA®.

Section 3. 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.

Section 4. The Chapter may not impose any requirements on membership in the Chapter, other than those requirements set forth in the IIBA® Bylaws.

Section 5. All Chapter members must be members of the IIBA® in good standing and must adhere to the IIBA® Member Code of Ethical Conduct and Professional Standards (the “Code”).

Section 6. The Chapter acknowledges that the authority and responsibility for the enforcement of the Code, with respect to IIBA® members, shall rest solely with the IIBA®.

Section 7. Any individual whose membership in the IIBA® has been revoked or suspended shall not be eligible to retain membership in the Chapter so long as such revocation or suspension of his or her IIBA® membership is in effect.

Article III – Purpose and Limitations of the Chapter

Section 1. Purpose of the Chapter

- A. General Purpose. The Chapter has been established as a non-profit, tax exempt corporation (or equivalent) chartered by IIBA®, and is dedicated to advancing the practice, science, and profession of business analysis in a conscious and proactive manner.

- B. Specific Purpose. Consistent with the terms of the Charter executed between the Chapter and IIBA[®] and these Bylaws, the purposes of the Chapter shall include the following:
 - a. Enhance the purposes of IIBA[®] as set forth in the IIBA[®] Bylaws.
 - b. Encourage and facilitate education, certification, and professionalism in business analysis.
 - c. Provide a recognized forum for the free exchange, discussion and examination of problems, solutions, applications, and ideas related to business analysis.
 - d. Seek and foster regional cooperation with organizations, both public and private; provide a guiding influence which relates to business analysis and collaborate in matters of common interest and benefit.
 - e. Identify and promote the fundamentals and evolution of business analysis, and advance the body of knowledge for business analysis successfully.
 - f. Champion and foster IIBA[®] Member Code of Ethical Conduct and Professional Standards (“Code”).
 - g. Sustain the Chapter financially.

Section 2. Limitations of the Chapter

- A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Chapter Certificate of Formation.
- B. 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 and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter’s governing documents; its Charter Agreement; IIBA[®]’s Bylaws, policies, practices, procedures, and rules; and applicable law.

~~D. The Chapter membership database and listings accessible by the Chapter’s officers and directors 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[®] and Chapter policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.~~

Commented [KM1]: The Chapter no longer maintains a separate membership list. The Austin Chapter member roster is now provided by IIBA, and that list is covered under Section 2, Item B, above.

Article IV – 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.

Article V – Chapter Membership

Section 1. General Membership Provisions.

Commented [KM2]: Sections beyond the Chapter’s control have been removed since membership rules and maintenance are now handled by IIBA.

- A. ~~Members of IIBA[®] who have selected Austin as their Chapter shall be deemed members of the Chapter. 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.
- ~~B. 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, physical or mental disability, gender, ethnicity, sexual orientation, ancestry, veteran's status, or background.~~
- ~~C.B.~~ "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, as verified by the Treasurer, and appear on the IIBA[®] Austin Member list/roster.~~ In the event dues have been paid but not posted, the member must provide verification from IIBA[®] that dues have been received in order to be considered a Member in Good Standing.
- ~~D. 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, including but not limited to the IIBA[®] Member Code of Ethical Conduct and Professional Standards.~~
- ~~E. All members shall pay the required IIBA[®] membership dues to IIBA[®] and Chapter dues to the Chapter and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by the Chapter.~~
- ~~Chapter memberships and fees are not transferable to other members.~~
- ~~In the event that a member separates from the chapter (voluntarily or otherwise), chapter dues will not be refunded to the member.~~
- ~~F.C.~~ Membership in the Chapter shall terminate ~~if the member chooses another Chapter, fails to renew IIBA[®] membership or upon the member's written resignation, failure to pay dues or expulsion from membership for just cause as defined within the IIBA[®]'s Bylaws.~~ These rules apply to Chapter Board members as well as the general membership.
- ~~G. The Chapter Board of Directors will exercise the right to terminate membership based on just cause. The member may appeal the decision to the IIBA[®] 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.~~
- ~~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[®] and the local Chapter of all respective unpaid dues.~~
- ~~H.D.~~ Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter. ~~Chapter dues will be retained by the Chapter.~~

Section 2: Classes and Categories of Members. The Chapter shall not create its own membership categories.

IIBA® Chapter membership categories shall be consistent with IIBA® membership categories.

Article VI – Chapter Board of Directors

Section 1: The Chapter shall be governed by a Board of Directors (BOD). The Board shall be responsible for carrying out the purposes and objectives of the Chapter. The Board shall have the powers and duties of a Board of Directors under applicable provisions of Texas law and as may be set forth in the Certificate of Formation.

