



*International Institute of  
Business Analysis*

Toronto Chapter

Bylaws

Final September 20, 2005

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# **ARTICLE 1 – THE ORGANIZATION**

## **1.1 Name**

This organization shall be called the International Institute of Business Analysis - Toronto Chapter (hereinafter “the Chapter”).

## **1.2 Charter and Incorporation**

This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA”) and is separately incorporated as a society under the Societies Act under the laws of the Province of Ontario.

## **1.3 Office**

The principal office of the Chapter shall be located in Toronto Ontario.

## **1.4 Mailing Address**

The Registered mailing address of the Chapter is:

IIBA Toronto Chapter  
PO Box 1137  
Station F  
50 Charles Street East  
Toronto, Ontario  
Canada  
M4Y 2T8

## **1.5 Area of Eligibility**

The area of eligibility for local members is defined as outlined on page 75 at <http://www.canadapost.ca/personal/tools/pg/fsamaps/pdf/Canada.pdf>.

# **ARTICLE 2 – PURPOSE**

## **2.1 Purpose**

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).

## **2.2 Objectives**

The objectives of the Chapter are to:

- Advance the role of the Business Analyst as a recognized profession;
- Support opportunities for members to network with, and gain knowledge from, seasoned BA practitioners as well as with industry and government leaders;
- Provide access for members to a formal “knowledge base” as well as forums for sharing expertise, expressing professional opinions and building a reputation within the industry;
- Provide pathways to learn about business analysis best practices;
- Obtain and sustain a level of financial security, sustainability and autonomy at the chapter level.
- Create corporate support for the IIBA within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and the IIBA;
- Liaise with industry and association partners to increase awareness and benefit of IIBA Chapter members.

## ARTICLE 3 – DEFINITIONS AND INTERPRETATIONS

### 3.1 Definitions

In these Bylaws, the following terms have these meanings:

**Associate:** A Board member that has a non-voting and non-elected Board-appointed position, responsible for a specific role or project.

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

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

**Chapter:** The International Institute of Business Analysis - Toronto Chapter or IIBA-Toronto.

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

**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:** A member in good standing of the Chapter and IIBA.

**Officer:** A Board member who has signing authority for the Board.

**Register of Members:** The register provided by the International Institute of Business Analysis to the Board containing the names of the Members of the Chapter.

**Quorum:** The required number of Board members necessary to vote on motions.

**Special Resolution:** A resolution moved at a General Meeting of the membership of this Chapter.

**Voting Member:** A Member in good standing of the Chapter and IIBA and entitled to vote at the meetings of the Chapter.

### **3.2 Interpretations**

The following rules apply when interpreting these Bylaws:

**Singular and Plural:** Words indicating the singular number also include the plural and vice-versa.

**Corporation:** Words indicating persons also include corporations, societies, and other legal entities.

**Headings:** Headings are for convenience only and do not affect the interpretation of these Bylaws.

**Liberal Interpretation:** These Bylaws are intended as guiding principles for the operation of the Chapter, and where conflicts arise should be interpreted with reasonableness and good judgment.

**Gender:** Words are not gender- specific. References to masculine gender include feminine gender and vice versa.

## **ARTICLE 4 – GOVERNANCE**

### **4.1 Board of Directors**

#### **4.1.1 Composition and Authority**

An elected Board of Directors, herein referred to as ‘the Board’, shall govern the Chapter. There will be eight (8) elected Directors to serve in the following positions:

- President
- Secretary
- Treasurer
- Vice President (VP) Communications & Marketing
- Vice President (VP) Special Events
- Vice President (VP) Professional Certification
- Vice President (VP) Professional Development
- Vice President (VP) Membership Services
- Past President (after first year)

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

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 jurisdictions in which the society is incorporated (City of Toronto, Province of Ontario and Dominion of Canada).

Approval of the Board, in accordance with these Bylaws, shall be required for all Chapter activities. No Chapter activity shall be approved that endorses any one individual, company, and/or product. Board members may not directly receive any personal monetary profit from any Chapter or Board activity, whether by design or otherwise. The Board must authorize use of proceeds from any Chapter activity.

#### **4.1.2 Term of Office and Tenure**

Term of office for all Directors will be one (1) year. Each Director may hold a specific position for a maximum of two (2) consecutive terms, except where there is no other available candidate to be considered at the end of the two (2) terms.

