

# **IIBA**<sup>®</sup> **Hartford, CT Chapter, Inc.**

## **Bylaws**

As of April 14, 2021

Version Control

Version June 2, 2006	Initial Version	
Version February 2010	Revision of Bylaws after Chapter Incorporation	Janina Buldrini, Secretary
Version August 2010	Revision of Bylaws as per § 5.2 of Chapter Affiliation Agreement	Antonia N. Loconte, Esq.
Version December 2010	Revised based on solicited feedback	Janina Buldrini, Secretary
Version April 2021	Revise Bylaw 10 in response to IIBA Chapter Harmonization. Updated Sections 1 and 2 and added Section 7	John Grella – Treasurer

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## **Bylaw 1 – Corporate Structure, Limitations and Records**

Section 1. This organization shall be called the International Institute of Business Analysis Hartford, CT Chapter, Inc. (hereinafter “the Chapter”). This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA®”), separately organized, and incorporated as a nonstock corporation under the laws of the State of Connecticut. This document sets forth 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 Hartford County, in the State of Connecticut, U.S.A., which County and the surrounding area constitutes the Territory of the Chapter, subject to modification by the IIBA®

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 lawfully adopted.

Section 4. The Chapter shall meet all legal requirements for a not-for-profit entity in Connecticut, where it shall remain incorporated and registered. At all times, the Chapter’s organizing documents and bylaws shall reflect the limitations on corporate activities, prohibitions against private inurement, and corporate dissolution provisions necessary to qualify for tax-exempt status under § 501(c)(6) of the United States Internal Revenue Code, or any successor provision.

Section 5. The Bylaws of the Chapter may not conflict with the current IIBA® Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA® Board of Directors as well as 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.

Section 7. The Chapter shall maintain at its principal office the following records.

A) Records to be kept permanently:

- 1) Minutes of all meetings of Directors and Committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- 2) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses, along with audited financial statements;
- 3) Copies of all state and federal tax returns that have been filed, along with supporting records, files and financial statements related to tax audits, and the

- Chapter's federal § 501(c)(6) tax exemption application, determination letters, and related correspondence;
- 4) A copy of the corporation's Articles of Incorporation and related amendments, Bylaws as amended to date, and an alphabetized, updated membership list;
  - 5) A list of the names and business addresses of its current Directors and Officers, and copies of the annual reports that have been filed with the Secretary of State as required by law;
  - 6) Attorney contingent liability letters; and
  - 7) Records of intellectual property belonging to the Chapter, such as copyright and trademark registrations and samples of protected works.

These records shall be open to inspection and copying by members of the Chapter's Board of Directors at any reasonable time, to the extent reasonably related to the performance of the Director's duties, and not in violation of any duty the Director has to the corporation. General members of the Chapter may also inspect and copy any of the records described in the first five paragraphs of subsection (A), provided that (a) written notice is given to the Chapter at least five business days before the date on which the member wishes to inspect and copy such records, and (b) said notice specifies the records requested, and describes a reasonable and legitimate purpose for inspecting those records. The Chapter may impose a reasonable charge to recoup the actual cost of producing and copying the records.

B) Records to be kept temporarily:

- 1) Employee pension and benefits records, actuarial reports, related correspondence with government agencies, and supporting records, which shall be kept at least ten years;
- 2) Employee/employment records (such as identification information, resumes and application materials, IRS and state tax withholding forms, INS forms, resumes, job descriptions, performance evaluations, disciplinary records, payroll and time records, correspondence related to leave requests, hiring and discharge letters, and documentation of any basis for independent contractor status), which shall be kept at least three years;
- 3) Leasing, insurance, and software license agreements, service agreements, vendor agreements, independent contractor agreements, employment agreements, and all other agreements, which shall be retained for at least three years following the termination or expiration of the agreement; and

- 4) All other electronic records, documents and files, which shall be retained for at least one year.

These records shall be open to inspection and copying by members of the Chapter's Board of Directors at any reasonable time, to the extent reasonably related to the performance of the Director's duties, and not in violation of any duty the Director has to the corporation.

C) Exceptions to these rules may be granted only by majority vote of the Board of Directors, after considering all applicable duties and agreements concerning confidentiality.

