

IIBA EDMONTON CHAPTER BYLAWS

As Proposed

As of May 4, 2022

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ARTICLE 1. THE ORGANIZATION

Section 1.1 Name

This organization shall be called International Institute of Business Analysis Edmonton Chapter (hereinafter “**the Chapter**”). The Chapter may also operate under IIBA Edmonton Chapter.

Section 1.2 Charter and Incorporation

- a) This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA”) and operates as a non-profit organization within the Province of Alberta.
- b) The registered office of the Chapter is in Edmonton, Alberta, Canada.
- c) The Chapter is also separately registered as a Society under the Societies Act in the Province of Alberta.

Section 1.3 Society Seal

The Chapter will not be adopting a society seal.

Section 1.4 Chapter Purpose

The Chapter is leading the advancement of the Business Analysis profession for skills and competency development within the communities the Chapter serves, and for the betterment of its practitioners.

ARTICLE 2. DEFINITIONS

Section 2.1 Definitions

In these Bylaws, the following terms have these meanings:

- a) **BA Practitioner:** Anyone who practices the Business Analysis profession or who assumes the role of a Business Analyst on behalf of a client.
- b) **Board:** The Board of Directors of this Chapter.
- c) **Board Member:** Any person elected or appointed to a voting position on the Board (President, Secretary, Treasurer and Vice President of each portfolio). Other terms with the same meaning include **Director**.

- d) **Bylaws:** The Bylaws of this Chapter.
- e) **Chapter:** The body of IIBA Members and interested parties that form the Chapter.
- f) **Chapter Member:** Hereinafter referred to as **Member**, an individual who is registered with IIBA and has selected **Edmonton as their affiliation**.
- g) **Member In Good Standing:**
 - i) has paid membership dues to IIBA;
 - ii) has no past due invoices with the Chapter; and
 - iii) has not been subjected to any disciplinary action in the past.
- h) **Chapter Policies and Procedures:** A collection of documents related to policies and procedures, developed and maintained by the Chapter, to better enable the achievement of the purposes and day-to-day operations of the Chapter.
- i) **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.
- j) **Member Data:** The Member profile data provided by IIBA, in addition to information provided by Members directly to the Chapter.
- k) **Ordinary Resolution:** A resolution to be passed by the Members requiring a simple majority vote for the Members in attendance.
- l) **Quorum of the Board:** A Quorum shall consist of a simple majority of the Board with fifty-one (51) percent of the existing Board Members.

Number of Existing Board Members	Quorum
9	5
8	5
7	4
6	4
5	3

- m) **Quorum of the Membership:** A Quorum shall consist of the Members present at General Meetings, or those who have responded to a Special Resolution.

- n) **Special Resolution:** A resolution to be passed by the Members requiring a seventy-five (75) percent majority vote from a Quorum of the Membership. Notice of intention to propose a Special Resolution must be provided to the Membership at least twenty-one (21) days in advance. The option to vote must be made available to all Members in good standing and may be accomplished by an online survey or other written mechanism.

ARTICLE 3. CHAPTER GOVERNANCE

Section 3.1 Board of Directors

3.1.1 Composition and Authority

- a) An elected Board of Directors, herein referred to as ‘the Board’, shall be the governing body of the Chapter responsible for setting direction and policy with full authority over all affairs of the Chapter, including exercising authority over all Chapter business and funds.
- b) Approval of the Board, in accordance with these Bylaws, shall be required for all Chapter activities. Unless otherwise provided for in these Bylaws, all actions and decisions of the Board shall be final.
- c) The Board shall include the following **Board Member** positions:
- 1) President
 - 2) Secretary
 - 3) Treasurer
 - 4) Vice President (VP) Sponsorship
 - 5) Vice President (VP) Communication
 - 6) Vice President (VP) Marketing
 - 7) Vice President (VP) Events
 - 8) Vice President (VP) Education
 - 9) Vice President (VP) Membership

3.1.2 Board Member Roles

Any changes to Board positions shall require the passing of a motion to that effect by a Quorum of the Board.

All Members of the Board shall be IIBA Members in good standing.

3.1.2.1 President

- a) The President shall be the chief executive officer for the Edmonton 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.

