

IIBA™ Greater Atlanta Chapter
Bylaws

Approved by IIBA GAC Board:
Ratified by membership:

November 13, 2016
February 28, 2017

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Bylaw 1 – Name and Territory

Section 1. This organization shall be called the International Institute of Business Analysis, Greater Atlanta Chapter, Inc. (hereinafter “the Chapter”). This organization is a Chapter chartered by the International Institute of Business Analysis, (hereinafter “IIBA™”) and separately organized. This document is the general bylaws of the IIBA Greater Atlanta Chapter which regulate the operation of this organization.

Section 2. The principal office of the Chapter shall be located in the Greater Atlanta Area in the state of Georgia.

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 lawfully adopted.

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 the current IIBA’s Bylaws and all policies, procedures, rules or directives established or authorized by the IIBA Board of Directors as well as 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

1. Promote the practice of business analysis,
2. Raise the profile of the business analyst role, and
3. Locally represent the International Institute of Business Analysis (IIBA).

Section 2. The objectives of the Chapter are to:

- Advance the role of the Business Analyst as a recognized profession;
- Support opportunities for members to network with, and gain knowledge from, seasoned BA practitioners as well as with industry and government leaders;
- Provide access for members to a formal “knowledge base” as well as forums for sharing expertise, expressing professional opinions and building a reputation within the industry;
- Provide pathways to learn about business analysis best practices;
- Obtain and sustain a level of financial security, sustainability and autonomy at the chapter level.
- Create corporate support for the IIBA within the local market by superior marketing/awareness programs that demonstrate the value of business analysis and the IIBA;
- Liaise with industry and association partners to increase awareness and benefit of IIBA Chapter members.

Bylaw 3 – Chapter Leadership

Section 1. The Chapter leadership shall consist of an elected President and Executive Board of Directors and shall not be used for

- i. the promotion of candidacy of any person seeking public office;
- ii. preferment or the promotion of any commercial enterprise; or
- iii. direct monetary gain.

Section 2. The President and Executive Board of Directors shall be active members of the Chapter and members in good standing of IIBA and the Chapter. An active member will have participated in or attended events by IIBA or any chapter in the previous 3 months.

Bylaw 4 – 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, identity, sexual orientation, marital status, international origin, religion, or physical or mental disability.

Section 2. 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.

Section 3. The Chapter may not impose any requirements on membership in a Chapter other than the requirements provided in the IIBA Bylaws.

Section 4. “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 both IIBA and Chapter dues, as verified by the Treasurer, and whose membership is not under disciplinary review by the Chapter or IIBA.

Section 5. 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.

Section 6. All members shall pay the required IIBA dues to IIBA and Chapter membership dues to the Chapter. In the event that a member resigns, membership dues shall not be refunded by IIBA or the Chapter.

Section 7. In the event that a member relocates, Chapter dues will not be transferred to the member’s new Chapter, but the member will be considered a member in good standing in the new chapter for the remainder of the membership term. This applies if the member is transferring out of or into the Chapter.

Section 8. An individual applying to be a local chapter member must be an IIBA member in good standing and must complete the chapter section of the membership registration form. Membership will be effective from the day of receipt of payment and renewal date will be the first day of that month in subsequent years.

Section 9. Membership in the Chapter shall terminate upon one of the following events:

- (i) the member’s written resignation from IIBA or the Chapter, effective upon receipt or the date of resignation specified in the resignation, whichever is later;
- (ii) member’s failure to pay IIBA or Chapter membership fees for over thirty (30) days after such fees are due; or
- (iii) expulsion from IIBA or Chapter membership for just cause, per the IIBA Code of Conduct.

Section 10. Membership Renewal Date of Record. All membership renewal payments must be received on or before the renewal date of record.

- (i) Membership renewal payments received up to and including 30 days after the membership renewal date of record shall remain as the current Membership Renewal Date
- (ii) Membership renewal payments received after 30 days past the membership renewal date of record shall be reset to the date of payment received.

Section 11. The Chapter Executive Board of Directors will exercise the right to terminate Chapter membership based on just cause. The member may appeal the decision to the Chapter Executive Board of Directors or elevate it to the International Board of Directors. The effective date of termination will be determined by the Chapter Executive Board of Directors and will be formally communicated to the terminated member. If and when the board can convene a quorum the board has the power to terminate any individual member for violation of a bylaw or an IIBA bylaw.