## **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<sup>®</sup>).

Section 2. The objectives of the Chapter are to:

- Advance the role of the Business Analyst as a member of a recognized profession;
- Support opportunities for members to network with, and gain knowledge from, seasoned Business Analysis practitioners as well as with industry and government leaders;
- Provide members with access 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<sup>®</sup> within the local market by superior marketing/awareness programs that demonstrate the value of Business Analysis and the IIBA<sup>®</sup>; and
- Interact with industry and association partners to increase awareness of, and benefit to, IIBA<sup>®</sup> Chapter members.

### **Bylaw 3 – Composition**

Section 1. The Chapter shall consist of an elected Board of Directors and members in good standing. No part of the Chapter’s financial, material and human resources shall be used to promote the candidacy of any person seeking public office, or for the preferment or the promotion of any commercial enterprise.

Section 2. The Chapter may not create or administer subsidiary offices or organizations within the Territory, as defined by Bylaw 1, § 2.

### **Bylaw 4 – Membership**

Section 1. 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, color, religious creed, age, sex, gender identity or expression, sexual orientation, marital status, national origin, ancestry, mental retardation, or history of physical or mental disability, or conviction of an offense for which a pardon has been granted.

Section 2. Membership in the Chapter requires membership in the IIBA<sup>®</sup>. The Chapter shall not accept as members any individuals who have not been accepted as IIBA<sup>®</sup> members, and shall not create its own membership categories. The Chapter shall not implement Chapter membership requirements beyond those required by the IIBA<sup>®</sup> Bylaws.

Section 3. “Members in Good Standing” can vote in Chapter elections and hold office. Members in good standing shall be defined as Chapter Members who are up-to-date in the payment of IIBA<sup>®</sup> dues, and if applicable, Chapter dues as verified by the Treasurer.

Section 4: Members shall be governed by and abide by the IIBA<sup>®</sup> Bylaws, the Bylaws of the Chapter, and all policies, procedures, rules and directives lawfully made hereunder.

Section 5: All members shall pay the required IIBA<sup>®</sup> dues to IIBA<sup>®</sup> and if applicable, Chapter membership dues to the chapter Treasurer. The fee structure for any Chapter membership dues shall be made public on the Chapter’s website. In the event that a member resigns, membership dues shall not be refunded by IIBA<sup>®</sup> or the Chapter.

Section 6: In the event that a member relocates, Chapter dues will not be transferred to the member's new chapter, but the member will be considered a member in good standing in the new chapter for the remainder of the membership term.

Section 7: An individual applying to be a local chapter member must be an IIBA<sup>®</sup> member in good standing and must complete the chapter section of the membership registration form. Membership will be effective from the first day of the month

following the date the financial transaction is processed.

Section 8: Membership in the Chapter shall terminate upon the member’s written resignation, failure to pay any established dues, or expulsion from either Chapter or IIBA® membership for just cause. Membership in the Chapter shall be suspended for any Chapter member whose IIBA® membership is revoked or suspended, subject to reinstatement if and when the IIBA® membership is reinstated. These rules apply to the Chapter Board of Directors as well as the general membership.

Section 9: 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 in writing to the terminated member, with an explanation of the reason or reasons for termination.

Section 10: With regards to any membership dues that may be applicable, members who fail to pay the required dues, and are delinquent over three months will have their names removed from the official local chapter membership list. A delinquent member may be reinstated by making payment in full to IIBA® of all unpaid dues for IIBA® and the local Chapter, if applicable.

Section 11: Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter.

Section 12: Chapter memberships and fees are not transferable to other members.

Section 13: 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.

Section 14: **IIBA Member Code of Ethical Conduct and Professional Standards.** Chapter members are required to comply with the IIBA® Member Code of Ethical Conduct and Professional Standards (“Code”). The IIBA® has the sole authority and responsibility for enforcement of the Code with respect to IIBA® and Chapter members.

## **Bylaw 5 – Chapter Calendar**

Section 1: The Chapter will adhere to the following minimum schedule of events:

Event	Timeframe
Chapter Membership Meetings	Bi-Annual (April & September)
Annual General Meeting (AGM)	June (1 <sup>st</sup> year) March (subsequent years)



Chapter Board of Directors Meeting	Quarterly (February, May, August and November)
Committee Meetings	Bi-monthly / As Needed

Section 2: Notice of meetings:

<b>Meeting</b>	<b>Called By</b>	<b>Notice period</b>	<b>Quorum requirement</b>	<b>Notice Form</b>
AGM	President	30-60 days	10% membership	Email
Membership	VP Education	30-60 days	10% membership	Email
Board of Directors Meeting	President	30 days	50% Board	Email
Committee Meeting	Committee Chair	As required	As Required	Email

Section 3: Changes or modifications to Chapter Calendar must be submitted to the President to be discussed at the next Board of Directors Meeting.

