Bluegrass
Chapter

BLUEGRASS IIBA CHAPTER BYLAWS

Abstract

Bylaws serve as the legal guidelines of the organization; they govern the way it must function as well as the roles and responsibilities of its officers. They are essential in helping an organization map out its purpose and the practical day-to-day details of how it will go about its business.

Ratified by the Chapter Membership on August 30, 2025

Bluegrass IIBA Chapter
Info@bluegrass.iiba.org

BYLAWS

Ratified August 2025

Article I – Name, Principal Office and Relationship to IIBA:

Section 1. This organization shall be called the Bluegrass Chapter of the International Institute of Business Analysis, Inc. (hereinafter "Bluegrass Chapter"). This organization will do business under the name of Bluegrass IIBA Chapter. This organization is a chapter chartered by the International Institute of Business Analysis (hereinafter "IIBA®") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of the state of Kentucky.

Section 2. The principal office of Bluegrass Chapter shall be located in the city of Lexington in the state of Kentucky, United States of America.

Section 3. Bluegrass Chapter is responsible to the duly elected Board of Directors of the Bluegrass Chapter and is subject to these Bylaws and all chapter policies adopted by the Bluegrass Chapter Board of Directors. It is also subject to the IIBA Bylaws policies, procedures, rules and directives lawfully adopted by the IIBA Board of Directors, of which, IIBA is authorized and responsible for enforcement.

Section 4. Bluegrass Chapter shall meet all legal requirements in the jurisdiction(s) in which Bluegrass Chapter conducts business, is incorporated and/or registered.

Section 5. The Bylaws of Bluegrass Chapter may not conflict with the current IIBA Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA Board of Directors as well as with the chapter's Affiliation Agreement and Charter with IIBA. In any case where a conflict exists, the IIBA Bylaws, policies and/or agreements shall take precedence. Bluegrass Chapter may not impose any requirements on Chapter membership other than requirements provided by the IIBA Bylaws.

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

Article II – Purpose:

Section 1. Bluegrass Chapter is organized under Section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as a professional association to promote the discipline of business analysis, develop awareness of the value of business analysis, serve as a local representative of the International Institute of Business Analysis (IIBA®), and provide educational and networking opportunities to members of the local business communities.

Section 2. The objectives of Bluegrass Chapter are to:

- Champion Business Analysis excellence by providing an educational program, promoting best practices, and creating opportunities for practitioners to grow personally and professionally.
- Develop Business Analysis practitioners and leaders who deliver organizational results.
- Cultivate alliances with organizations in the community to advance the profession in the Bluegrass.
- Provide networking opportunities for business professionals to learn from each other.

Section 3. Bluegrass Chapter shall not conduct activities in any of the following areas:

- Contribute to any local, state, federal or foreign political election campaign, or endorse any candidate for local, state, federal or foreign government office.
- Grant or endow any individual accreditation or certification on behalf of IIBA, or for business analysis skills.
- Provide commercial services, such as consulting, advisory or any equivalent, to any organization.
- Enter into exclusive sponsorship agreement with any individual or organization, or conduct activities that allows a sponsor to exercise undue influence on chapter activities or members.

Article III – Membership:

Section 1. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, gender, marital status, national origin, religion, ancestry, citizenship, family status, sexual orientation or physical or mental disability.

Section 2. Membership in Bluegrass Chapter requires membership in IIBA. Bluegrass Chapter shall not accept as members any individuals who have not been accepted as an IIBA member, and shall not create its own membership categories.

Section 3. Membership term in Bluegrass Chapter shall coincide with a person's membership term in IIBA. A person's membership in Chapter shall expire in the same month as their IIBA membership.

Section 4. Persons current on IIBA membership fees and selected Bluegrass Chapter as their preferred IIBA Chapter are considered "Bluegrass Chapter members in good standing."

Section 5. All members in good standing can vote and hold office in Bluegrass Chapter.

Section 6. Members shall be governed by and adhere to the IIBA Bylaws and by the Bylaws of Bluegrass Chapter and all policies, procedures, rules and directives lawfully made thereunder.

Section 7. Membership in Bluegrass Chapter shall terminate upon the member's resignation, failure to pay IIBA Membership fees or expulsion from membership for just cause.

Section 8. Members who fail to pay their required IIBA membership fees by the scheduled due date shall have their chapter membership terminated. The member's rights and privileges of chapter membership, including the right to vote, shall be terminated until such time as the IIBA membership fees are paid.

Section 9. Upon termination of membership in Bluegrass Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 10. The membership database and listings provided by IIBA to Bluegrass Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of Bluegrass Chapter, consistent with IIBA policies.