Directors will be elected in two groups, with terms commencing in alternate years as follows:

<i><b>Odd Years</b></i>	<i><b>Even Years</b></i>
President	Secretary
Vice President (VP) Special Events	Treasurer
Vice President (VP) Communications & Marketing	Vice President (VP) Membership Services
Vice President (VP) Professional Development	Vice President (VP) Professional Certification

#### **4.1.3 Nominations and Elections**

The nomination and election of Directors shall be conducted annually in May, in accordance with these Bylaws, as well as current IIBA-Toronto Policies and Procedures. Any form of discrimination as recognized via by the Canadian Charter of Rights and Freedoms and/or the Ontario Human Rights Code is prohibited.

The Nominating Committee shall prepare a slate containing one or more nominees for each Director position and shall determine the eligibility and willingness of each nominee to stand for election. All nominees must be members in good standing of IIBA and of the Chapter and eligible to serve as a Director.

Candidates for Board positions may also be nominated by a petition process to be established by the Nominating Committee. Such a petition process shall provide at least one month's notice of forthcoming elections to allow for nominations beyond those presented by the Nominating Committee.

Notifications of elections and the slate of nominees (determined by both processes) shall be sent with one month's notice to the membership. No current member of the Nominating Committee shall be included in the slate of nominees presented for election.

The Directors of the Chapter shall be elected by a vote of the Chapter Voting Members at a duly constituted General Meeting coinciding with the annual election schedule and term for that position. The candidate getting the most votes for a Director position shall be elected to that position. All Members of the Chapter shall have the right to vote in the election. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Officers elected at the Annual General Meeting will serve from June 1<sup>st</sup> to May 31<sup>st</sup> of the following year. They shall hold office for the duration of their term or until their successors have been elected and qualified.

#### **4.1.4 Calling Board Meetings**

The Board shall meet at the call of the President, or at the written request of three (3) Directors directed to the Secretary.

Meetings shall be conducted in accordance with Robert's Rules of Order Revised.

At its discretion, the Board may also conduct business by teleconference, facsimile, email, or by other legally acceptable means.

#### **4.1.5 Quorum**



At Board meetings, a Quorum shall consist of the presence of a simple majority of the sitting Directors of the Board at any given time (5 members for a full Board).

For Board business conducted outside of meetings a Quorum shall consist of the entire sitting Directors of the Board.

A Quorum shall be capable of transacting any Board or Chapter business authorized by, or as may be provided in, these Bylaws and the legal jurisdiction of the Chapter within the Province of Ontario.

#### **4.1.6 Board Actions**

Each Director shall be entitled to one vote on any matter or motion coming before the Board.

Every decision of the Board shall be by a simple majority vote unless otherwise required by law or these Bylaws. The President has a deciding vote in the case of a tie.

#### **4.1.7 Board Business Outside of Meetings**

Per Section 4.1.4, Board business may be conducted outside of Board meetings by teleconference, facsimile, email, or other legally acceptable means. Business items may be raised outside of Board meetings by the President, or at the written request of three (3) Directors directed to the Secretary.

Motions duly passed by means outside of a Board meeting shall have the same authority and effectiveness as decisions made at Board meetings.

### **4.2 Board Removals, Resignations and Vacancy**

#### **4.2.1 Removal from Office**

The Board may declare a Director position to be vacant where a Director ceases to be a Member in good standing of IIBA or the Chapter by reason of non-payment of dues, or, if a Director fails to attend three (3) successive regularly scheduled Board meetings. Such declarations shall require the passing of a motion to that effect by an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

A Director may also be removed from office for just cause in connection with the affairs of the organization by the passing of a motion to that effect by an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

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 the 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.

#### **4.2.2 Resignations**

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

#### **4.2.3 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 (pro tem).

In the event the President is unable or unwilling to complete the current term of office, the Board will elect, by simple majority, a sitting Director to assume the duties and office for the remainder of the term. If, in the preceding case, the current Directors are unable or unwilling to complete the current term of the President, the Board may then appoint an eligible Member to fill the vacated office for the remainder of its term.

### **4.3 Director Roles and Accountabilities**

#### **4.3.1 President**

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 President shall be the chief executive Director for the Chapter and the Board and shall perform such duties as are customary for presiding Directors, including making all required appointments with the approval of the Board.