Section 4: The President of the Chapter will chair AGM, Membership and Board meetings. The Secretary will chair these meeting in the absence of the President. Committee meetings will be chaired by the respective committee Vice-President. The chair of any meeting may designate a substitute chair, as necessary. If the chair declines to, or is unable to, fulfill this duty, the Directors may designate a substitute chair.

Section 5. Members who register online for a membership meeting shall have their electronic signature serve as a record of their attendance. The meeting chair shall review any applicable voting rules for members at the outset of any membership meeting, and announce at the meeting when the polls close for each matter to be voted on. If no announcement is made, the polls are deemed closed when the meeting is adjourned, and no ballots or votes may thereafter be accepted or modified. At all membership meetings, voting will occur by a show of hands or by a polling of members present. A vote shall be conducted by secret ballot if requested by any member. Proxy votes will not be accepted. Decisions and acceptance are based on majority votes, unless otherwise required by the Bylaws or other applicable law.

Section 6. At the outset of any meeting, membership or otherwise, the officer presiding over the meeting shall determine whether a quorum is present, as per Section 2 of this Bylaw. Once the meeting is called, no official business, other than a motion to adjourn, may be entertained until a quorum is present. Members or Directors who have not

indicated they will be absent from the meeting should be given at least one-half hour to arrive, and no motion to adjourn shall be entertained prior to that time unless it has been confirmed that quorum will not be reached. If quorum is not reached within a reasonable time, and arrangements to reach quorum cannot be made, the presiding officer may adjourn the meeting to a future date, provided that new meeting notices must be issued to the members of record for any membership meeting so adjourned if said meeting is not resumed within 60 days.

Section 7. Any officer acting as the presiding officer at a meeting of the membership or the Board of Directors may cast a visible or audible vote at said meeting only when that vote would, if cast, change the outcome of the vote by (1) breaking a tie or creating a majority sufficient to authorize a proposed action, or (2) creating a tie or eliminating a majority needed to authorize a proposed action. However, the presiding officer may vote by secret ballot in the same manner as any other participant at the meeting.

## **Bylaw 6 – Board of Directors**

Section 1: The Chapter shall be governed by a Board of Directors. This Board of Directors will be made up of elected officers. There will be six elected officers (plus the past president) to serve in the following positions:

President

Secretary

Treasurer

(1) Vice President (VP) Education

(2) Vice President (VP) Membership Services and Sponsorship

(3) Vice President (VP) Marketing & Communications

Past President

All officers shall be members in good standing of IIBA® and of the Chapter. In the event the President is unable to complete their term of office, Vice Presidents shall succeed as acting president, in order as designated above. Also, refer to Bylaw 7 – section 7.

Officers will be elected by majority vote of Chapter members in attendance at the Annual General Meeting. Each officer shall be voted on individually, and the nominee receiving the most votes for each position shall be elected, even if the nominee only receives a plurality of the votes. After the Chapter's start-up year, the officers will serve two-year terms of office, staggered so that approximately half of the officer(s) are elected each year, to provide continuity (see Election Rotation chart on the next page), and as required by law.

As the Chapter increases its membership, the duties and responsibilities for each of the VPs will expand. As a result new VP positions will be put forward at the AGM for

approval by the membership. Once approved the terms of reference (the committee’s charter) will be sent by the President to all the membership.

Upon election these Officers will immediately become members of the Board of Directors and will serve as "understudies" of the Officers they are to succeed. The understudies will not have voting rights until the beginning of their respective terms. Officers shall be eligible to serve multiple terms.

Officers will be elected at the Annual General Meeting each year and serve from June 1<sup>st</sup> to May 31<sup>st</sup> of the respective election year. If the elections required by these Bylaws are not held, the incumbent officers will continue to serve until such time as elections can be held and their successors can take office, while remaining as faithful as possible to the legal requirements concerning staggered terms of office.