Section 11. Chapter Members must be members in good standing of IIBA and adhere to the IIBA "Member Code of Ethical Conduct and Professional Standards" ("Code"). The authority and responsibility for enforcement of the Code with respect to IIBA members rests with IIBA.

Article IV – Officers:

Section 1. Bluegrass Chapter shall have elected officers to serve in the following positions: President, Vice President of Administration and Finance, Vice President of Community Outreach and Engagement, Vice President of Marketing and Communication, Vice President of Membership, Vice President of Professional Development, and Vice President of Sponsorship.

Section 2. All officers must be members in good standing of IIBA and of Bluegrass Chapter. All officers will serve a two-year term, commencing from the date of installation. 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.

Section 3. Officers shall be eligible to stand for election to a position held in the past, with the limitation of four consecutive elected terms; with the exception of the President, who will have a term limit of two consecutive elected terms.

Section 4. Officer positions may be created or eliminated by the Board of Directors, as deemed necessary to conduct the business of Bluegrass Chapter. Elected officer positions established and filled must be voted on at the next scheduled election along with the approval of the Bylaws change.

Section 5. The President shall be the Chief Executive Officer for Bluegrass Chapter and Chairman of the Board; and shall perform such duties as are customary for presiding officers. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 6. The President shall, if possible, have served a term in a Chapter officer position and must have shown a substantial commitment to the organization, both in terms of results and participation in Board of Directors meetings and chapter scheduled events.

Section 7. The Vice President of Administration and Finance shall keep the official records of Bluegrass Chapter, including those of all business meetings of the Board of Directors. This officer shall also oversee the management of funds for duly authorized purposes of Bluegrass Chapter. This officer shall report the financial dealings to the Board on a monthly basis, or as otherwise directed by the Board. This officer shall make financial records of Bluegrass Chapter available to members of the chapter when requested. This officer shall make all required state and federal filings to ensure the continued existence of the organization, its incorporation and non-profit designations, and its tax-exempt status. The Vice President of Administration and Finance shall assist the President with operations and planning and represent the chapter in the absence of or at the request of the President.

Section 8. The Vice President of Community Outreach and Engagement shall maintain relationships within the local business communities not related to membership or sponsorship. This officer shall build and nurture relationships with other professional associations to further the programs of Bluegrass Chapter. This officer shall build relationships with organizations in the local business communities that employ business analysts to raise awareness of the benefits of the chapter’s programs. This officer shall build relationships with educational institutions within the community to raise awareness of the business analysis discipline. This officer shall oversee all “Give back to the Community” efforts of Bluegrass Chapter, including charitable giving and events.

Section 9. The Vice President of Marketing and Communications shall handle all communication matters for Bluegrass Chapter outside the responsibility areas of the other officers, including delivering timely notifications to the membership, and local business communities, of all scheduled activities and general meetings; including their location, date, time and subject matter, as well as all other chapter business that requires notification to the membership and/or local business communities. This officer shall develop marketing plans to raise awareness of the purposes and programs of Bluegrass Chapter.

Section 10. The Vice President of Membership shall oversee all activities related to the recruitment and retention of eligible members for Bluegrass Chapter. This officer shall develop action plans to increase attendance to Chapter general meetings and events.

Section 11. The Vice President of Professional Development shall organize a minimum of six (6) regular general meetings of the membership of Bluegrass Chapter. The format of a general meeting will include a social networking period, brief business meeting, and an educational program on a subject relative to business analysis. Meeting format may be modified with Board approval. This officer shall also organize a minimum of one (1) professional development event (e.g., workshop, seminar) each year. The general format shall be structured to provide participants an opportunity for advancing their skills in business analysis.

Section 12. The Vice President of Sponsorship shall oversee all activities related to the recruitment and retention of sponsors for Bluegrass Chapter. This officer shall develop action plans to increase corporate and/or individual sponsorship of the Chapter, and general meetings and events.

Article V – Non-Officer Chapter Leadership Positions:

Section 1. Officers of Bluegrass Chapter may create and remove non-officer, non-voting Chapter Leadership positions for their program area. The Officer may appoint a person or persons to fill the Chapter Leadership position(s), upon approval of the Board.

Section 2. The term of office for any Chapter Leader position generally shall be two years, but may be different at the discretion of the Officer for that program area.

Section 3. There shall not be any term limit for Chapter Leadership positions.

Article VI - Board of Directors:

Section 1. Bluegrass Chapter shall be governed by a Board of Directors (hereinafter, “the Board”). 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 Bluegrass Chapter and a representative from each established Branch of the Chapter.