Section 2. Board Structure and Terms of Office

- A. Board Officers: The Board shall consist of seven (7) officers elected by the membership as defined below:
 - a. President
 - b. Treasurer
 - c. Vice President, Operations
 - d. Vice President, Membership
 - e. Vice President, Professional Development
 - f. Vice President, Marketing
 - g. Vice President, Sponsorship

- B. Officers shall be members in good standing of IIBA® and of the Chapter throughout their term. Officers will be entitled to vote on Board matters. General duties for all officers include ~~–the following~~ functions in addition to their more specific responsibilities:
 - a. Charter committees and appoint a chairperson as required
 - b. Recruit volunteers
 - c. Manage and retain volunteers
 - d. Develop a succession plan; identify and develop their successor(s)
 - e. Communicate appropriate information with Chapter BOD Members
 - f. Remain a Chapter member in good standing throughout their term as an officer of the Chapter
 - g. Proactively fulfill all responsibilities in accordance with Chapter's Charter

- C. Terms of Office: Terms take effect on January 1st. Terms of office for officers shall be 2 years, ~~limited to 2 consecutive terms in the same position, and no more than 4 consecutive terms on the Board in general.~~ The officer positions are staggered so that approximately half are elected each year based upon the following rotation guidelines:

Even Years	Odd Years
Vice President, Professional Development	President <u>Vice President, Operations</u>
Vice President, Marketing	Vice President, Operations <u>Vice President, Membership</u>
Treasurer	Vice President, Membership <u>Vice President, Sponsorship</u>

	<u>Vice President, Sponsorship</u>
--	------------------------------------

Section 3. The President is an officer and 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 participate and vote on all committees except the Nominating Committee.

Section 4. The Treasurer is an officer and shall oversee the management of funds for duly authorized purposes of the Chapter. He or she controls all Chapter monies in accordance with directives of the chapter BOD. The Treasurer is accountable for the preparation and accuracy of Chapter financial documents and ensures required tax returns are prepared and filed in accordance with governing law. He or she is the Treasurer of Record and the Secretary of Record for the Chapter's incorporation with the State of Texas.

Section ~~65~~: The Vice President of Operations is an officer and shall keep the records of all business meetings of the Chapter and meetings of the BOD. He or she shall be responsible for initial handling of general communications received by the Chapter and will interface with IIBA on IIBA-driven initiatives.

Section ~~65~~: The Vice President of Membership is an officer and shall be responsible for the development and maintenance of a Chapter membership plan. This plan includes setting policy for membership benefits ~~and annual membership dues~~ with approval from the BOD. Other areas of responsibility include all aspects of membership administration such as maintenance and communication of member records (to BOD and to individual members), status with IIBA® ~~and the Austin Chapter~~, meeting attendance, and member outreach, including soliciting member feedback for individual events and periodically surveying for overall satisfaction.

Section ~~76~~. The Vice President of Professional Development is an officer and shall be responsible for providing leadership to the chapter in promoting business analysis professionalism and competence through a program of monthly speakers, workshops, study groups and other services designed to help ~~BA-members~~professionals achieve certification and to advance in their careers.

Section ~~87~~. The Vice President of Marketing is an officer and shall be responsible for providing leadership to the chapter in developing and overseeing the management of a comprehensive marketing strategy for the Chapter, including understanding market segments and needs of members and those impacted by the field of business analysis. Additionally, this includes developing and overseeing the management of a comprehensive integrated communications strategy for the Chapter.

Section ~~98~~. The Vice President of Sponsorship is an officer and shall be responsible for providing leadership to the chapter in developing and maintaining relationships between the local chapter and existing and potential sponsors. The VP of Sponsorship shall ensure that existing sponsors receive the benefits of their sponsorship level and shall solicit feedback to assess sponsor satisfaction. He or she shall also partner with other area professional organizations for mutually beneficial initiatives or events.

Section ~~109~~. The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the IIBA® Bylaws and policies, its charter with IIBA®, and the laws of the State of Texas. 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 ~~119~~. The Board shall meet at the call of the President, or at the written request of two (2) members of the Board directed to all Board members. A quorum shall consist of no less than one-half of the voting members of the Board at any given time. Each officer shall be entitled to one (1) vote and may take part and vote in person or via teleconference. 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 ~~124~~. 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 two (2) consecutive Board meetings or four (4) Board meetings throughout the program year. An officer may resign by submitting written notice to the President or Treasurer. 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 ~~132~~: An officer may be removed from office with cause in connection with the affairs of the organization with the provision that

- They are provided with notice and the opportunity to be heard prior to any vote and
- A decision is ratified 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 voting members on the Board.

Section ~~143~~: 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, the BOD shall appoint a current officer to assume the duties and office of the presiding officer for the remainder of the term.