**Election Rotation:** The following chart illustrates the election rotation process:

<i>Even Years</i> 2006, 2008, 2010, 2012...	<i>Odd Years</i> 2007, 2009, 2011, 2013....
President Initially voted in June 2006 Next election May 2008 Election every two years thereafter	Secretary Initial election June 2006 Next election May 2007 Election every two years thereafter
Treasurer Initially voted in June 2006 Next election May 2008 Election every two years thereafter	Vice President (VP) Education Initially voted in June 2006. Next election May 2007 Election every two years thereafter
Vice President (VP) Membership Services & Sponsorship Initially voted in June 2006 Next election May 2008 Election every two years thereafter	Vice President (VP) Marketing & Communications Initial election June 2006 Next election May 2007 Election every two years thereafter

Section 2: The President shall be the chief executive officer for the Chapter and of the Board of Directors, 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.

Section 3: The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board, as required in Bylaw 1. The Secretary will also manage all communications received by the chapter. Th Secretary will chair any respective meetings in the absence of the President.

Section 4: The Treasurer shall oversee the management of funds for duly authorized purposes of the Chapter. These duties will include fastidious management of a Chapter checking account (the first Treasurer will be in charge of opening this account along with the Chapter President, at a statewide Bank (as opposed to a local credit union) so passing the duties of Treasurer to the next elected Treasurer will not be difficult). The Treasurer will provide an appropriate budget and financial report to attendees at each AGM, and each Board of Directors meeting.

Section 5: The Vice President of Education 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. The VP is responsible for the Chapter's professional development programs designed to increase the competence of the Business Analysis community. The VP is responsible for chairing the committee that engages speakers of interest at the general member meetings or chapter-sponsored events.

Section 6: The Vice President of Marketing & Communications is responsible for the timely dissemination of information to the Chapter membership and those interested in the discipline of Business Analysis. The VP will lead the development and execution of a strategy for producing and delivering all chapter promotions and communications. The VP will lead the marketing of the chapter via promotional giveaways, signage, flyers, awards, etc. The VP is responsible for the delivery of information about the Chapter and other events related to Business Analysis, via the Chapter's website, newsletters, surveys, local media, social networking sites, etc. The content of these communications is to be consistent and in accordance with the objectives of the Chapter and with approval of the Chapter Board.

Section 7: The Vice President of Membership Services & Sponsorship 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. The VP is responsible for creating and maintaining relationships with Event sponsors and Chapter sponsors.

Section 8: The Past President shall assist the President in succeeding them, and also act as a liaison with IIBA® when required.

See Appendix 1 for further description of all roles and responsibilities.

## **Bylaw 7 – Board of Directors Responsibilities**

Section 1: The officers who comprise the Board of Directors are responsible for carrying out the purposes and objectives of the Chapter, and for ensuring that the day-to-day business of the Chapter is managed effectively.

Section 2: It shall be the duty of the Directors to perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, by these Bylaws and the IIBA<sup>®</sup> Bylaws, and by the Chapter Affiliation Agreement. In performing these duties, the Directors shall act in good faith, with the care an ordinarily prudent person in a like position would use under the circumstances, and in a manner reasonably believed to be in the best interests of the Chapter.

A Director may rely on information such as reports, opinions and financial statements prepared by individuals whom the Director reasonably believes to be reliable and competent in the matters presented (e.g., Chapter officers and committees, legal counsel, and public accountants). Reliance is not reasonable if the Director has reason to doubt the accuracy of a report, opinion or financial statement, and the Director fails to further investigate the matter.

Section 3: The Board of Directors shall exercise all powers of the Chapter, except as specifically prohibited by these Bylaws, the IIBA<sup>®</sup> Bylaws and policies, and the laws of Connecticut and the United States. The Board of Directors may adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and IIBA<sup>®</sup> Bylaws and policies, and may exercise authority over all Chapter business and funds.

Section 4: The Board of Directors shall meet at the call of the President, or at the written request of three (3) members of the Board of Directors directed to the Board Secretary. A quorum shall consist of no less than one-half of the membership of the Board of Directors at any given time. The existence of a quorum shall be determined by the presiding officer, in accordance with Bylaw 5. Each Board member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board of Directors may conduct its business by teleconference, email, facsimile or other legally acceptable means. Any Director present via conference call, or other technological means which allows for the Directors to simultaneously hear each other, is deemed to be in-person presence at the meeting

Any action to be taken at a meeting of the Board of Directors may be taken without meeting if consent is given by each of the Board's active members, excepting any member who must abstain from the vote due to a conflict of interest or other disqualifying circumstance. Each Board member must sign some form of written consent for the action taken, which must be included in the minutes or filed in the Chapter's corporate records. Any such action is effective as soon as the last Director who is eligible to vote has signed the written consent form, unless a different effective

date is specified. Such consent has the same effect as a meeting vote, and may be described as such in any document.