The President will be accountable for establishing the strategic direction for the Chapter and for ensuring that the Board collectively contributes to the achievement of that strategy, as well as the Chapter's sustainability.

Specific accountabilities include, but are not limited to:

- a. Stewardship of the Chapter's strategy, i.e., mission, vision and strategic objectives;

- b. Performance of the Board and its individual Directors;
- c. Board member succession, including appointments of replacement Board members to vacant positions;
- d. Appointments of Nominating Committee members for each election year, appointments of committees, committee chairpersons and representatives to task teams with Board approval;
- e. Implementation of effective and efficient Board policies, procedures, roles and structures;
- f. Development of Board meeting and General Meeting schedules and agendas and presiding over all Board meetings and General Meetings;
- g. Monthly, periodic, and annual reporting to IIBA, including the submission of the annual application for Charter renewal;
- h. Preparation of a report for the Annual General Meeting;
- i. Liaison with IIBA and other IIBA components and organizations;
- j. Pursuing and developing alliances with other organizations, agencies, businesses and individuals in order to further the Chapter's purpose and strategic objectives;
- k. Retention and archival of permanent records associated with the position;
- l. Information handoff and transition to the position successor.

#### **4.3.2 Secretary**

- a. Serve on the Board
- b. Overall stewardship of the Secretary portfolio and their performance;
- c. Maintain copies of the organization's bylaws and the Board's policy statements
- d. Maintain lists of Board Members
- e. Notify Board Members of meetings
- f. Take official meeting minutes
- g. Record Board attendance
- h. Ensure there is quorum at meetings
- i. Record all motions and decisions of meetings
- j. Record all corrections to minutes
- k. Sign Board minutes and corrections to attest to their accuracy
- l. Maintain copies of minutes of Board and committee meetings'
- m. Distribute copies of minutes promptly
- n. Conduct general Board correspondence including receiving, reading, distributing
- o. Maintain records of all Board correspondence
- p. Sign official documents of the organization as required
- q. File the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry
- r. Chair Board meetings in the absence of the President
- s. Portfolio succession management;
- t. Provision of the Chapter's stationary and printed materials;
- u. Information handoff and transition to the position successor

#### **4.3.3 Treasurer**

- a. Serve on the Board
- b. Overall stewardship of the Treasurer portfolio and their performance;
- c. Serve on the Board
- d. Give regular reports to the Board on the financial state of the organization
- e. Keep financial reports on file
- f. Orient the new Treasurer
- g. Act as signing officer with the President for cheques and other documents
- h. Manage the day-to-day financial affairs of the Board
- i. Manage the accounting of the funds of the organization, its budget and expenditures
- j. Keep full and accurate accounts of all organizational receipts and disbursements
- k. Receive and bank all monies due to the organization
- l. Disburse all monies as directed by the Board
- m. File necessary financial reports, tax reports and audits
- n. Ensure compliance with local and corporate fiduciary responsibilities
- o. Portfolio succession management;
- p. Information handoff and transition to the position successor

#### **4.3.4 Vice-President (VP) Communications & Marketing**

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Communications portfolio and its performance;
- b. Communication of products and services;
- c. Dissemination of information to and from the Chapter membership;
- d. Liaison with advertisers and sponsors;
- e. Promotion of the local Chapter and IIBA;
- f. Monthly, periodic, and annual reporting on relevant topics;
- g. Maintenance of the Chapter's website;
- h. Act in the absence of the President
- i. Learn duties of the Vice-President and keep informed on key issues
- j. Act as a signing officer for cheques and other documents
- k. Portfolio succession management;
- l. Retention and archival of permanent records associated with the position;
- m. Information handoff and transition to the position successor.
- n. Ensure members are notified of General Meetings
- o. Maintain lists of committee members

#### **4.3.5 Vice-President (VP) Special Events**

The Vice-President Special Events is responsible for the development and delivery of programs relating to business analysis. 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.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Programs portfolio and its performance;
- b. Development of the annual program plan;
- c. Development and delivery of program schedules, speakers, logistical arrangements, publication, registration and related record-keeping;
- d. Liaison with professional associations and program guest speakers;
- e. Monthly, periodic, and annual reporting on relevant topics;
- f. Act in the absence of the President
- g. Learn duties of the Vice-President and keep informed on key issues
- h. Act as a signing officer for cheques and other documents
- i. Portfolio succession management;
- j. Retention and archival of permanent records associated with the position;
- k. Information handoff and transition to the position successor.