- b) In alignment with the mandate of the IIBA, the President is accountable for establishing the strategic direction for the Edmonton Chapter and for ensuring that the Board collectively contributes to the achievement of that strategy, as well as the Edmonton Chapter's sustainability.
- c) Specific accountabilities include, but are not limited to:
 - i) Stewardship of the Edmonton Chapter's strategy, i.e., mission, vision and strategic objectives.
 - ii) Performance of the Board and its individual Directors.
 - iii) Ensuring Board Member succession, including appointments of replacement Board Members to vacant positions.
 - iv) Managing appointments of Nominating Committee members for each election year, appointments of committees, committee chairpersons and representatives to task teams with Board approval.
 - v) Ensuring the development and implementation of effective and efficient Board policies, procedures, roles and structures.
 - vi) Ensuring the development of Board meeting and General Meeting schedules and agendas and presiding over, or appointing the Secretary to preside over all Board meetings and General Meetings.

3.1.2.2 Secretary

- a) The Secretary shall keep the records of all business meetings of the Edmonton Chapter and Board of Director meetings. Distribution of the approved minutes will be done within fourteen (14) days of approval.
- b) The Secretary may facilitate meetings in which the President is unavailable. If the Secretary is called to facilitate any meeting for which the President is unavailable, any other Board Member can scribe for that meeting.

3.1.2.3 Treasurer

- a) The Treasurer acts as one of the signing officers of the Board and is responsible for the oversight of the management of funds for duly authorized purposes of the Edmonton Chapter, including accounts receivable, accounts payable, management of the Edmonton Chapter's bank accounts, preparation of the annual budget.
- b) The Treasurer is responsible to the Board of Directors and will submit the books for audit each year.

3.1.2.4 Vice President (VP) Marketing

The VP Marketing is responsible for the strategy, tactics, and programs to create interest, demand, and recognition for the Edmonton Chapter.

3.1.2.5 Vice President (VP) Communications

The VP Communications is responsible for the promotion of the Edmonton Chapter and the IIBA through the timely dissemination of information to both the Edmonton Chapter membership and business community, using appropriate means to accomplish the objective.

3.1.2.6 Vice President (VP) Events

The VP of Events is responsible for:

- a) The planning and delivery of the Edmonton Chapter events.
- b) The development of the annual events plan, including the planning and delivery of event schedules, speakers, logistical arrangements, registration and related record-keeping.
- c) The content of these events is to be consistent and in accordance with the objectives of the Edmonton Chapter, the IIBA and with the approval of the Edmonton Chapter Board of Directors.

3.1.2.7 Vice President (VP) Education

The VP of Education is responsible for:

- a) Evaluating, recommending and organizing professional development – activities and/ or events that will increase the competence of the business analysis community.
- b) Helping Business Analysts achieve their professional certification, and are consistent with the overall mandate of the IIBA.

3.1.2.8 Vice President (VP) Membership

The VP of Membership is responsible for:

- a) The growth and sustainment of the Edmonton Chapter's membership.
- b) Membership registration.
- c) Managing the Edmonton Chapter's relationship with its members.

3.1.2.9 Vice President (VP) Sponsorship

The VP Sponsorship is responsible for gaining appropriate sponsorship for the Edmonton Chapter and for Edmonton Chapter events. This includes managing sponsor relationships to ensure maximum value for both parties.

3.1.2.10 Past President

The current Board may call the Past President (in good standing) if needed to provide continuity and mentorship to the new President and the incumbent Board of Directors, if able. This is a voluntary, non-elected position. The Past President is called on to:

- a) Serve as a non-voting Member on the Board in the two (2) years following the expiration of their term.
- b) Support the current President.
- c) Chair the Nominating Committee / Election Officer for the recruitment of new Board Members.
- d) Assist with Board recruitment and orientation to the Board.
- e) Assist with Board training.
- f) Provide historical continuity about the Board’s activities.

3.1.3 Term of Office and Tenure

- a) The term of office for all Board positions will be two (2) years, apart from the first election of the Chapter. Each Board Member may hold a specific position for a maximum of two (2) consecutive terms, except where there is no other available nominee to stand for election of the position at the end of the second term.
- b) Apart from the first election of the Chapter, elected Board positions shall be staggered such that re appointment will take place two (2) years after the initial appointment.
- c) Board Members will be elected in two (2) groups, with terms commencing in alternate years.

