

# International Institute of Business Analysis Greater Philadelphia Chapter Bylaws

## Contents

Article I. Name and Territory .....	3
Article II. Relationship to IIBA® .....	3
Article III. Purpose and Limitations of the Chapter.....	4
Article IV. Composition .....	5
Article V. Chapter Membership .....	5
Article VI. Chapter Board of Directors .....	6
Article VII. Nominations and Elections.....	13
Article VIII. Chapter Committees .....	14
Article IX. Chapter Finance.....	15
Article X. Meetings of the Membership.....	15
Article XI. Inurement and Conflict of Interest.....	16
Article XII. Indemnification .....	17
Article XIII. Ratification and Amendments.....	18
Article XIV. Dissolution.....	18

## Article I. Name and Territory

**Section 1.** This organization shall be called the Greater Philadelphia Chapter of the IIBA<sup>®</sup>, Inc. (hereinafter “the Chapter”). This organization is a local Chapter chartered by the International Institute of Business Analysis (hereinafter “IIBA<sup>®</sup>”), separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of the Commonwealth of Pennsylvania. The Chapter shall be incorporated as a 501 (c) 6 organization. This document sets forth the general bylaws of the Greater Philadelphia Chapter of the IIBA<sup>®</sup>, Inc., which regulate the operation of this organization.

**Section 2.** The principal office of the Chapter shall be located in the Greater Philadelphia Area in the Commonwealth of Pennsylvania. The Chapter may not create or administer sub-offices as defined in its Charter with IIBA<sup>®</sup>.

**Section 3.** The Chapter shall meet all legal requirements in the jurisdiction (s) in which the Chapter conducts business or is incorporated and/or registered.

## Article II. Relationship to IIBA<sup>®</sup>

**Section 1.** The Chapter is responsible to the duly elected IIBA<sup>®</sup> Board of Directors and is subject to all IIBA<sup>®</sup> policies, procedures, rules and directives lawfully adopted.

**Section 2.** The Bylaws of the Chapter may not conflict with the current IIBA<sup>®</sup>'s Bylaws and all policies, procedures, rules or directives established or authorized by IIBA<sup>®</sup> Board of Directors as well as with the Chapter's Charter with IIBA<sup>®</sup>.

**Section 3.** The terms of the Charter executed between the Chapter and IIBA<sup>®</sup>, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

**Section 4.** The Chapter may not impose any requirements on membership in the Chapter, other than those requirements set forth in the IIBA<sup>®</sup> Bylaws.

**Section 5.** All Chapter members must be members of the IIBA<sup>®</sup> in good standing and must adhere to the IIBA<sup>®</sup> Member Code of Ethical Conduct and Professional Standards (the “Code”).

**Section 6.** The Chapter acknowledges that the authority and responsibility for the enforcement of the Code, with respect to IIBA<sup>®</sup> members, shall rest solely with the IIBA<sup>®</sup>.

**Section 7.** Any individual whose membership in the IIBA<sup>®</sup> has been revoked or suspended shall not be eligible to retain membership in the Chapter so long as such revocation or suspension of his or her IIBA<sup>®</sup> membership is in effect.

## Article III. Purpose and Limitations of the Chapter

### Section 1. Purpose of the Chapter

A. General Purpose. The Chapter has been established as a non-profit, tax-exempt corporation (or equivalent) chartered by IIBA®, and is dedicated to advancing the practice, science, and profession of business analysis in a conscientious and proactive manner.

B. Specific Purpose. Consistent with the terms of the Charter executed between the Chapter and IIBA® and these Bylaws, the purposes of the Chapter shall include the following:

a. Enhance the purposes of IIBA® as set forth in the IIBA® Bylaws.

b. Encourage and facilitate education, certification, and professionalism in business analysis.

c. Provide a recognized forum for the free exchange, discussion and examination of problems, solutions, applications, and ideas related to business analysis.

d. Seek and foster regional cooperation with organizations and businesses, both public and private; provide a guiding influence which relates to business analysis and collaborate in matters of common interest and benefit.

e. Identify and promote the fundamentals and evolution of business analysis and advance the body of knowledge for business analysis successfully.

f. Champion and foster IIBA® Member Code of Ethical Conduct and Professional Standards ("Code").

### Section 2. Limitations of the Chapter

A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Chapter Articles of Incorporation.