Meetings shall be conducted in accordance with Robert's Rules of Order, except where these Bylaws otherwise provide. Each member of the Board of Directors shall be provided a copy of Robert's Rules of Order, which shall in turn be handed down to incumbent Board members' replacements following elections. If a Director loses their copy, they will purchase a copy for their successor from their private funds.

Directors must register their preferred e-mail and residential addresses with the Secretary of the Chapter. Notices of meetings e-mailed or mailed to them at these addresses shall be valid notices thereof.

Section 5: The Board of Directors may declare an officer position to be vacant when an officer ceases to be a member in good standing of IIBA® or of the Chapter by reason of non-payment of any required dues, or where the officer fails to attend three (3) consecutive Board of Director meetings. At the third missed meeting, the Board of Directors will approve the letter to be sent by the Secretary, to the Board member, that they have been dismissed. 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 President of the written notice. See Section 7 for appointments of vacant offices.

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 of Directors.

Section 7: If any officer position becomes vacant, the Board of Directors 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 from the Vice President positions in succession as noted in Bylaw 6 – section 1. This appointment shall be in effect for the remainder of that term.

Section 8: If and when the Board of Directors board can convene a quorum the Board of Directors, in addition to any powers afforded it by these Bylaws, its IIBA® Chapter Affiliation Agreement, or other applicable law, has the power to:

- Propose amendments to these Bylaws, in accordance with Bylaw 13;

- amend Chapter objectives, if consistent with the Chapter Affiliation Agreement;
- commit the local chapter to contractual arrangements; and
- terminate a Chapter membership for violation of a Bylaw or an IIBA® Bylaw.

Section 9: If the membership is dissatisfied with actions taken by the Board of Directors, a petition signed by 20 percent of the membership can be submitted to the President and the issue(s) will be addressed and action taken at a special meeting of the members or the next scheduled member meeting. This right exists in addition to the general right of the members and the Board of Directors to request a special meeting, as provided by § 33-1062 C.G.S. or any successor Connecticut statute, and is not intended to place limitations on that right.

## **Bylaw 8 – Nominations and Elections**

Section 1: A Nominating Committee shall prepare a slate containing nominees for an open Board position, and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board of Director positions may also be nominated by chapter members in good standing through a process determined by the Nominating Committee. Nominees must be members of IIBA® in good standing.

Elections shall be conducted during the Annual General Meeting

The candidate who receives a majority or plurality of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board of Directors.

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

## **Bylaw 9 – Committees**

Section 1: The Board of Directors may authorize the establishment of committees to advance the purposes of the organization. The Board of Directors shall establish a charter for each committee which defines its purpose, authority and outcomes. Committees are responsible to the Board of Directors.

Section 2: The President with the approval of the rest of the Board of Directors shall appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the organization.

Section 3. No Committee shall be empowered to amend the Chapter's Articles of Incorporation, Certificate of Incorporation, or Bylaws; fill vacancies on the Board or any Committee; approve a merger, or a sale, lease, exchange or other disposition of substantially all of the Chapter's property; approve a proposal to dissolve the Chapter; or take any action that is required by law to be approved by Members.

## **Bylaw 10 – Finance**

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

Section 2: All membership dues billings, collections and disbursements shall be handled by the IIBA.

Section 3: The Chapter Board of Directors shall establish policies and procedures to govern the management of its finances, including the reimbursement and authorization of expenditures by Directors, and shall assist the Treasurer in submitting required tax filings to appropriate government authorities.

Section 4: An audit of records and accounting practices will be performed at least every two (2) years by an independent third party, upon transfer of the office of Treasurer from the incumbent Treasurer, to the newly elected officer. An audit committee will be created for the purpose of hiring an independent third party and working with them to audit the chapter records. The results of the audit will be submitted to the entire Board for its approval and communicated to the Chapter Membership. During the years where an independent third party does not perform an audit, an audit committee may be created to audit the chapter records and provide the results to the Chapter Membership.

Section 5: All disbursements over \$500 shall require the signatures of two (2) authorized officers. The financial institution designated by the Chapter shall be advised of this policy at the time the account is established or subsequently changed.