Group A - Elected at the AGM in Even Years	Group B - Elected at the AGM in Odd Years
<ul style="list-style-type: none"> • President • Vice President - Communications • Vice President - Education • Vice President - Marketing 	<ul style="list-style-type: none"> • Secretary • Treasurer • Vice President - Sponsorship • Vice President - Events • Vice President - Membership

- d) Not all Board positions may be filled during each election year, however, the requirements for minimum five (5) number of Board Members shall be fulfilled.

- e) Board Members shall hold office for the duration of their term or until they have completed a responsible transition of duties to their successors.

3.1.4 Nominations and Elections

- a) A Nominations Committee / Election Officer will be established and chaired by a Board appointed person who is not currently a Member of the Board and is a Member In Good Standing.
- b) Candidates for Board positions shall be nominated by the Membership via a petition process established by the Nominating Committee / Election Officer and approved by the Board. Such a petition process shall provide at least three (3) weeks notice of forthcoming elections to allow for nominations.
- c) All nominees must be Members in good standing to be eligible to serve as a Board Member. Nominees will be reviewed by the Nominations Committee / Election Officer to ensure the candidate has the necessary qualifications for the roles and responsibilities of the position, as documented in the Chapter Policies and Procedures.
- d) Notifications of elections and the slate of nominees shall be sent with a minimum of seven (7) calendar days of notice to the Membership. No current Member of the Nominating Committee involved in the tally of results shall be included in the slate of nominees presented for election.
- e) Discrimination in nominations and election procedures based on race, colour, creed, gender, age, national origin, religion, physical or mental disability, political belief, marital status, employment status, sexual orientation or other unlawful purpose is prohibited. Failing to any of this will result in disqualification from the nomination and will be considered as a violation of Chapter Bylaws.
- f) Board Members shall be elected by Special Resolution. Voting shall be conducted by confidential ballot. Ballots shall be counted by the members of the Nominating Committee / Election Officer or by tellers designated by the Board.
- g) Elected candidates shall become members of the Board immediately, and a two (2) weeks to two (2) months transition period shall commence following the election. Newly elected Board Members shall not have voting rights until the beginning of their respective term.

3.1.5 Removal from Office

- a) The Board may declare a Board Member position to be vacant where a Board Member:
 - i) fails to abide by these Bylaws;
 - ii) ceases to be a Member In Good Standing;
 - iii) fails to effectively perform their responsibilities;
 - iii) fails to attend three (3) consecutive scheduled Board meetings;
 - iv) fails to attend three (3) consecutive scheduled meetings where the presence of the Board Member is required; or
 - v) does something judged to be harmful to the Board or Chapter.

- b) Such declarations shall require the passing of a motion to that effect by a Quorum of the Board.
- c) The affected Board Member 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 affected Board member's IIBA Edmonton Chapter email and/or address. The notice shall state the reasons why removal is being considered.
- d) The affected Board 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 affected Board Member. The Board may exclude the affected Board Member and the affected Board Member's representative from its discussion of the matter, including the deciding vote. The decision of the Board is final.

3.1.6 Resignations

A Board Member may resign by submitting written notice to the Secretary and/or President. Unless another time is specified in the notice or determined by the Board, a resignation shall be effective upon receipt of the notice by the Board. The Board will communicate the transition process after determining the ongoing activities and/or current responsibilities with the outgoing Board Member. After submitting the resignation, the outgoing Board Member will neither be entitled to vote nor participate in any decision making activity.

3.1.7 Vacancies

- a) If a Board Member position becomes vacant, the Board may appoint, by motion, a successor to fill that office for the unexpired portion of its term, or until the next scheduled election, whichever comes first.
- b) In the event the President is unable or unwilling to complete the current term of office, the Board may then appoint, by motion, an eligible Board Member to fill the vacated office for the remainder of its term.

Section 3.2 Chapter Management

3.2.1 Policies and Procedures

The Board shall develop and maintain Policies and Procedures to better enable the achievement of the purposes and day-to-day operations of the Chapter.