B. 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 and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.

C. The officers and directors of the Chapter shall be solely accountable for the planning and operations of the Chapter and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; IIBA®'s Bylaws, policies, practices, procedures, and rules; and applicable law.

D. The Chapter membership database and listings accessible by the Chapter's officers and directors 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® and Chapter policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.

## Article IV. Composition

**Section 1.** The Chapter shall consist of an elected President and Board of Directors (Board) 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.

## Article V. Chapter Membership

**Section 1.** General Membership Provisions.

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. 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, creed, color, age, sex, marital status, international origin, religion, physical or mental disability, gender, ethnicity, sexual orientation, ancestry, veteran's status, or background.

B. "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 IIBA® dues verified in the IIBA membership report.

C. Members shall be governed by and abide by the IIBA® Bylaws and by the Bylaws of the Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the IIBA® Member Code of Ethical Conduct and Professional Standards ("the Code").

D. All members shall pay the required IIBA® membership dues to IIBA® and if a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by the Chapter. Chapter memberships and fees are not transferable to other members. If a member separates from the chapter (voluntarily or otherwise), chapter dues will not be refunded to the member.

E. Membership in the Chapter shall terminate upon the member's written resignation, failure to pay dues or expulsion from membership for just cause as defined within the IIBA®'s bylaws. These rules apply to Chapter Board of Directors members as well as the general membership.

F. 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 to the terminated member.

G. Members who fail to pay the required IIBA® dues and are delinquent over 60 days will have their names removed from the official local chapter membership list of the Chapter. A delinquent member may be reinstated by making payment in full to IIBA® of all respective unpaid dues.

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

**Section 2.** Classes and Categories of Members. The Chapter shall not create its own membership categories. IIBA® Chapter membership categories shall be consistent with IIBA® membership categories.

## Article VI. Chapter Board of Directors

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

The Board shall have the powers and duties of a Board of Directors under applicable provisions of Pennsylvania law and as may be set forth in the Articles of Organization.

**Section 2.** Board Structure and Terms of Office

A. The Board shall consist of nine (9) officers elected by the membership as defined below:

- President
- Secretary
- Treasurer
- Vice President, Marketing
- Vice President, Professional Development
- Vice President, Programs
- Vice President, Technology
- Vice President, Membership Development
- Vice President, Social Media

Officers shall be members in good standing of IIBA® and of the Chapter.

Only officers elected by the membership will be entitled to vote on Board matters.

General duties for all officers include the following functions in addition to their more specific responsibilities:

- Fiduciary responsibility of managing the Chapter's financial records
- Charter committees and appoint a chairperson as required
- Recruit, manage and retain volunteers
- Develop a succession plan; identify and develop their successor(s)
- Communicate appropriate information with the Board
- Remain a Chapter member in good standing throughout their term as an officer of the Chapter
- Proactively fulfill all responsibilities in accordance with Chapter's Charter.

B. The President may appoint Directors (ref Article V, section 11) to serve on the Board as non-officers. Non-officers shall be members in good standing of IIBA® and of the Chapter. The Board officers must approve appointed non-officers. Non-officers shall not be entitled to vote on Board matters.

C. Student Interns are non-officers chosen by the Board and who assist the Board members in carrying out their duties. Student Interns need not be a member of IIBA® or the Chapter. The duration of an internship shall not exceed 6 months. Student interns shall not be entitled to vote on Board matters.

D. Terms of Office: Terms of office for the officers and non-officers shall be 2 years, limited to 3 consecutive terms in the same position, and no more than 6 consecutive terms on the Board in general. An officer leaving the board may not stand for reelection for 1 year for each term served.

Terms take effect July 1st. The officer positions are staggered so that approximately half are elected each year based upon the following rotation guidelines:

#### Even Years

- President
- Treasurer
- Vice President, Marketing
- Vice President, Membership Development
- Vice President, Technology

#### Odd Years

- Secretary
- Vice President, Professional Development
- Vice President, Programs
- Vice President, Social Media

**Section 3.** The President is an officer and 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 participate and vote on all committees except the Election Committee.

Specific responsibilities include but are not limited to:

- Establish and communicate Chapter vision, mission and strategy for achievement
- Ensure compliance with IIBA® policies
- Establish and Maintain Chapter policies
- Schedule and chair Board meetings
- Charter and oversee Chapter elections
- Direct corporate outreach initiatives
- Direct academic outreach initiatives
- Direct professional outreach initiatives.