#### **4.3.6 Vice-President (VP) Professional Certification**

The Vice-President Professional Certification will be responsible for promoting Business Analysis Professionalism through the organization and delivery of educational publications, seminars, and workshops designed to help Business Analysts achieve certification as Business Analysis professionals.

#### **4.3.7 Vice-President (VP) Membership Services**

The Vice-President Member Services will be responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major community employers.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Membership portfolio and its performance;
- b. Chair Board meetings and General Meetings in the President's absence and has authority commensurate with the President in his or her absence;
- c. Liaison with current and prospective members;
- d. Products and services that are not already provided to members via the Communications & Marketing portfolio;
- e. Monthly, periodic, and annual membership reporting on relevant topics;
- f. Learn duties of the President & Vice-President and keep informed on key issues
- g. Act as a signing officer for cheques and other documents
- h. Portfolio succession management;
- i. Retention and archival of permanent records associated with the position;
- j. Information handoff and transition to the position successor.
- k. Maintain lists of General Membership

#### **4.3.8 Vice-President (VP) Professional Development**

The Vice-President Professional Development will be responsible for the Chapter's professional development programs designed to increase the competence of the business analysis community.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Professional Development portfolio and its performance;
- b. Professional workshops and seminars that develop members;
- c. Educational program schedules, resources, logistical arrangements and publication;
- l. Act in the absence of the President
- m. Learn duties of the Vice-President and keep informed on key issues
- n. Act as a signing officer for cheques and other documents
- d. Portfolio succession management;
- e. Retention and archival of permanent records associated with the position;
- f. Information handoff and transition to the position successor.

#### **4.3.9 Past President**

Serve as a non-voting member on the Board in for one year following the expiration of their term;

- a. Support the current President;
- b. Chair the Nominating Committee for recruitment of new Board Members;
- c. Assist with Board recruitment and orientation to the Board;
- d. Assist with Board training;
- e. Provide historical continuity about the Board's activities.

#### **4.3.10 Committee Duties of Directors**

It is expected that Directors will chair committees as established by the Board. Specific accountabilities therein include, but are not limited to:

- a. Develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
- b. Recruit an appropriate number of committee members to carry out the mandate
- c. Orient members to the committee's mandate and position in the organization
- d. Call committee meetings and develop agendas with the input of the members
- e. Chair committee meetings and report the committee's progress to the Board
- f. Encourage members to participate
- g. Keep discussion on topic by summarizing issues
- h. Guide the committee through its meetings to fulfill the committee's purpose
- i. Recognize each member's contribution to the committee's work
- j. Delegate appropriate tasks to individual committee members
- k. Submit recommendations to the Board for approval
- l. Plan and evaluate the committee's work with the help of the members
- m. Ensure meeting minutes and other relevant information are recorded and filed

## **4.4 Governance Process**

### **4.4.1 General**

The Board shall have the authority, responsibility and accountability to develop, approve, implement and enforce business plans, policies and procedures as necessary to implement these Bylaws and the Chapter's long-term strategy, as well as ensure the Chapter's sustainability.

Maintenance of these documents is the responsibility of the Board.

### **4.4.2 Bylaws**

The "International Institute of Business Analysis - Toronto Chapter Bylaws" are a legal document, duly approved by the membership of the Chapter.

These Bylaws provide the framework for the compliance of all activities of the Chapter. Although reviewed at least every three years and amended when required, the Bylaws are intended as formal, stable, enduring and 'high-level' definitions of Chapter policy.

### **4.4.3 Policies and Procedures**

The "IIBA – Toronto Chapter Policies and Procedures documentation" is a non-legal document, able to be amended by the Board. It flows from the Bylaws, and is written to enable achievement of the long-term strategy.

Procedures are intended to be informal, flexible, short-term and 'low-level', detailed definitions of day-to-day Chapter operations. Amendments will accommodate yearly fluctuations in the type/extent of workload on the Board, as well as any Board vacancies.

### **4.4.4 Amendment of Bylaws**

The Bylaws are the only legal binding document and, as such, require a formal amendment procedure.

These Bylaws shall only be amended by a Special Resolution, approved by an affirmative vote of two-thirds (2/3) majority of the Voting Members present at a duly constituted General Meeting.