3.2.2 Calling Board Meetings

- a) The Board shall meet regularly at a place and time determined by the Board, or at the written (email or by communication tool being used by the Board Member) request of three (3) Board Members submitted to the Board Secretary. Meetings shall be conducted in accordance with generally accepted business practices and documented accordingly.

- b) The Board shall meet in person where possible or virtually.

3.2.3 Board Actions

- a) A motion may be put forward by any Board Member and seconded by another Board Member. Motions shall be voted on by the Board except where general consent is requested and no objections received. Motions are required for but not limited to:
 - i) acceptance of Board meeting minutes (by general consent);
 - ii) an expenditure of funds;
 - iii) a proposed change to the Bylaws;
 - iv) a change in the number or structure of active Board Member positions; or
 - v) an appointment to a vacant Board Member position.
- b) Each Board Member shall be entitled to one (1) vote on any matter or motion coming before the Board.
- c) When one Board Member holds more than one portfolio, the Board Member shall be entitled to one (1) vote only.
- d) Each decision of the Board shall be approved by a Quorum of the Board except as provided for elsewhere in these Bylaws. Abstaining from a vote is only acceptable in cases where a conflict of interest exists.
- e) The President shall have the deciding vote in case of a tie.
- f) A resolution in writing, signed by the Board Members and placed with the Board is as valid and effective as if regularly passed at a Board meeting. Approval by email or other electronic means is acceptable in lieu of signature.

3.2.4 Committees and Volunteers

- a) A Board Member may establish or abolish, as it deems necessary from time to time, Committees to carry out defined tasks. The Board Member is accountable for all actions of the Committee and shall report the outcomes to the Board. Each Committee shall be governed by the Chapter Policies and Procedures which shall delineate such things as the Committee's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.
- b) Additional Volunteers may be selected to perform specific tasks and activities not related to a committee. Each Volunteer will report to a Board Member that is accountable for these activities. Volunteer roles shall be governed by the Chapter Policies and Procedures and shall be clearly defined with the role's purpose and objectives, structure, operational parameters, responsibilities, etc. as determined by the Board.
- c) Any funding required by a committee or Volunteer may be authorized by the Board Member, on approval of the Board. As designated in the Chapter Policies and Procedures, the Board Member shall be responsible for allocated funds and shall submit a monthly report to the Board.

3.2.5 Contracts

The Chapter may engage in contracts or transactions with Members, Board Members, appointed Committee members, Volunteers or authorized representatives of the Chapter and/or any corporation, partnership, association or other organization in which one or more of the Chapter's Board Members, appointed Committee Members, Volunteers 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 Board Members who do not have an interest in the transaction or contract; and
- 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.

3.2.6 Conflict of Interest

All Board Members, appointed Committee Members, Volunteers and authorized representatives of the Chapter 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.

3.2.7 Bylaw Governance

Wherever these Bylaws conflict with IIBA Bylaws, IIBA Bylaws shall govern the Board providing they do not conflict with Alberta Provincial or Canadian Federal legislation.

3.2.8 Amendment of Bylaws

- a) These Bylaws shall only be amended by a Special Resolution of the Members.
- b) Proposed amendments must be submitted to the Board in writing by a Member In Good Standing. The Board Secretary shall receive the proposal, confirm consistency with the Bylaw Amendment process, and forward to the appropriate Board Member. The Board Member will then prepare a corresponding impact statement. This process should be completed within two (2) months of receipt, or the Board Member shall respond in writing to the submitting Member the reason for delay. Every attempt will be made to resolve the obstacle and complete the impact statement. Upon completion, the impact statement and related analysis shall be presented to the Board for review.
- c) The proposed amendment shall be discussed by the Board and handled, by motion, as one of:
 - i) approved to proceed;
 - ii) rejected; or

- iii) returned for further study.
- d) Rejection may be due to the proposal being noncompliant with Law, inconsistent with IIBA and/or Chapter statutes, policies, procedures, rules or directives, or in conflict with the Chapter purpose or charter.
- e) Once approved to proceed, proposed amendments must be presented to the Membership in writing, allowing at least fifteen (15) days for review and vote by Special Resolution. The Board shall record the results of the Special Resolution. This information shall be made available upon request.
- f) The amended Bylaws shall take effect immediately upon passage of the Special Resolution unless otherwise specified by the resolution.