**Section 4.** The Secretary is an officer and shall be responsible for overseeing the day-to-day operations of the Chapter and all Operational Portfolios, including the development and delivery of operations relating to each scheduled Chapter meeting. The Secretary shall also keep the records of all business meetings of the Chapter and meetings of the Board and is the Secretary of Record for the Chapter's Incorporation with the Commonwealth of Pennsylvania. The Secretary will manage all communication received by the Chapter. The Secretary shall preside over meetings when the President is unavailable.



Other areas of responsibility include all aspects of membership administration, such as maintenance and communication of member records (to the Board and to individual members), status with IIBA® and the Chapter, and meeting/event attendance.

Specific responsibilities include but are not limited to:

- 
- Communicate understanding of membership status with members
- Maintain membership database
- Maintain and publish the calendar of meetings/events
- Maintain meeting/event attendance records
- Maintain meeting/event continuing education credits
- Support meeting/event setup and registration
- Report meeting/event to IIBA® (for insurance coverage, continuing education credits).

**Section 5.** The Treasurer is an officer and shall be responsible for controlling all chapter monies in accordance with directives of the Chapter Board of Directors. The Treasurer shall be accountable for the preparation and accuracy of Chapter financial documents, such as: the books of the Chapter, financial reports, annual budget, and fiscal and financial investment policies of the Chapter.

Specific responsibilities include but are not limited to:

- Establish/maintain Chapter bank accounts
- Ensure all payables and receivables are properly classified and paid according to the Chapter's classification policies
- Ensure required tax returns are prepared and filed in accordance to governing law
- Is the Treasurer of Record for the Chapter's incorporation with the Commonwealth of Pennsylvania
- Provide financial guidance to the Chapter Board of Directors including formal quarterly reports
- Collect and provide receipts for individual meeting/event registration fees.

**Section 6.** The Vice President, Marketing is an officer and shall be responsible for the development and maintenance of a Chapter marketing plan that assures continued growth through recruiting sponsors and partnering with major community employers and educational institutions.

Additionally, the Vice President, Marketing shall be responsible for providing leadership in developing and overseeing the management of a comprehensive marketing strategy for the Chapter, including understanding market segments and needs of those impacted by the field of business analysis, and overseeing the management of a comprehensive integrated communications strategy for the Chapter.

Specific responsibilities include but are not limited to:

- Recommend policy for sponsor benefits for approval by the Board
- Recruit sponsors
- Identify and develop new sponsor products with approval from the Board
- Support sponsor speaking opportunities
- Support the chapter's gross communications needs
- In conjunction with the VP of Membership, publish Chapter newsletter

**Section 7.** The Vice President, Professional Development is an officer and shall be responsible for providing leadership to the chapter in promoting business analysis professionalism through a program of educational seminars, workshops, study groups, presentations, and other services designed to help BA professionals achieve certification/credentialing and to advance in their careers.

Specific responsibilities include but are not limited to:

- Plan, schedule and communicate CBAP Study Groups
- Plan, schedule and communicate webinars
- Negotiate and plan training opportunities for members under beneficial terms
- Identify new offerings, services and programs of value to members
- Recommend topics for chapter meetings/events for approval by Board
- In conjunction with VP of Programs, secure speakers for chapter meetings/events

**Section 8.** The Vice President, Programs is an officer and shall be responsible for developing a program strategy and roadmap for the Chapter. "Programs" shall be defined as the yearly cycle of Chapter-wide meetings and events. The Vice President, Programs shall work closely with the Board to ensure the Chapter's programs meet both short-term and long-term objectives for delivering value to members.

Specific responsibilities include but are not limited to:

- In conjunction with VP of Professional Development, secure speakers for chapter meetings/events
- Promote meetings/events
- Schedule facilities
- Support event sponsorship and sponsor speaking opportunities
- Meeting/event registration
- Hold meeting/event
- Solicit member feedback on specific meetings/events

- Administer periodic member satisfaction surveys regarding programs, and report improvement opportunities to the Board.
- Provide oversight to event volunteers, sponsors, caterers and other and approved contracted personnel.

**Section 9.** The Vice President, Technology is an officer and shall be responsible for developing and implementing a technology strategy and roadmap for the Chapter. The Vice President, Technology shall work closely with the Board and with IIBA® to ensure the Chapter's technology infrastructure meets both short-term and long-term objectives for delivering value to members.