Section 6. Unless authorized by the Board of Directors or these Bylaws, no officer, agent or employee of the Chapter shall have the power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it monetarily liable for any purpose or in any amount.

Section 7. Annual financial statements including balance sheet and income statement will be shared with IIBA within three months of the Annual General Meeting.

## **Bylaw 11 – Insurance and Indemnification**

The Directors shall not be personally liable for the debts, liabilities or other obligations of the Chapter, and shall be indemnified by the corporation to the fullest extent permissible under the laws of this state.

The Chapter shall carry appropriate insurance as needed to protect it from liability, including general liability insurance, workers' compensation insurance, health insurance, and other coverage required by law. In addition, the Board of Directors may adopt a resolution authorizing the maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent) against liabilities



asserted against or incurred by the agent in such capacity or arising out of the agents status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these Bylaws, or applicable provisions of law.

## **Bylaw 12 – Conflict of Interest Policy**

### Section 1: Purpose of Conflict of Interest Policy

The purposes of this conflict of interest policy are (1) to protect the Chapter’s interests when it is considering a transaction or arrangement that might privately benefit an officer, director or employee of the corporation or any other interested person, and (2) to ensure compliance with the laws of Connecticut that address directors’ conflicting interest transactions. Every decision made by a representative of the Chapter should be intended primarily to advance the mission and best interests of the organization, rather than a competing private interest. Chapter representatives who are in position to influence a transaction must be open about any personal benefit they or a family member would obtain from the transaction, or would seem to obtain from the point of view of an outside observer. Other state, provincial and federal laws governing conflicts of interest may also be relevant.

### Section 2: Definitions

- 1) **Conflicting interest transaction.** A conflicting interest transaction is any transaction that the Chapter proposes to undertake, to which a member of the Board of Directors (a) is a party, or (b) with respect to which transaction the Director (I) has knowledge and a significant financial interest, or (II) knows that a related person is a party, or has a significant financial interest. “Related persons” includes spouses; parents, siblings, children, grandchildren, and any of their spouses; people living in the same home as the Director; grantors of trusts of which the Director is a beneficiary; business entities controlled or substantially influenced by the Director; and any other entity included in the definition of “related person” prescribed by § 33-1127 of the Connecticut General Statutes.
- 2) **Significant financial interest.** A Director has a significant financial interest in a transaction if the interest would reasonably be expected to impair the Director’s objectivity in deciding whether or not to authorize the transaction.

### Section 3: Conflict of Interest Avoidance Procedures

- 1) **Duty to Disclose.** In connection with any actual or possible conflicting interest transaction, a Director must disclose the existence of the relevant financial interest or personal relationship and be given the opportunity to disclose all material facts

to the Directors and to the members of any committees with decision-making power regarding the proposed transaction or arrangement. If the conflict of interest in question is due solely to the involvement of a related person in the transaction, the conflicted Director is not required to disclose information that would violate a legal duty of confidentiality or a rule of professional ethics, as long as (a) all other relevant information is disclosed, and (b) the Director explains the nature of the duty not to disclose confidential information.

- 2) **Determining Whether a Conflict of Interest Exists.** If the existence of a conflict of interest is in doubt, the interested person shall disclose to the governing Board or Committee the financial interest or personal relationship and all material facts. After the Board or Committee conducts any discussion with the interested person, the interested person shall leave the meeting while the potential conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists, with voting being restricted to disinterested Directors, i.e., those Directors who do not themselves have a conflict of interest with respect to the transaction in question, and who have not sought approval from the Board of Directors for a possible conflict of interest with respect to that transaction.
- 3) **Procedures for Addressing the Conflict of Interest.** Where a conflict of interest exists, or is presumed to exist, an interested person may make a presentation at the governing Board or Committee meeting concerning the proposed transaction, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the conflict of interest. Voting shall be limited to directors who do not have a conflict of interest with regard to the transaction.

If members, rather than directors, are voting with respect to a Director's conflicting interest transaction, all members in good standing are eligible to vote except for those members who, to the knowledge of the Secretary, are Directors with a conflict of interest with respect to the transaction, or are related to such a Director.