All amendments must be consistent with the IIBA's Bylaws and the policies, procedures, rules and directives established or authorized by IIBA, as well as with the Chapter's, insofar as such requirements do not conflict with the laws of the Province of Ontario or the Dominion of Canada.

Proposed amendments must be submitted, in writing, by a Member in good standing to the Board. The Secretary shall receive the proposal, confirm consistency with Chapter Bylaws and forward to the appropriate VP who will then prepare a corresponding impact statement. This should be completed within two (2) months of receipt or the VP shall

respond in writing to the submitting Member the reason for the delay, e.g., insufficient information, lack of feasibility with current Board expertise, etc. Every attempt will be made to resolve the obstacle and complete the impact statement. Upon completion, the statement and analysis shall be presented to the Board for review.

The proposed amendment shall be discussed and handled by motion as one of: approved to proceed; rejected; or returned for further study. Rejection may only be due to the proposal being inconsistent with Ontario/Canadian Law, non-compliance with IIBA statutes or policies, or in conflict with the Chapter purpose or charter.

Once approved to proceed, proposed amendments must be presented to the membership in writing, at least 30 days prior to the applicable General Meeting. The Board shall record the dates and signatures of those involved with processing the proposed amendment. This information shall be made available upon request.

Approval of proposed amendments shall be by passage of a Special Resolution by an affirmative vote of two-thirds (2/3) majority of the Voting Members present at a General Meeting. The amended Bylaws shall take effect immediately upon passage of the Special Resolution unless otherwise specified by the resolution.

## **4.5 Associate Positions, Project Teams and Standing Committees**

### **4.5.1 Associate Positions**

The Board may establish or abolish, as it deems necessary from time to time, Associate positions to carry out specific tasks. An Associate shall be a non-voting member of the Board, and report to a Director for the performance of their assigned duties.

The term of an Associate position will be specified at the time the position is created up to a maximum of two (2) years. The term of an Associate position is not required to coincide with the Board election cycles. At the expiry of the term the Board can extend or reinstate an Associate position by motion.

### **4.5.2 Project Teams**

The Board may establish or abolish, as it deems necessary from time to time, Project Teams to undertake specific initiatives in support of strategic objectives. Each Project Team shall be directed by a Project Lead; nominated by the President and approved by a motion of the Board. A Director shall sponsor each Project Team.

Any funding required by a Project Team may be authorized to its Project Lead, on approval of the Board. The Project Lead or sponsoring Director, as designated in the Charter, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

### **4.5.3 Standing Committees**



The Board may establish or abolish, as it deems necessary from time to time, Standing Committees to carry out long term and/or on-going operational tasks. In general, the use of Project Teams will take precedence over Standing Committees unless the nature of the task is not well suited to being structured as a project.

Each Standing Committee shall be directed by a Chairman; nominated by the President and approved by a motion of the Board. Each Standing Committee shall report, through the Chairman, to a Director.

Each Standing Committee shall be governed by a Board approved Charter which shall delineate such things as the committee's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.

Any funding required by a Standing Committee may be authorized to its Chairman, on approval of the Board. The Chairman or sponsoring Director, as designated in the Charter, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

### **Nominating Committee**

In accordance with Article 4, Section 4.1.3, a standing Nominating Committee shall be established for the purpose of managing the annual Board election process. The Past President will chair the Nominating Committee, or if that person is not available, a Board appointed person who is not currently a member of the Board.

The Nominating Committee responsibilities shall include:

- a. Preparing a slate of nominees for the annual elections
- b. Presenting its recommendations to the Board
- c. Obtaining personal profiles for candidates where there are multiple applicants for the same position
- d. Drafting and distributing election ballots
- e. Receiving votes, compiling results and reporting to the Board
- f. Providing summary election report for the Board
- g. Establishing a nomination petition process

## **4.6 Inurement and Conflict of Interest**

### **4.6.1 Personal Gain**

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.

### **4.6.2 Compensation**

No Officer, Director, Associate, 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, Associate, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

#### **4.6.3 Contracts**

The Chapter may engage in contracts or transactions with Members, Officers, Directors, Associates, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the Chapter's Officers, Directors, Associates, 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 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 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.

#### **4.6.4 Objectivity**

All Officers, Directors, Associates, 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.

