

IIBA Kansas City Chapter Bylaws

As of August 2022

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Bylaw 1 – Name & Territory

Section 1: This organization shall be called International Institute of Business Analysis Kansas City Chapter (hereinafter “the Chapter”). This organization is a Chapter chartered by International Institute of Business Analysis, (hereinafter “IIBA®”) and separately organized. This document is the general bylaws of the Chapter which regulate the operation of this organization.

Section 2: The principal office of the Chapter shall be located in Kansas City, Missouri, United States.

Section 3: The Chapter is responsible to the duly elected IIBA Board of Directors and is subject to all IIBA policies, procedures, rules, and directives.

Section 4: The Chapter shall meet all legal requirements in the jurisdiction in which the Chapter conducts business or is incorporated and/or registered.

Section 5: The Bylaws of the Chapter may not conflict with IIBA’s current Bylaws and all policies, procedures, rules or directives established or authorized neither by IIBA’s Board of Directors nor with the Chapter’s Charter with IIBA.

Section 6: The terms of the Charter executed between the Chapter and IIBA, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Bylaw 2 – Objective

Section 1: The purpose of the Chapter is to promote the practice of business analysis, raise the profile of the business analyst role, and locally represent the International Institute of Business Analysis (IIBA®).

Section 2: The objectives, mission, and vision of the chapter are articulated separately from these bylaws in the Mission and Objectives. Mission and objectives may be updated periodically but must align and support the Mission and Objectives of the International Institute of Business Analysis.

Bylaw 3 – Composition

Section 1: The Chapter shall consist of an elected President, Board of Directors, and leadership team and shall not be used for the promotion or candidacy of any person seeking public office or preferment or the promotion of any commercial enterprise.

Bylaw 4 – Membership

Section 1: Membership in this organization is voluntary and shall be open to any person interested in furthering the purposes of the organization. Membership shall be open to all persons without regard to race, creed, color, age, sex, marital status, international origin, religion, or physical or mental disability.

Section 2: The Chapter shall not create its own membership categories.

Section 3: Chapter 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 their IIBA dues, whose membership is not under disciplinary review by the Chapter or by IIBA and who have indicated to IIBA that Kansas City is their chapter.

Section 4: 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 thereunder.

Section 5: All members shall pay the required IIBA membership dues to IIBA. In the event that a member resigns, membership dues shall not be refunded by IIBA.

Section 6: All members have the benefit of attending any Chapter event at the IIBA member price.

Section 7: Membership in the Chapter shall terminate upon the member’s selection of another Chapter, failure to pay dues or expulsion from membership for just cause as defined within the international bylaws. These rules apply to the leadership team members as well as the general membership.

Section 8: The Chapter Board of Directors and leadership team will exercise the right to terminate Chapter membership based on just cause. The member may appeal the decision to the Chapter Board of Directors or elevate it to the Global Chapter Council. The effective date of termination will be determined by the Chapter Board of Directors and will be formally communicated to the terminated member. In this instance, the member will be urged to select a different Chapter.

Section 9: The membership database and listings provided by IIBA to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with IIBA policies.

Bylaw 5 – Chapter Calendar

Section 1: The Chapter will adhere to IIBA chapter standards for meetings and events, as described in the IIBA chapter standards documentation.

Event	Timeframe
Chapter Meetings	As determined by the leadership team
Annual General Meeting (AGM)	Annually

Section 2: Notice of meetings and specific voting policies

Specific voting policies shall be maintained in chapter policies documentation.

Bylaw 6 – Officers and Directors

Section 1: The Chapter shall be governed by a Board of Directors, whose positions include those dictated by the state of Missouri laws on incorporation, including a President, Secretary, and Treasurer.

Other leadership team roles may be filled according to the needs of the chapter ~~at any given time~~. Roles are governed by the supplemental policies document.

All officers must be members in good standing of IIBA. Officers will be elected by majority vote of Chapter members in attendance at the Annual General Meeting, for a term of one year.

As the Chapter increases its membership, the duties and responsibilities ~~for each of the VPs will expand~~ may evolve. Committees may be formed to support additional functions as deemed necessary by the Chapter as outlined in the policies and procedures.