- 4) **Violations of the Conflicts of Interest Policy.** If the governing board or committee has reasonable cause to believe a Director, Officer or employee has failed to disclose actual or possible conflicts of interest, it shall inform that individual of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

If, after hearing the individual's response and after making further investigation as warranted by the circumstances, the governing Board or Committee determines the individual has failed to disclose an actual or possible conflict of interest, it shall take appropriate corrective action to eliminate the conflict of interest. The

Board or Committee may also take disciplinary action against the individual, up to and including termination of employment, membership on the Board of Directors, or membership in the Chapter.

#### Section 4: Conflicts of Interest to Be Reflected in Board and Committee Records

The minutes of meetings of the governing Board and all Committees with board-delegated powers shall contain:

- 1) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed, with each member's vote being open and on the record.
- 2) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

### **Bylaw 13 – Ratification and Amendments**

Section 1: These Bylaws and the Certificate of Incorporation may be amended by a two-thirds (2/3) vote of members in good standing of those present at the Annual General Meeting of the Chapter duly called and regularly held, or at a special meeting called by the Board of Directors or by a written request signed by at least five percent of the membership. Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting or vote, in addition to any other notice requirements required by these Bylaws or by state law.

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

Section 3: All amendments must be consistent with IIBA® Bylaws and the policies, procedures, rules and directives established by the IIBA® Board of Directors, as well as with the International Institute of Business Analysis Hartford, CT Chapter, Inc's Charter with IIBA®. The Grant of Charter is a limited, non-exclusive, revocable, and non-transferable charter pursuant to and in accordance with the objectives as established by IIBA®'s Board of Directors.

## **Bylaw 14 - 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, or to a state or local government, for a public purpose, consistent with applicable legal requirements.

## **Appendix 1 – Board of Directors Job Descriptions**

The following job descriptions will be signed by the elected officer the day of the election by the membership.

International Institute of Business Analysis Hartford, CT Chapter, Inc. Board of Director  
General JOB DESCRIPTION

**Position:** Board Member

### **Authority and Responsibility**

The Board of Directors is the legal authority for the International Institute of Business Analysis Hartford, CT Chapter, Inc. As a member of the Board, a Director acts in a position of trust for the organization and is responsible for the effective governance of the organization

### **Requirements:**

Requirements of Board membership include:

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

### **Term**

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

### **General Duties**

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

**A Director must:**

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

**Evaluation**

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

**Review Date and Approval Date**

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

Approval Date: \_\_\_\_\_

Review Date: \_\_\_\_\_

## **Specific Responsibilities of each member of the Board of Directors**

### **Duties for the President**

- represent the Chapter in the International forums and committees.
- serve on, and provide leadership to the Board of Directors of the local Chapter
- ensure the Board adheres to its bylaws and the Chapter Policy Manual
- ensure the Chapter stays within the bounds of the Chapter Affiliation Agreement
- prepare the Board's agenda with input from the Board members
- chairs Board meetings and presides over membership meetings
- encourage Board members to participate in meetings and activities
- keep the Board's discussion on topic by summarizing issues
- keep the Board's activities focused on the organization's mission
- evaluate the effectiveness of the Board's decision making process
- appoint committee chairpersons
- orients Board members and committee chairpersons to the Board
- serve as an ex officio member of committees and attends their meetings as required
- ensure there is a process to evaluate the effectiveness of Board members using measurable criteria (such as, annual review of duties compared to performance)
- recognize Board member's contributions to the Board's work
- to act as one of the signing officers for checks and other official documents
- play a leading role in supporting special events
- promote the organization's purpose in the community and to the media
- prepare a report for the Annual General Meeting
- ensure programs and services are implemented
- ensure that the Board governs, as well as manages programs and services
- act as an individual to sign checks and other official documents

### **Duties for the Secretary**

- serve on the Board
- maintain copies of the organization's bylaws and the Board's policy statements
- maintain lists of Board members and their committees
- notify Board members of meetings
- take official meeting minutes
- record Board attendance
- ensure there is quorum at meetings
- record all motions and decisions of meetings
- record all corrections to minutes
- sign Board minutes and corrections to attest to their accuracy
- maintain copies of minutes of Board and committee meetings
- distribute copies of minutes promptly
- conduct general Board correspondence including receiving, reading, distributing
- maintain records of all Board correspondence
- sign official documents of the organization as required
- ensure members are notified of General Meetings

- chair Board meetings in the absence of the President
- act as an individual to sign checks and other official documents
- file the annual return, amendments to the bylaws and other incorporating documents with the IIBA®
- file other organizational documents required by applicable law
- ensure that all organizational records are maintained in accordance with these Bylaws
- orient the new Secretary