#### **4.6.5 Conflict of Interest**

All Officers, Directors, Associates, 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 5 – MEMBERSHIP**

## **5.1 General Membership**

### **5.1.1 Eligibility**

Membership in the Institute shall be open to any person interested in the declared purposes of the Institute, regardless of sex, race, religion, physical abilities, political belief, nationality, colour, age, marital status or sexual orientation.

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.

### **5.1.2 Membership and Dues**

All members shall pay the required IIBA and Chapter membership dues to IIBA and the Chapter respectively on an annual basis. Chapter membership fees are non-refundable.

An individual applying to be a local chapter member must be an IIBA member in good standing and must complete the chapter section of the membership registration form. Membership will be effective immediately following the date the financial transaction is processed. Any changes to the annual membership dues will be reviewed at the AGM and voted on by two-thirds (2/3) of the voting membership.

### **5.1.3 Rights and Privileges of Members**

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 thereunder.

Any member is in good standing when:

- a. They have paid membership dues to the Chapter and appear in the IIBA Chapter membership list; and
- b. They have not been suspended as a Member as provided under Section 5.2

Chapter members in good standing who are members of IIBA and the Chapter will have full voting rights and privileges.

Any member in good standing is entitled to:

- a. Receive notice of meetings of the Chapter
- b. Attend any meeting of the Chapter
- c. Speak at any General Meeting of the Chapter
- d. Exercise other rights and privileges given to Members in these Bylaws

### **5.1.4 Termination of Rights and Privileges**

All rights and privileges cease when the Member resigns, dies or is suspended from the Chapter. In the event that a Member resigns, the Chapter will not refund Chapter membership dues.

#### **5.1.5 Transferability of Membership**

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

#### **5.1.6 Limitation on the Liability of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Chapter.

#### **5.1.7 Confidentiality of Membership Information**

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.

### **5.2 Suspension Of Membership**

#### **5.2.1 Decision to Suspend**

The Board may suspend a Member's membership if:

- a. The Member has failed to abide by the Bylaws;
- b. The Member has disrupted meetings or functions of the Chapter; or
- c. The Member has done something judged to be harmful to the Chapter or failed to fulfill a commitment, the failure of which could be judged harmful to the Chapter.

No member shall be suspended without due process. Suspension shall require an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting. The Board shall determine the duration of the suspension.

#### **5.2.2 Notice to Member**

The affected Member shall receive written notice of the Board's intention to deal with a recommendation to suspend. The member shall receive two (2) weeks notice before the Board meeting at which discussion of the suspension is to be included on the agenda. The notice shall be sent to the address shown on the chapter membership list produced by the IIBA and shall be marked Confidential. A Director may also personally deliver the notice. The notice shall also state the reasons why suspension is being considered.

#### **5.2.3 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.

#### **5.2.4 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 to resign if dues have not been paid within one (1) month of the renewal date. The Member shall be removed from the list of voting members following deemed resignation.

A delinquent member may be reinstated by making payment in full of all unpaid dues for IIBA and/or the Chapter.

## **ARTICLE 6 – FINANCE**

### **6.1 Fiscal Financial Year**

The Chapter's fiscal year shall be from January 1 through December 31.

### **6.2 Annual Financial Reporting**

#### **6.2.1 Budget**

A budget showing anticipated revenue and authorized 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 due diligence in the management of the Chapter's business and finances.

#### **6.2.3 Financial Statement**

An annual financial statement shall be prepared and presented to the Board and subsequently presented to the general membership at a General Meeting.

### **6.3 Accounting Records Management**

### **6.3.1 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), Canada Customs and Revenue Agency regulations and guidelines.

Monthly financial statements shall be prepared and presented to the Board.

### **6.3.2 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 reasonable notice to the President 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.

### **6.3.3 Independent Audit**

The Board shall provide for an annual audit of the Chapter's finances and financial statement by an independent person appointed by the Board in accordance with IIBA policies and the laws of the Province of Ontario. Results of such audit shall be reported to the Board.

### **6.3.4 Reporting to IIBA**

Appropriate financial information and records will be submitted to IIBA as required by, and in accordance with, the annual charter renewal process.

## **6.4 Financial Authority**

### **6.4.1 Signing Authority**

At the first Board meeting following any change in the Board membership of an Officer, the Board shall designate those Directors who are Officers; i.e., which Directors are authorized to issue cheques, drafts or other orders for the payment of money.