Section 3.3 Compensation and Indemnification

3.3.1 Compensation

- a) No Member shall receive any pecuniary gain, benefit or profit, be it incidental or otherwise, from the activities, financial accounts or resources of the Chapter except as otherwise provided for in these Bylaws.
- b) No Board Member, appointed Committee Member, Volunteer or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on behalf of the Chapter. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by a Board Member, Committee Member, Volunteer or authorized representative regarding attendance at Board meetings and other approved activities.
- c) The Board shall elect to give a one-time, non-cash appreciation gift valued at no more than \$50.00 to outgoing Board Members provided they actively served on the Board for their entire term and completed the transition period.
- d) Any Board Member who completes their term and takes another Board position or continues for a second term may also be compensated with a non-cash appreciation gift valued at no more than \$50.00.

3.3.2 Indemnification

- a) In the event that any person who is or was a Board Member, Committee Member, Volunteer 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 pertaining to any current or past matters directly related to the Chapter, such representative may be indemnified against reasonable expenses and all 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 registered.

- b) The indemnification provided under this Article shall insure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled. Where the representative has been successful in defending the action, indemnification is mandatory. 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.

ARTICLE 4. MEMBERSHIP

Section 4.1 General Membership

4.1.1 Eligibility

- a) 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.
- b) Membership in the Chapter shall be open to any person interested in the declared purposes of the Chapter, regardless of race, colour, creed, gender, age, national origin, religion, physical or mental disability, political belief, marital status, employment status, or sexual orientation.

4.1.2 Membership and Dues

All Members shall pay the required IIBA membership dues to IIBA on an annual basis as outlined in IIBA membership guidelines.

4.1.3 Rights and Privileges of Members

- a) Chapter Members are entitled to one vote per motion at General Meetings and Special Resolutions.
- b) Any Member In Good Standing is entitled to receive notice of membership meetings of the Chapter, attend any membership meeting of the Chapter, speak at any General Meeting of the Chapter and exercise other rights and privileges given to Members in these Bylaws.

4.1.4 Termination of Rights and Privileges

All rights and privileges accorded to a Member cease when the Member transfers their affiliation to another IIBA Chapter, resigns or dies.

4.1.5 Delinquency

- a) A Member shall be considered delinquent if IIBA dues have not been paid by the renewal

date.

- b) A Member shall have been deemed as expired as per the policies laid out by IIBA.

4.1.6 Transferability of Membership Rights and Privileges

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

4.1.7 Confidentiality of Membership Information

Member Data will be kept confidential and may be used only for purposes directly related to the business of the Chapter and that are consistent with IIBA policies.

Section 4.2 Professional Behaviour

4.2.1 Definition of Professional Behaviour

Members are expected to exhibit professional behaviour at Chapter meetings, events and functions. A Member will be considered in violation if they:

- a) fail to abide by these Bylaws;
- b) are disruptive or disrespectful at meetings or functions of the Chapter;
- c) has done something judged to be harmful to the Chapter; **or**
- d) has failed to fulfill a commitment, the failure of which could be judged harmful to the Chapter.

4.2.2 Exclusion from Volunteer Opportunities

The Board may choose to exclude a Member from volunteer opportunities if it has been determined that professional behaviour has not been exhibited by the member.

4.2.3 Expulsion of Global Membership

The Board reserves the right to pursue expulsion, suspension or revocation from membership in IIBA as per IIBA Bylaws Article 8 - Discipline.

Section 4.3 Membership Meetings

4.3.1 General Meetings

- a) An Annual General Meeting (AGM) of the membership shall be held once a year, in April/May at a location to be determined by the Board. The Board may convene a Special General Meeting at their discretion.

- b) Notice of a General Meeting shall specify the place, day and hour of the meeting, and, in case of a Special General Meeting, the purpose of that meeting. Notification will be sent by email to all Active Members of the Chapter, regardless of the email preferences identified in their Member Data.
- c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
- d) General Meetings shall be conducted in accordance with generally accepted business practices and documented accordingly, as determined by the Board.
- e) The President of the Chapter, or the Secretary, or the Treasurer, in the absence of all three, one of the other Board members present, shall preside as chairman of a General Meeting.