Section 12. Upon resignation or termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership to said chapter. Chapter dues will be retained by the Chapter.

Section 13. The IIBA membership database, Chapter membership database, and Chapter contact database 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
Membership Meetings	Bi-Annual (May – September)
Annual General Meeting (AGM)	Annual (first quarter)
Chapter Executive Board Meeting	Quarterly
Annual Planning Meeting	Annual
Committee Meetings	As Needed

Section 2. Notice of meetings

Meeting	Called By	Notice period	Min Attendance	Notice Form
Membership	VP Prof Dev	60 days	10% Membership	Email
AGM	President	60 days	10% Membership	Email
Chapter Executive Board Meeting	President	7 days	50% Board	Email
Annual Planning Meeting	President	60 days	50% Board	Email
Committee Meeting	Committee Chair	As needed	As needed	Email

Section 3. Changes or modifications to Chapter Calendar must be submitted to the President to be discussed at the next Executive Board Meeting.

Section 4. The President of the Chapter will chair the meeting. Voting will occur by a show of hands or by a polling of members. Proxy votes will not be accepted. Decisions and acceptance are based on majority votes.

Bylaw 6 – Executive Board of Directors

Section 1. The Chapter shall be governed by an Executive Board of Directors. The following positions will be elected officers:

- President
- Vice President of Operations
- Vice President of Finance
- Vice President of Marketing & Communications
- Vice President of Professional Development
- Vice President of Membership

All officers shall be members in good standing of IIBA and of the Chapter. Officers will be elected by majority vote of Chapter members in attendance at the Annual General Meeting (AGM). The officers will serve two-year terms of office, staggered so that approximately half of the officer(s) are elected each year, to provide continuity.

As the Chapter increases its membership, the duties and responsibilities for each of the VPs will expand. As a result, new VP positions may be put forward at the AGM for approval by the membership. Once approved the terms of reference will be sent by the President to all the membership.

Upon election new Officers will immediately become members of the Executive Board of Directors and will serve as “understudies” of the Officers they are to succeed. The understudies will not have voting rights until the beginning of their respective terms. Officers shall be eligible to serve multiple terms.

Officers will be elected at the Annual General Meeting each year and serve from April 1st to March 31st of the second year. The following chart illustrates the election rotation process:

Odd Years	Even Years
President	Vice President of Operations
Vice President of Marketing & Communications	Vice President of Finance
Vice President of Professional Development	Vice President of Membership

Section 2. The President shall be the Chief Executive Officer for the Chapter and Chairman of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Executive Board. The President shall also serve as a member ex-officio with the right to vote on all committees.

Section 3. The Vice President of Operations shall drive operational excellence across the organization. The Vice President of Operations will oversee management of information to include the cycle of acquisition, custodianship and distribution, and disposition. Central to this is the recording and retention of documents from Chapter and Executive Board meetings. The VP of Operations will also provide oversight of logistics for Chapter related events and secured storage of Chapter materials and supplies.

Section 4. The Vice President of Finance shall oversee the management and record-keeping of funds for duly authorized purposes of the Chapter, will manage and perform all monthly financial reporting to the Board, and will perform all corporate and tax related filings for the Chapter.

Section 5. The Vice President of Marketing & Communication manages the timely dissemination of information to the Chapter membership and other constituents, using appropriate means to accomplish the objective and manages the promotion of the local Chapter and IIBA to internal and external publications. In addition, the VP of Marketing and Communications manages the Chapter’s website.

Section 6. The Vice President of Professional Development will be responsible for promoting business analysis professionalism through the organization and delivery of educational publications, seminars, and workshops designed to help business analysts achieve certification as business analysis professionals. In addition, they will be responsible for the Chapter’s professional development programs designed to increase the competence of the business analysis community 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 Executive Board.

Section 7. The Vice President of Membership will be responsible for the development and maintenance of a Chapter membership strategic plan that assures continued growth through aggressive recruiting and partnering with local companies. Responsibilities will also include monthly membership database maintenance, membership reporting to the board, and ensuring membership renewals are communicated to members.

Section 8. The Past President shall assist the President in liaison with the IIBA if and when required.

See Appendix 1 for further descriptions of all roles and responsibilities.

Bylaw 7 – Directors

Section 1. An Executive Board Officer may propose and authorize the establishment of a Director position to advance the purposes of the organization and support the responsibilities of the Officer. The Executive Board Officer shall define the purpose, role, and responsibility of the Director. The Director is responsible to the Executive Board Officer.