Two designated Officers must sign all orders drawn on the monies of the Chapter.

No individual Member, Director, Associate, Committee Chair, or representative of the Chapter shall have authority or power to expend Chapter funds, incur liability, or make any commitment for the Chapter that will bind the Chapter to long-term liabilities, financial harm, or other legal implications except as described under section 6.4.2

## **6.4.2 Contracts**

The Board may authorize an Officer or Director to enter into a contract, or execute and deliver an instrument, in the name of and on behalf of the Chapter based on Board approval of the contract or instrument in question.

The Board may authorize other agents of the Chapter to enter into a contract, or execute and deliver an instrument, in the name of and on behalf of the Chapter. Such authority must be expressly granted in writing by two Officers and be based on Board approval of the contract or instrument in question.

## **6.4.3 Property**

The Board may take, receive, hold, sell, lease, and otherwise convey real and personal property. The Board may delegate any responsibilities with respect to such property to the Chapter President.

The Board may not purchase, sell, mortgage, lease away, or otherwise dispose of its real property unless authorized by an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

## **6.5 Bonding**

As may be deemed necessary from time to time by the Board, any elected Directors, Associates, or Committee members, approved and authorized agents, and employees, including the Chapter President, who are responsible for collection, disbursement, or holding of funds can be required to be bonded.

# **ARTICLE 7 MEMBERSHIP MEETINGS**

## **7.1 General Meetings**

An Annual General Meeting of the membership shall be held in May at a location to be determined by the Board.

Each Voting Member is entitled to only one vote per question or Special Resolution. All actions or resolutions placed before the membership shall require an affirmative vote of three-quarters (3/4) majority of the Voting Members present to be passed.

Announcement of the time and place for the Annual General Meeting must be delivered to the Voting Members thirty (30) days prior to the day of the meeting at the Member's address of record (electronic and/or mailing) with IIBA. The announcement must state

the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

## 7.2 Special General Meetings

The President may call Special General Meetings of the membership, by a majority vote of the Board, or via a petition of ten percent (10%) of the Voting Members directed to the Secretary-Treasurer. The conditions regarding Special General Meetings shall be the same as those specified for General Meetings.

## 7.3 Procedure

General Meetings shall be conducted in accordance with Robert's Rules of Order Revised or as determined by the Board.

## 7.4 Chapter Calendar

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

Event	Timeframe
Annual General Meeting (AGM)	May (starting 2006)
Membership Meeting	Bi-annual

Notice of meetings:

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	60 days	10% membership	Email
Membership	VP Membership Services	60 days	10% membership	Email
Executive Meeting	President	30 days	50% Board	Email
Committee Meeting	Committee Chair	As required	As Required	Email

## ARTICLE 8 – INDEMNIFICATION



## **8.1 Indemnification**

In the event that any person who is or was a Director, Officer, Associate, 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 party to any civil, criminal, administrative, or investigative action or proceeding, 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.

## **8.2 Determination of Proper Indemnification**

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.

## **8.3 Indemnification not Exclusive of Other Rights/Court Determinations**

### **8.3.1 Extent of Indemnification**

The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these Bylaws, any agreement, vote of disinterested Directors, Associates, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue and as to a person who has ceased to be a Director, committee member or authorized representative, and shall inure to the benefit of the heirs, executors, and administrators of such person.

### **8.3.2 Effect of Court Determinations**

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.

## **8.4 Liability Insurance**

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, Associate,

Committee member, or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a Director, Officer, Associate, Committee member or authorized representative of another corporation, domestic or foreign, non-profit or for-profit partnership, joint venture, trust or other enterprise.

## **ARTICLE 9 DISSOLUTION**

### **9.1 Distributing Assets and Dissolving The Chapter**

The Chapter shall not pay any dividends or distribute its property among its Members. The Chapter shall be dissolved only by the passage of a Special Resolution, at a General Meeting, by an affirmative vote of three-quarters (3/4) majority of the Voting Members present.

The notice for this General Meeting shall include details of the proposed resolution to dissolve the Chapter and must be communicated to Members 30 days in advance of the meeting.

After payment of all debts, the remaining assets shall be liquidated and donated after a six (6) month period to a Canadian non-profit association with a significant business management aspect, in a plan determined by the Board prior to the passage of the resolution to dissolve the Chapter.

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