Specific responsibilities include but are not limited to:

- Ensure Chapter compliance with IIBA®'s technical requirements
- Ensure technical integration between the Chapter and IIBA®, including such areas as web sites, e-mail, and membership databases
- Developing and adhering to technology related policies, including privacy issues and the use of social media
- Maintain chapter web site
- Ensure Chapter's technical assets, such as the web site, are used in accordance with Chapter bylaws and policies
- Provide oversight to technology volunteers, such as the web masters, and student interns and other contracted personnel.

**Section 10.** The Vice President, Membership Development is an officer and shall be responsible for the development and maintenance of a Chapter membership strategy and membership plan that assures continued growth through recruiting and partnering with major community employers and educational institutions. This includes setting policy for membership benefits and annual membership dues with approval from the Board.

Specific responsibilities include but are not limited to:

- Recommend policy for membership benefits for approval by the Board
- Recommend policy for annual membership dues for approval by the Board
- Recruit members
- Build and foster relationships with local educational institutions
- Organize member meetings outside of normal monthly events. Coffee talk, career advice, resume building, etc.
- Create and monitor new section on chapter website for members to share how IIBA® has helped their careers

- Along with VP of Marketing, negotiate member perks with partners, sponsors, and conference organizers
- Administer periodic member satisfaction surveys and report improvement opportunities to the Board
- Support the chapter's gross communications needs
- In conjunction with VP of Marketing, create, maintain, and continuously improve Chapter web site content
- In conjunction with VP of Marketing, publish Chapter newsletter.

**Section 11.** The Vice President, Social Media is an officer and shall be responsible for the development and maintenance of a Chapter Social Media strategy and Social Media plan that assures continued growth through a strong social media presence.

Specific responsibilities include but are not limited to:

- Recommend policy for social media for approval by the Board
- Support the chapter's gross communications needs
- Establish, maintain, and continuously improve the Chapter's presence in social media
- Maintain chapter social media accounts
- Create, maintain, and continuously improve Chapter web site content
- Publish Chapter newsletter in social media.

**Section 12.** The Past President is a non-officer and shall be instrumental in providing historical continuity in the Board's activities.

Specific responsibilities include but are not limited to:

- Support and advise the current President
- Chair the Election Committee
- Assist with Board recruitment and orientation to the Board
- Assist with Board transition and training
- Serve on other committees and task forces and take on special assignments
- Advise the Board on budget, operations, legal and fiduciary responsibilities.

**Section 13.** Directors may be appointed by the President and confirmed by the officers. The Directors are non-officers and may include, but not limited to: Director-at-Large. Directors shall provide general guidance and oversight, and not intended to have specific direct operational responsibilities.

**Section 14.** The Board shall exercise all powers of the Chapter, except as specifically prohibited by these bylaws, the IIBA® Bylaws and policies, its charter with IIBA®, and the laws of the Commonwealth of Pennsylvania. 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 15.** 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 Secretary. A quorum shall consist of no less than one-half of the voting members of the Board at any given time. Each officer shall be entitled to one (1) vote and may take part and vote in person or via teleconference. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

**Section 16.** The Board of Directors may declare an officer or non-officer position to be vacant where an officer or non-officer ceases to be a member in good standing of IIBA® or of the Chapter by reason of non-payment of dues, or where the officer or non-officer fails to attend two (2) consecutive Board meetings or three (3) Board meetings throughout the program year. An officer or non-officer may resign by submitting written notice to the President or Secretary. 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 17.** An officer or non-officer may be removed from office with or without cause in connection with the affairs of the organization with the provision that

- a. They are provided with notice and the opportunity to be heard prior to any vote and
- b. A decision is ratified 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 voting members on the Board.

**Section 18.** If any officer or non-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. In the event the President is unable or unwilling to complete the current term of office, the Board shall appoint a current officer to assume the duties and office of the presiding officer for the remainder of the term.

## Article VII. Nominations and Elections

**Section 1.** The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status,

national origin, religion, physical or mental disability, gender, ethnicity, sexual orientation, ancestry, veteran's status, background or unlawful purpose is prohibited.

**Section 2.** Candidates who are elected shall take office on the first day of July following their election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

**Section 3.** An Election Committee shall be appointed by the Board and shall consist of at least one officer and one other member, who may be an officer, non-officer or Chapter member in good standing.

The Chairperson of the Election Committee shall be the Past President of the Chapter. If the Chapter has no one in the Past President role, the Board shall appoint the Chairperson.