Section 2. Directors shall be members in good standing of IIBA and of the Chapter. Directors will be selected by an Executive Board Officer and may begin work immediately if necessary. The Executive Board Officer shall present the newly appointed Director to the Executive Board at the next Board Meeting for approval or may submit purpose and approval request by email to the Executive Board if action is required prior to the next scheduled Board Meeting.

Section 3. A Director will serve a two-year term of office, beginning from their acceptance of the Executive Board Officer's offer.

Section 4. Directors may optionally attend Board Meetings. They must submit monthly status reports to their Board Officer 3 to 5 days prior to each Board Meeting for inclusion into an integrated report of the Executive Board Officer and may participate in all relevant Board discussions. They shall not vote on Chapter business.

Section 5. The Executive Board of Directors may declare a Director position to be vacant where a Director ceases to be a member in good standing of IIBA or the Chapter, if the Director resigns, or if it determined that the Director is no longer able to perform the responsibilities of the Director position as documented for the position.

Section 6. A Director may resign by submitting written notice to the President or their responsible Executive Board Officer. Unless another time is specified in the notice or determined by the Executive Board, the resignation shall be effective upon receipt by the Executive Board of the written notice.

Section 7. A Director may be terminated by the Executive Board for just cause following submission of reason for removal and by majority vote of the Executive Board.

Section 8. If any Director position becomes vacant, the Executive Board Officer may appoint a successor to fill the office for a new two-year term following the same rules as described in Section 2.

Bylaw 8 – Responsibilities of Executive Board of Directors

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

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

Section 3. The Executive Board shall exercise all powers of the 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/registered. The Executive Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and IIBA Bylaws and policies, and to exercise authority over all Chapter business and funds.

Section 4. The Executive Board shall meet at the call of the President, or at the written request of no less than one-half of the members of the Executive Board directed to the Executive Board Secretary. A quorum shall consist of no less than one-half of the membership of the Executive Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Executive Board may conduct its business by teleconference, facsimile or other legally accepted means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Executive Board.

Section 5. The Executive 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 of the Chapter 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 Executive Board, the resignation shall be effective upon receipt by the Executive Board of the written notice.

Section 6. An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Executive Board.

Section 7. If any officer position becomes vacant, the Executive 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 the office, an Interim President will be appointed by the remaining Executive Board members. This appointment shall be in effect for the remainder of that term.

Section 8. If and when the Executive Board can convene a quorum the Executive Board has the power to commit the local chapter to contractual arrangements.

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

Bylaw 9 – Nominations and Elections

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

- During the annual meeting of the membership, or
- By 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 or by tellers designated by the Board.

Section 2. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Bylaw 10 – Committees

Section 1. Any Executive Board Officer is authorized to establish committees to advance the purposes of the organization. The Executive Board Officer shall define the purpose, authority, duration, and outcomes of each committee. Committees are responsible to the Executive Board Officer.

Section 2. The Executive Board Officer shall notify the Executive Board of each newly created committee, providing the purpose, authority, duration, and outcomes.

Section 3. The Executive Board Officer shall appoint all committee members and a chairperson for each committee. Committee members must be appointed from the membership of the Chapter.

Bylaw 11 – Finance

Section 1. The fiscal year of the Chapter shall be from January 1 to December 31. Chapter fees are due upon renewal of membership (according to Membership Renewal Date of Chapter membership) and are paid directly to the Chapter.

Section 2. Annual membership dues shall be set by the Board and communicated to IIBA in accordance with policies and procedures established by the IIBA Board of Directors.

Section 3. 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 4. All dues billings, dues collections and dues disbursements of the Chapter shall be performed by the Chapter.

Section 5. Audit of records and accounting practice will be performed every two (2) years by an independent Certified Public Accountant.

Bylaw 12 – 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 Bylaws and the policies, procedures, rules and directives established by the IIBA Board of Directors, as well as with the Chapter's Charter with IIBA.

Bylaw 13 – IIBA Bylaws Adopted by the Chapter

Section 1. The IIBA Bylaws adopted by the Chapter provide the following:

- The Code is as defined in "IIBA Member Code of Ethical Conduct and Professional Standards". IIBA has the sole authority and responsibility for enforcement of the Code with respect to IIBA members.
- The Chapter may not impose any requirements on membership in a Chapter other than the requirements provided in the IIBA Bylaws;
- The Chapter members must be members of the IIBA in good standing and must adhere to the Code;
- Any individual whose membership with IIBA has been revoked or suspended may not retain membership in the Chapter while such revocation or suspension is in effect.

