IMPORTANT NOTE:

IIBA requires each Chapter to have their own governing bylaws, which will establish the Chapter's management structure, procedures, and dispute resolution.

The **IIBA Chapter Bylaws Framework** document includes suggested bylaws which can be used as a starting point. Please note that some governments have specific requirements in the content/wording of bylaws and other documents that should be taken into consideration.

Chapters are also required to incorporate as a non-profit organization with their local government.

IIBA Nova Scotia

Bylaws

As of March 2nd 2023

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Bylaw 1 – Name & Territory

Section 1: This organization shall be called International Institute of Business Analysis IIBA Nova scotia 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 in 48 Pine haven Drive, Beaver bank, Nova Scotia, Canada;

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 International Institute of Business Analysis (IIBA®).

Section 2: 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 maintain a sufficient level of financial security, sustainability, and autonomy at the Chapter level to sustain the Chapter.
- Create corporate support for IIBA within the local market by generating marketing/awareness programs that demonstrate the value of business analysis and IIBA;
- Liaise with industry and association partners to increase awareness and benefit of IIBA Chapter members.

Bylaw 3 – Composition

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

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 whose IIBA profile has the IIBA Nova Scotia selected.

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 there under.

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 Chapter Board members as well as the general membership.

Section 8: The Chapter Board of Directors 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 the following **minimum** schedule of events.

Event	Timeframe
Events	Monthly
Annual General Meeting (AGM)	Annually
Chapter Executive Meeting	As Needed
Committee Meetings	As Needed

Section 2: Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	60 days	25% membership	Email
Events	Board Member	30 days	10% membership	Email
Executive Meeting	President	7 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 or Director of Operations to be discussed at the next Executive Meeting.

Section 4: The President of the Chapter will chair all meetings except committee meetings. Voting will occur by a show of hands, by written ballot, or by a polling of members. Proxy votes will not be accepted. Decisions and acceptance are based on majority votes.

Bylaw 6 – Officers and Directors

Section 1: The Chapter shall be governed by a Board of Directors. There will be no less than three and no more than eight elected officers to serve in the following positions:

President
Director of Operations
Director of Professional Development
Director of Membership
Director, Online Content & Engagement
Director of Events

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. 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.

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

Upon election these Officers will immediately become members of the Board of Directors. Officers shall be eligible to serve multiple terms.

Section 2: Officers will be elected at the Annual General Meeting each year.

Annual General Meetings will be held annually and must take place between March 1st and September 30th. Members will be notified of meeting dates and locations at least ten (10) days in advance of the meeting. A quorum shall consist of 10 active members.

The following chart illustrates the election rotation process:

Odd Years	***Even Years***
President	Director of Sponsorship
Director of Operations	Director of Professional Development
Director of Communications & Marketing	Director, Online Content & Engagement
Director of Events Planning	Director of Finance

Section 3: 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 immediate Past President shall serve as a member ex-officio of the Board of Directors, with a right to participate in all discussions and all committees. The Past President shall not have a vote on the Board of Directors or the Committees.

Section 4: The Director of Operations shall keep the records of all business meetings of the Chapter and meetings of the Board. The Director of Operations is also responsible for all official correspondence with the members and IIBA, except for committee correspondence.

Section 5: The Director, Finance is responsible for the management of funds for duly authorized purposes of the Chapter. The Director, Finance is responsible to the Board of Directors and will submit the books for audit each year.

Section 6: The Director of Communications & Marketing is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate means to accomplish the objective and is also responsible for the promotion of the local Chapter and IIBA to internal and external publications. In addition, they are responsible for maintaining the Chapter's website and the development and delivery of programs relating to business analysis for each scheduled Chapter meeting. 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.

Section 7: The Director of Professional Development will be responsible for promoting Business Analysis Professionalism through the organization and delivery of educational publications, seminars, and informational updates, including changes to the BA Body of Knowledge to help Business Analysts in the Business Analysis profession. Chapters are prohibited from offering training developed by the Chapter but may host a training session offered by an IIBA Endorsed Education Provider in the Province.

Section 8: The Director of Sponsorship will be responsible for sourcing sponsors and maintaining the relationships. Sponsorship will allow the Chapter a source of income to further the goals and objectives of the Chapter as well as bringing the community together.

Section 9: The Director of Membership will be responsible for the growth and sustainment of the memberships affiliated with the Chapter, as well as managing the Chapter's relationship with its members, corporations and academic institutes.

Section 10: The Director of Online Content & Engagement will be responsible for overseeing the development, production and distribution of online content, as well as the engagement of audiences through digital channels. This will include developing and implementing content strategies, and measuring the effectiveness of online campaigns. Additionally, the Director will work to identify and engage with key influencers and community members, and to build and maintain relationships with these individuals. They may also be responsible for monitoring and analyzing online trends and data to inform content and engagement strategies.

Bylaw 7 – Board of Directors Responsibilities

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

Section 2: The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

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 Director of Operations. A quorum shall consist of no less than one-half of the membership of the Board at any given time. 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 may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. If more than half the term of office remains, the Board may call a special election for the position for the balance of the term of office.

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: 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.

Section 9: Directors and Officers shall serve without remuneration and shall not receive any profit or be paid for being directors and officers.

Bylaw 8 – Nominations and Elections

Section 1: A Nominating Committee shall prepare a list containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. 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 Board.

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

Section 2: The President with the approval of the Board shall appoint all committee members and a chairperson for each committee.

Bylaw 10 – Finance

Section 1: All membership dues billings, collections and disbursements shall be handled by IIBA.

Section 2: Audit of records and accounting practice will be performed every two (2) years by an independent third party.

Section 3: Annual financial statements including a balance sheet and income statement will be shared with IIBA within three months of the Annual General Meeting.

Section 4: Directors and Officers shall serve without remuneration and shall not receive any profit or be paid for being directors and officers.

Bylaw 11 – Ratification and Amendments

Section 1: These Bylaws may be amended by three-fourths (3/4) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a three-fourths (3/4) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting or vote.

Section 2: The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

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.

Bylaw 12 – Corporate Seal

Section 1: The chapter may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the Director of Operations of the society shall be the custodian of the corporate seal which may be affixed to any document upon resolution of the board.

Bylaw 13 – Inspection of Chapter Books and Records

Section 1: The members may inspect the annual financial statements and minutes of members' and directors' meetings at the registered office of the Chapter with one week's notice.

Section 2: All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Chapter.

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, 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.