The Election Committee shall prepare a slate of nominees for each Board of Directors officer's position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for the officer's positions may also be nominated by petition process established by the Election Committee or the Board. The President shall appoint a Committee Chairperson to Chair the committee and lead all other committee volunteers.

Elections shall be conducted:

- a. during the annual meeting of the membership, or
- b. by electronic vote in compliance with the legal jurisdiction.

The candidate who receives a majority of votes cast for each office shall be elected.

Ballots shall be counted by the Election Committee or by tellers designated by the Board.

**Section 4.** No current member of the Election Committee shall be included in the slate of nominees prepared by the Committee.

## Article VIII. Chapter 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. The chairperson shall have a title of Associate Vice President and shall report into an officer. The chairperson shall be responsible for staffing approved committees in alignment with the respective charter; committee members shall be approved by the responsible officer.

## Article IX. Chapter Finance

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

**Section 2.** Chapter event fees and sponsorship fees shall be set by the Chapter's Board of Directors.

**Section 3.** The Chapter Board of Directors shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities and in accordance with IIBA® policies.

**Section 4.** All the Chapter's sponsorship fees and non-member event attendee billings, fee collections and disbursements shall be performed by the Chapter.

## Article X. Meetings of the Membership

**Section 1.** An annual meeting of the chapter membership shall be held at a date and location to be determined by the Board.

**Section 2.** Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

**Section 3.** Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

**Section 4.** Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

**Section 5.** Quorum at all annual and special meetings of the Chapter shall be a minimum of five percent (5%) of membership (those members in good standing and attending the meeting).

**Section 6.** All meetings shall be conducted according to parliamentary procedures determined by the Board.

**Section 7.** The Chapter will adhere to the following minimum meeting schedule.

- a. Chapter Membership Meetings: two per year
- b. Annual General Meeting (AGM): one per year
- c. Board of Directors Meetings: four per year
- d. Committee Meetings: as needed.

**Section 8.** Meeting notification and attendance requirements include:

- a. Chapter Membership Meetings: called by Vice President, Programs by e-mail with 14-day notice, 5% membership minimum
- b. Annual General Meeting (AGM): called by President by e-mail with 30-day notice, 5% membership minimum
- c. Board of Directors Meetings: called by President by e-mail with 7-day notice, majority of serving directors minimum
- d. Committee Meetings: called by Committee Chair by email with notice as required, minimum attendance as required.

**Section 9.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without such meeting if all of the directors then in office consent to the action, in writing, and the written consents are filed with the records of the corporation. Such written consents shall be treated for all purposes as a vote at a duly called meeting.

**Section 10.** Unless otherwise provided by law or the Articles of Organization, Directors may participate in the meetings of the Board of Directors by means of a conference telephone or other telecommunications equipment so long as all persons participating in the meeting can hear each other at all times and at the same time, and participation by a Director in this manner shall constitute presence in person at the meeting.

## Article XI. Inurement and Conflict of Interest

**Section 1.** No member of the Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter, except as otherwise provided in these bylaws.

**Section 2.** No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

**Section 3.** Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Chapter and any corporation, partnership, association or other organization in which one or more of Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:



A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;

B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;

C. the contract or transaction is fair to Chapter and complies with the laws and regulations of the applicable jurisdiction in which Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

**Section 4.** All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

**Section 5.** All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

## Article XII. Indemnification

**Section 1.** In the event that any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

**Section 2.** Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws to the extent that the status of the corporation as a tax exempt organization under the relevant provisions of the Internal Revenue Code is not adversely affected.

**Section 3.** To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director,

officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise to the extent that the status of the corporation as a tax exempt organization under the relevant provisions of the Internal Revenue Code is not adversely affected.

## Article XIII. Ratification and Amendments

**Section 1.** Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

**Section 2.** Notice of proposed amendment shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

**Section 3.** Bylaws may be amended by a two-thirds (2/3) vote of the members in good standing participating in such vote. Votes may be held at any duly called or regularly scheduled chapter meeting or by ballot distributed to the membership. When ballots are used, they shall be due not less than 14 days after it can be reasonably presumed that voting members have received such ballot.

**Section 4.** All amendments must be consistent with IIBA®'s By-laws and the policies, procedures, rules and directives established by the IIBA® Board of Directors, as well as with the Chapter's Charter with IIBA®.

## Article XIV. 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.