Section 3. To ensure continuity, Board members shall serve staggered two-year terms with one-half of the Board elected each year.

Section 4. A minimum of six (6) Board meetings shall be held each year.

Section 5. The Board shall exercise oversight of the activities of Bluegrass Chapter, except as specifically prohibited by these Bylaws, the IIBA Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated or 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 6. 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 Vice President of Administration and Finance. A quorum shall consist of no less than one-half of the Board at any given time. Each Board member shall be entitled to one (1) vote. During the period from election to installation, newly elected Officers will only vote in the absence of the incumbent or if the incumbent has given his/her proxy to vote as directed. At its discretion, the Board may conduct its business by teleconference, email, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 7. The Board may declare an officer position to be vacant when an officer ceases to be a member in good standing of IIBA or of Bluegrass Chapter by reason of non-payment of membership fees, if the officer fails to attend two (2) consecutive Board meetings, or if the officer does not actively participate in chapter activities. 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 8. 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 9. The reasons for removal of an officer pursuant to Section 8 above must be provided to the officer in question at least ten (10) days in advance of the meeting in which the removal of the officer is proposed, and such officer shall be entitled to respond to the reasons set forth at such meeting.

Section 10. 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. In the event the President is unable or unwilling to complete the current term of office, a special Chapter election will select the presiding officer for the remainder of the term.

Article VII – 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 "Article IV, Sections 1, 2 and 3, and Article VI, Section 3. All voting members in good standing of Bluegrass 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 May 31 of the election year. Candidates who are elected shall take office on the first day of July 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 shall consist of the immediate Past President, when available, who shall chair the Committee, and a minimum of two members as agreed to by the Board. The Committee shall prepare a slate containing nominees for each Board position up for election and shall determine the eligibility and willingness of each nominee to stand for election. Names shall not be placed on the ballots unless 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 two weeks) to cast their votes. Elections shall be conducted by mail, in person at a chapter 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 to the general membership at the next scheduled Chapter Meeting, or by electronic notification (prior to the new officers taking office) as determined by the Board.

Section 4. Should Bluegrass Chapter encounter a situation where candidates do not volunteer to serve the chapter's Offices currently due for re-election, the Nominating Committee shall determine next steps for the election process, while adhering to the IIBA Bylaws.

Article VIII – Committees:

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

Section 2. All committee members and a chairperson for each committee shall be appointed by the Officer in charge of the program area in which the committee will operate, with the approval of the Board. Committee members may be appointed from the community of the organization.

Section 3. Committee members shall be considered Non-officer, Non-voting Chapter Leaders of the Chapter.

Section 4. Standing Committee – The Strategic Planning Committee shall consist of the Board of Directors and will be chaired by the President. The Committee is responsible for the annual review of the Strategic Plan, the development and execution of Operational Plans, and the tracking of progress against those Plans.

Article IX – Finance:

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

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. Participation fees shall be assessed for chapter meetings, workshops, classes, seminars, conferences or similar events, as voted on and approved by the Board.

Article X – Meetings of the Membership:

Section 1. A minimum of six (6) chapter meetings shall be held each year on a date and at a place approved 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 special meetings shall be sent by the Board to all members at least seven (7) 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. A quorum at all special meetings of Bluegrass Chapter shall be ten percent (10%) of the voting membership in good standing, present in person or virtually.

Article XI – Inurement and Conflict of Interest

Section 1. No member of Bluegrass 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 Bluegrass 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. Bluegrass Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the chapter and any corporation, partnership, association or other organization in which one or more of the 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 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 of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of Bluegrass 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 Bluegrass 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.

(Continue to next page)

Article XII – Indemnification:

Section 1. In the event that any person who is or was an officer, director, appointed committee member and authorized representative of Bluegrass 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.

Section 3. To the extent permitted by applicable law, Bluegrass Chapter may purchase and maintain liability insurance on behalf of any person who is or was an officer, director, employee, trustee, agent or authorized representative of Bluegrass Chapter, or is or was serving at the request of the chapter as an officer, director, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII – Amendments

Section 1. These Bylaws may be amended by two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of Bluegrass Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail or electronic ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. If the vote is to take place at a meeting, notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting.

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 the IIBA Board of Directors, as well as with the chapter's Charter and affiliation agreement with IIBA.

Article XIV – Dissolution:

Section 1. Assets, liabilities and debt of Bluegrass Chapter may be incorporated in any merger with another organization even if the name does not survive the merger. This provision supersedes the dissolution provisions in this article of the Bylaws.

Section 2. Should Bluegrass Chapter dissolve for any reason, other than merger, its assets shall be dispersed to another IIBA Chapter or IIBA Chapters, or a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.