#### **Duties for the Treasurer**

- serve on the Board
- give regular reports to the Board on the financial state of the organization
- keep financial reports on file
- act as an individual to sign checks and other official documents
- manage the day-to-day financial affairs of the Board
- prepare annual budget with Board recommendations
- initiate yearly meeting on organization's budget with Board
- manage the accounting of the funds of the organization, its budget and expenditures
- keep full and accurate accounts of all organizational receipts and disbursements
- receive and bank all monies due to the organization
- disburse all monies as directed by the Board
- prepare the necessary financial reports, tax reports, and annual return
- provide the necessary financial and accounting information to the audit committee for them to perform the independent audit
- ensure compliance with local and corporate fiduciary responsibilities
- orient the new Treasurer

#### **Duties for the Past President**

- orient the new President
- support the current President
- chair the Nominating Committee for recruitment of new Board members
- assist with Board recruitment and orientation to the Board
- assist with Board training
- chair special events
- provide historical continuity about the Board's activities

#### **Duties for the Vice President of Education**

- serve on the Board of Directors
- chair the committee responsible for promoting Business Analysis Professionalism
- chair the committee responsible for the Chapter's professional development programs designed to increase the competence of the Business Analysis community
- chair the committee responsible for engaging speakers to present topics of interest to our members at the Chapter's events.



- lead the development and delivery of programs relating to Business Analysis for each scheduled Chapter meeting
- organize delivery of educational publications, seminars, and workshops
- develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
- recruit an appropriate number of committee members to carry out the mandate
- orient members to the committee's mandate and position in the organization
- call committee meetings and develop agendas with the input of the members
- chair committee meetings and report the committee's progress to the Board
- encourage members to participate
- keep discussion on topic by summarizing issues
- guide the committee through its meetings to fulfill the committee's purpose
- recognize each member's contribution to the committee's work
- delegate appropriate tasks to individual committee members
- submit recommendations to the Board for approval
- provide the budget for Education
- plan and evaluate the committee's work with the help of the members
- ensure meeting minutes and other relevant information are recorded and filed
- orient the new Vice President Education

#### **Duties for the Vice President Marketing & Communications**

- serve on the Board of Directors
- chair the committee responsible for the timely dissemination of information both to and from the Chapter membership
- lead the development and execution of a strategy for producing and delivering all chapter promotions and communications about the IIBA® Hartford, CT Chapter, Inc. and IIBA®
- responsible for developing and executing a strategy for producing all chapter promotions and print communications (signs, banners, awards, quality assurance of all written materials from all committees, etc)
- responsible for developing and executing a strategy for delivering all online communication channels (electronic newsletters and announcements, online media, social networking, and website)
- develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
- recruit an appropriate number of committee members to carry out the mandate
- orient members to the committee's mandate and position in the organization
- call committee meetings and develop agendas with the input of the members
- chair committee meetings and report the committee's progress to the Board
- encourage members to participate
- keep discussion on topic by summarizing issues

- guide the committee through its meetings to fulfill the committee’s purpose
- recognize each member’s contribution to the committee’s work
- delegate appropriate tasks to individual committee members
- submit recommendations to the Board for approval
- provide the budget for Marketing and Communications
- plan and evaluate the committee’s work with the help of the members
- ensure meeting minutes and other relevant information are recorded and filed
- orient the new Vice President Marketing & Communications

**Duties for the Vice President Membership Services & Sponsorship**

- serve on the Board of Directors
- chair the committee responsible for the development and maintenance of a Chapter membership plan
- maintain lists of General Membership
- develop, update and incorporate recommended changes from the Board to the terms of reference and mandate of the committee
- recruit an appropriate number of committee members to carry out the mandate
- orient members to the committee’s mandate and position in the organization
- call committee meetings and develop agendas with the input of the members
- chair committee meetings and report the committee’s progress to the Board
- encourage members to participate
- keep discussion on topic by summarizing issues
- guide the committee through its meetings to fulfill the committee’s purpose
- recognize each member’s contribution to the committee’s work
- delegate appropriate tasks to individual committee members
- submit recommendations to the Board for approval
- provide the budget for Membership Services & Sponsorship
- plan and evaluate the committee’s work with the help of the members
- ensure meeting minutes and other relevant information are recorded and filed
- orient the new Vice President Membership Services & Sponsorship