Upon election these Officers will immediately become members of the leadership team as outlined in the policies and procedures. Officers shall be eligible to serve multiple terms, provided they meet eligibility, are elected or affirmed by vote of membership after appointment and have no conflicts of interest, as outlined by IIBA and the chapter policies and procedures. Board members are defined as those required on the state Missouri annual filing. Non-Board leadership team members are not listed in state filings.

Officers will be elected at the Annual General Meeting each year.

Section 2: The President shall be the chief executive officer for the Chapter and of the Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the leadership team. The President shall also serve as a member ex-officio with the right to vote on all committees. Other responsibilities are detailed in the chapter policies and procedures.

The immediate Past President may serve as a member ex-officio of the Board of Directors, as outlined in the policies document.

Section 3: The Secretary shall keep the records of all business meetings of the Chapter and meetings of the leadership team. Other responsibilities are detailed in the chapter policies and procedures.

Section 4: The Treasurer is responsible for the management of funds for duly authorized purposes of the Chapter. The Treasurer is responsible to the Board of Directors and will submit the books for audit each year. Other responsibilities are detailed in the chapter policies and procedures.

Section 5: The duties of other leadership team members not listed above are described in the chapter policies and procedures.

Bylaw 7 – Board of Directors Responsibilities

Section 1: The Chapter shall be governed by the Board of Directors. The Board shall be responsible for carrying out the purposes and objectives of the Chapter.

Section 2: The Board shall consist of the officers of the Chapter elected by the membership. All Officers must be members in good standing of IIBA.

Section 3: The Board shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, IIBA Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and IIBA Bylaws and policies, and to exercise authority over all Chapter business and funds.

Section 4: The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the Board Secretary. Each member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with procedures determined by the Board.

Section 5: The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of IIBA or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 6: An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7: If any officer position becomes vacant, the ~~Board~~ leadership team 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, an Interim President will be appointed by the remaining Board members. This appointment shall be in effect for the remainder of that term.

Section 8: When the Board convenes and has a quorum the Board has the power to:

- propose an amendment to the bylaws
- amend objectives
- commit the local Chapter to contractual arrangements
- terminate any individual member for violation of a Chapter bylaw or an IIBA bylaw

Section 9: If the membership is dissatisfied with actions taken by the Board, a petition signed by 60 percent of the members affiliated with the Chapter, can be submitted to the President and the issue(s) will be tabled at a special meeting of the members or the next scheduled member meeting, for action.

Bylaw 8 – Nominations and Elections

Section 1: A Nominating Committee shall prepare a list containing nominees for each leadership team position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for leadership team positions may also be nominated by petition process established by the Nominating Committee or the leadership team. Elections shall be conducted during the annual meeting of the membership, or by ballot to all voting members in good standing. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the leadership team.

Section 2: No current member of the Nominating Committee shall be included in the list of nominees prepared by the Committee.

Bylaw 9 – Committees

Section 1: The leadership team may authorize the establishment of committees as detailed in the chapter policies document.

Bylaw 10 – Finance

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

Section 2: The leadership team 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 membership dues billings, collections and disbursements shall be handled by IIBA.

Section 4: Audit of records and accounting practices are detailed in the chapter policies documentation.

Section 5: Annual financial statements including a balance sheet and income statement will be shared with IIBA within three months of the Annual General Meeting.

Bylaw 11 – Ratification and Amendments

Section 1: These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by other means, as described in the chapter policies and procedures. Notice of proposed changes shall be sent to the membership at least fifteen (15) days before such a meeting or vote.

Section 2: Amendments may be proposed by the leadership team on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the leadership team. All such proposed amendments shall be presented by the leadership team with or without recommendation.

Section 3: All amendments must be consistent with IIBA's Bylaws and the policies, procedures, rules and directives established by IIBA's Board of Directors, as well as with the Chapter's Charter with IIBA, as well as the state of Missouri.

Bylaw 12 – Dissolution

Section 1: Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Dissolution of the Chapter may be due to the direction of IIBA, a vote of the membership or the lack of sufficient members to sustain the Chapter. In the case of a vote of the membership, the dissolution must be brought to the members in a special election and be approved by at least 60% of the members in good standing who attend the meeting.