

IIBA IRELAND CHAPTER

Bylaws



As of 25/11/2024

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Bylaw 1 – Name & Territory

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

Section 2: The principal office of the Chapter shall be located in Dublin, Ireland

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 authorised neither by IIBA’s Board of Directors nor with the Chapter’s Charter with IIBA.

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

Bylaw 2 – Objective

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

Section 2: The objectives of the Chapter are:

- Raising BA professional practice in Ireland
- Increase awareness of business analysis
- Value add to members and the community
- Enhance support for business analysis professionals
- Increase engagement within the business analysis community
- Provide a standard umbrella body for business analysis professionals in Ireland
- Increase visibility of existing and new IIBA certifications. The Chapter will align its programs and initiatives to the IIBA core objectives and focuses
- Increase the IIBA professional practice and standards with several BA aligned activities and programs
- Organise Seminars/webinars and training programs with themes relevant to business analysis

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 organisation is voluntary and shall be open to any person interested in furthering the purposes of the organisation. 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, whose IIBA profile has Ireland 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 thereunder.

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

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

Section 7: Membership in the Chapter shall terminate upon the member’s selection of another Chapter, failure to pay dues or expulsion from membership for just cause as defined within the international bylaws. These rules apply to 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	Quarterly
Annual General Meeting (AGM)	Annually
Chapter Board Meeting	Monthly
Committee Meetings	As Needed

Section 2: Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
AGM	President	60 days	15% membership	Email
Events	Board Member	21 days	10% membership	Email
Chapter Board 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 Secretary to be discussed at the next Chapter Board 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 seven elected officers to serve in the following positions:

- President
- Secretary
- Treasurer
- Vice President (VP) of Communications & Marketing
- Vice President (VP) of Professional Development
- Vice President (VP) of Corporate Membership & Sponsorship
- Vice President (VP) of Event Planning

All officers must be members in good standing of IIBA. Officers will be elected by majority vote of Chapter members. Election results will be announced before and/or 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. To ensure continuity, upon election, new officers will immediately become non-voting members of the Board of Directors and will serve as understudies of their predecessor officers, until such time their term begins.

Officer positions may be created or eliminated by the Board of Directors, as deemed necessary to conduct the business of the Chapter. Officers can hold multiple positions provided that the offices of President and Treasurer shall not be held by

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the same individual. Non-elected and/or non-voting officer positions may be established and filled by a majority decision of the current Board.

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.

Officers will be elected in one of three alternate ways:

- 1) Voting at the Annual General Meeting;
- 2) Ballots distributed in advance with election results announced before and/or at the Annual General Meeting;
- 3) Announcement of the opening of elections with a 'meet and greet' of the candidates before the Annual General Meeting

Officer roles will be open for election based on the expiry of their two year tenure as per tracked under IIBA Ireland Chapter Officers page managed by the board.

Officers will be elected in July each year and will begin their term in September.

Section 2: The President shall be the chief executive officer for the Chapter and of the Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the 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 3: The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board. The Secretary is also responsible for all official correspondence with the members and IIBA, except for committee correspondence.

Section 4: The Treasurer is responsible for the management of funds for duly authorized purposes of the Chapter. The Treasurer is responsible to the Board of Directors and will submit the books for each year.

Section 5: The Vice President 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 6: The Vice President of Professional Development will be responsible for promoting Business Analysis Professionalism through the organisation 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.

Section 7: The Vice President of Corporate Membership & Sponsorship will be responsible for sourcing sponsors and maintaining corporate 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 8: The Vice President of Events Planning will be responsible for all aspects of planning and implementation of various IIBA events including, Online and Offline events

Bylaw 7 – Board of Directors Responsibilities

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

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

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

Section 4: The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the Board Secretary. 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 organisation by a two-thirds (2/3) vote of the chapter's members in good standing present in an official chapter, 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. The election of this position can be held during the next regularly scheduled election, and the candidate may decide to continue in the role until the next rotation schedule for this position. Alternatively, 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. The Interim President who is appointed must be an existing board member for at least 3 months to qualify for the position.

Section 8: If and when the Board can convene a quorum the Board has the power to:

- Propose an amendment to the bylaws
- Amend objectives
- Commit the local Chapter to contractual arrangements
- Terminate any individual board member office term, for violation of a Chapter bylaw or an IIBA bylaw
- Create new board positions or amend existing board positions deemed mission critical and are justified with a business case

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

Bylaw 8 – Nominations and Elections

Section 1: Elections shall be conducted annually for one-half of the Officers in accordance with the terms of office specified in “Bylaw 6”. All voting members in good standing of the IIBA Ireland 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, ancestry, citizenship, family status, sexual orientation, physical or mental disability, or unlawful purpose is prohibited.

Section 2. The election process will be completed by July 31 of the election year. Candidates who are elected shall take office on the first day of September following their election, at the latest, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3: A Nominating Committee consisting of two Chapter members in good standing with the IIBA, or such other persons designated by the board, shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for the election. Names shall not be placed on the ballots unless the nominee has agreed to serve if elected.

The election process and directions shall be communicated to all chapter members in good standing with adequate time (no less than three weeks) to cast their votes. Elections shall be conducted by mail, in person at a chapter board meeting, or electronic 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.

The results of the balloting shall be given to the Board within one week of close of elections. Results of the balloting will be announced at the Annual General Meeting and/or by electronic notification (prior to the new officers taking office) as determined by the Board.

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

Section 4: Any person who wishes to run for elections, must be a member of the Ireland Chapter.

Section 5: If a candidate is running unopposed, they are automatically elected for the position they’re running for.

Section 6: If a candidate is running for President, the candidate must have held a previous board member position for at least 6 months.

Bylaw 9 – Committees

Section 1: The Board may authorise the establishment of committees to advance the purposes of the organisation. 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: 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 3: All membership dues, billings, collections and disbursements shall be handled by IIBA.

Section 4: Annual financial statements including a balance sheet and income statement will be shared with IIBA within three months of the Annual General Meeting.

Bylaw 11 – Ratification and Amendments

Section 1: These Bylaws may be amended by a majority vote of the voting membership in good standing participating in the vote and 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: 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.

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 – Dissolution

Section 1: Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organisation 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.