4.3.2 Chapter Meetings and Events

- a) Chapter meetings and events will be held on a regular basis per the annual calendar prepared by the Board.
- b) Chapter meetings and events will be made available to Members and guests. Notification will be sent by email to Members based on the email preferences specified in their Member Data. Individuals on the Chapter mailing list will also receive notification.

ARTICLE 5. FINANCE

Section 5.1 Financial Authority

- a) The signing authority for commitments and contracts shall be a Board Member(s), upon approval by the Board.
- b) The signing authority of the Chapter's bank account shall include Treasurer and one (1) Board Member
- c) The Board shall approve any expenditures or contracts entered by the Chapter. The Board may not borrow any money or sell, mortgage, lease away or otherwise dispose of its real property unless authorized by an affirmative Special Resolution vote of the Members.

Section 5.2 Accounting Records Management and Reporting

5.2.1 Annual Budget

- a) A budget showing anticipated revenue and expenses shall be adopted annually by the Board.
- b) The annual budget for succeeding years shall be consistent with Board-approved annual budgeting policies and procedures.
- c) The Board is required to exercise reasonable diligence in the management of the Chapter's business and finances.

5.2.2 Preparation and Keeping of Books and Records

- a) A permanent record shall be kept of all Chapter financial transactions in accordance with Generally Accepted Accounting Principles (GAAP) and Canada Revenue Agency regulations and guidelines.
- b) The Treasurer will be responsible for producing current financial statements every month, and providing those to the Board for transparency.

5.2.3 Semi-Annual Financial Review

- a) The Treasurer shall be responsible to conduct a semi-annual review of the Chapter's finances and financial statements with the Board.
- b) The dates for these reviews will be agreed upon by the Board at the beginning of each fiscal year.

5.2.4 Annual Financial Review and Audit

- a) The Board shall provide for an annual financial review and audit of the Chapter's finances and financial statements by procuring the services of an accountant to conduct the process.
- b) Results of the annual financial review and audit shall be reported to the Board and subsequently presented to the general Membership at a General Meeting.

5.2.5 Inspection of Books and Records by Members

- a) All financial records of the Chapter are open for such inspection by any Member In Good Standing.
- b) A Member In Good Standing wishing to inspect the books or records of the Chapter must give at least thirty (30) days' notices to the Secretary of the Member's intention to do so.

- c) 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.

ARTICLE 6. RATIFICATION AND AMENDMENTS

- a) These Bylaws may be amended by a majority vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a majority vote of the voting membership in good standing voting by electronic ballot returned within fifteen (15) 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 or electronic mail to the membership at least fifteen (15) days before such meeting or vote.
- b) Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.
- c) 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.

ARTICLE 7. DISSOLUTION

Section 7.1 Distributing Assets and Dissolving the Chapter

- a) The Chapter shall be dissolved only by the passage of a Special Resolution and discussion at a General Meeting.
- b) In the event of dissolution, the Chapter shall not pay any dividends or distribute property among its Members. After payment of all debts, the remaining assets shall be liquidated and donated to a charitable institution designated by the voting membership.
- c) All assets to be donated shall be documented at the time of dissolution and shall be held for a six (6) months period by a Board appointed Member or legal entity.

ANNEX 1 - REVISIONS

Version	Date of Revision	Revision to August 31, 2010 Bylaws
2.0	March 14, 2022	<p>Applied formatting changes throughout the document. These formatting changes are not captured in this annex.</p> <p>The summary of revisions are:</p> <ol style="list-style-type: none"> 1. Revisions to reflect IIBA Harmonization and IIBA global bylaw standards. 2. Removed reference to 'Robert's Rule of Order Revised', pertaining to how Board meetings shall be conducted.
2.1	March 17, 2022	Final review by the Chapter Board
2.2	April 1, 2022	<p>Updated with feedback from IIBA Americas Western Region - Regional Director</p> <ol style="list-style-type: none"> 1. Word edits throughout the bylaws not captured in this annex. 2. Added missing Article 6 Ratification and Amendments.
2.3	May 4, 2022	<p>Per clarification meeting with IIBA Americas Western Region - Regional Director</p> <p>Updated Article 6 Ratification and Amendments to majority vote and majority returned electronic ballots within fifteen (15) days.</p>