Article VII – Nominations and Elections

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article V, Section 1 and Article VI, Section 2. All voting members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, gender, ethnicity, sexual orientation, ancestry, veteran's status, background, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall be appointed by the BOD and shall consist of at least one officer and 1 other member, who may be an officer or Chapter member in good standing. The Nominating Committee shall prepare a slate of nominees for each Board of Directors officer's position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for the officer's positions may also be nominated by petition process established by the Nominating Committee or the BOD. The President shall appoint a Committee Chairperson to Chair the committee and lead all other committee volunteers. Elections shall be conducted:

- During the annual meeting of the membership, or
- By electronic vote in compliance with the legal jurisdiction.

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 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with IIBA[®] policies, practices, procedures, rules and directives, no funds or resources of IIBA[®] or the Component may be used to support the election of any candidate or group of candidates for IIBA[®], Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Article VIII – Chapter 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. The chairperson shall have a title of Associate Vice President and shall report into an officer. The chairperson shall be responsible for staffing approved committees in alignment with the respective charter; committee members shall be approved by the responsible officer.

Article IX – Chapter Finance

Section 1: The fiscal year of the Chapter shall be from January 1 to December 31.

~~Section 2: Chapter annual membership dues shall be set by the Chapter's Board and communicated to IIBA[®] in accordance with policies and procedures established by the IIBA[®].~~

Section 2: The Chapter 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: All of the Chapter's ~~dues~~ billings, ~~dues~~ collections, and ~~dues~~ disbursements shall be performed by the Chapter.

Article X– Meetings of the Membership

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or

by petition of ten percent (10%) of the voting membership directed to the President.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least ~~45~~ 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Commented [3]: Updated to be consistent with the table under Section 8, below.

Section 4. Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum at all annual and special meetings of the Chapter shall be a minimum of five percent (5%) of those members in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 7. The Chapter will adhere to the following minimum meeting schedule.

- **Chapter Membership Meetings**
 - One per month unless the Business Analyst Development Day (BADD) or Annual General Meeting is held instead of a Chapter Membership Meeting. The Chapter does not hold a monthly meeting in December.
- **Annual General Meeting (AGM)**
 - One per year
- **Board of Directors (BOD) Meetings**
 - Twelve per year
- **Committee Meetings**
 - As needed

Section 8. Meeting notification and attendance requirements include:

Meeting	Called By	Notice period	Min Attendance	Notice Form
Chapter Membership Meetings	VP Prof Dev	14 days	No minimum	Email <u>and/or</u> <u>posting on website</u>
AGM	President	30 days	5% membership	Email <u>and/or</u> <u>posting on website</u>
BOD Meetings	President	7 days	Majority of Directors Serving in Office	<u>Email Method agreed upon by the Board members</u>
Committee Meeting	Committee Chair	As required	As Required	<u>Method agreed upon by the committee members</u> <u>Email</u>

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without such meeting if all of the directors then in office consent to the action, in writing, and the written consents are filed with the records of the corporation. Such written consents shall be treated for all purposes as a vote at a duly called meeting.

Unless otherwise provided by law or the Articles of Organization, Directors may participate in the meetings of the Board of Directors by means of a conference telephone or other telecommunications equipment so long as all persons participating in the meeting can hear each other at all times and at the same time, and participation by a Director in this manner shall constitute presence in person at the meeting.

Article X - Inurement and Conflict of Interest:

Section 1. No member of the Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter, except as otherwise provided in these Bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Chapter and any corporation, partnership, association or other organization in which one or more of Chapter's directors, officers, appointed committee members 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 of directors 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;
- C. the contract or transaction is fair to Chapter and complies with the laws and regulations of the applicable jurisdiction in which Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives 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.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, 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 a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and 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 incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Bylaws to the extent that the status of the corporation as a tax exempt organization under the relevant provisions of the Internal Revenue Code is not adversely affected.

Section 3. To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise to the extent that the status of the corporation as a tax exempt organization under the relevant provisions of the Internal Revenue Code is not adversely affected.

Article XII – Ratification and Amendments

Section 1: Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 2: Notice of proposed amendment shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 3: Bylaws may be amended by a two-thirds (2/3) vote of the members in good standing participating in such vote. Votes may be held at any duly called or regularly scheduled chapter meeting or by ballot distributed to the membership. When ballots are used, they shall be due not less than 14 days after it can be reasonably presumed that voting members have received such ballot.

Section 4: 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®.

Article XIII: 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.

Version History:

Version	Reason	Revised
1.0	Initial Version	November 11, 2013
1.2	Cosmetic changes	June 5, 2014
1.3	Removed VP of Technology; moved election year of Treasurer; other minor changes. Changes approved by member vote conducted through Constant Contact.	November 4, 2017
1.4	Changed VP of Communications to VP of Operations; added VP of Sponsorship; removed President-Elect; changed President term to two years; other minor changes. Changes approved by unanimous member vote conducted at November Annual General Meeting.	November 15, 2019
1.5	Updated to reflect changes due to Harmonization between the Chapter and IIBA®. Updated methods of calling meetings. Removed term limits for Board members. Cosmetic/formatting changes.	October 3, 2021