Bylaw 14 – Dissolution

Section 1. Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization(s) or sent to IIBA International, as designated by the voting membership, after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Appendix 1 – Job Description

IIBA Greater Atlanta Chapter Job Descriptions

Position: Executive Board Member

Authority and Responsibility

The Executive Board of Directors is the legal authority for the Chapter. As a member of the Board, a Director acts in a position of trust for the organization and is responsible for the effective governance of the organization

Requirements:

Requirements of Board membership include:

1. Member in good standing of the IIBA and the Greater Atlanta Chapter
2. Commitment to the work of the IIBA office
3. Knowledge and skills in one or more areas of Board governance: policy, finance, programs, personnel, and advocacy
4. Willingness to serve on committees
5. Attendance at board meetings
6. Attendance at meetings of assigned committees
7. Attendance at the Annual General Meetings
8. Attendance at the Annual Planning Meeting
9. Attendance at monthly membership meetings
10. Support of special events
11. Support of and participation in, special events
12. Time Commitment: Minimum 10 hrs per month

Term

Directors are elected by the membership at the Annual General Meeting. Directors serve for a two-year term.

General Duties

A Director is fully informed on organizational matters, and participates in the Board's deliberations and decisions in matters of policy, finance, programs, personnel and advocacy.

The Executive Director must:

- Approve, where appropriate, policy and other recommendations received from the Board or its standing committees
- Monitor all Board policies
- Review the bylaws and policy manual, and recommend bylaw changes to the membership
- Review the Board's structure, approve changes and prepare necessary bylaw amendments

- Participate in the development of the Chapter's organizational plans and annual review
- Approve the Chapter's budget
- Support and participate in evaluating Director performance
- Assist in developing and maintaining positive relations among the Board, committees and the community to enhance the Chapter's mission

Executive Board Positions

President

Duties

- Serves as Chairman of the Board of Directors of the local Chapter
- Provides leadership to the Board of Directors of the local Chapter and ensures professional, collaborative behavior is observed at all times
- Ensures the Board adheres to its Bylaws and constitution and to IIBA's published policies and procedure
- Prepares the monthly Board Meeting agendas with input from the Board Members and conducts the monthly board meetings per Roberts Rules of Order
- Keeps the Board's activities focused on the organization's mission and chapter objectives
- Encourages Board Members to participate in meetings and all activities as ambassadors of the chapter
- Evaluates the effectiveness of the Board's decision making process and executes changes when needed.
- Ensures there is a process to evaluate the effectiveness of Board Members using measurable criteria and initiates any necessary action to rectify problems if required
- Appoints committee chairpersons when needed
- Appoints a board approved Election Committee and Chairman 4-6 months prior to annual board elections
- Prepares and conducts Board Candidate Introductory Meeting(s) approximately 3 months prior to annual elections and ensures appropriate onboarding for each new board member by the exiting officer (30-day understudy period)
- Ensures that the Board governs as well as manages its programs and services
- Monitors budget adherence by all officers to approved annual budget
- Serves as ex officio member of committees and attends their meetings as required
- Plays a leading role in supporting special events
- Monitors and contributes to financial growth and stability of the chapter
- Ensures the Board of Directors is managing finances and assets of the chapter responsibility
- Acts as one of the signing officers for disbursements of checks and other official documents
- Promotes the organization's purpose in the community, to local businesses, and to the media
- Prepares a report, with input contributed from each executive officer, for the Annual General Meeting for presenting to the chapter
- Prepares and executes, with input contributed from each executive officer, for the Annual Planning Meeting for approving annual strategic direction and budget
- Manages Director of Sponsorships, Governance Chair, and Social Events Chair
- Serves as an ambassador for the chapter

Vice President of Operations

Duties

- Drives operational excellence across the organization by fostering teamwork, overseeing office management, documenting stand operating procedures and processes, and resolving issue between departments.
- Manages Operations team and set good leadership examples.
- Manage documentation of Chapter operating procedures and policies including process mapping
- Manages logistics for Board Meeting and communicate meeting details to Board members
- Serves as support to the President during Board meeting by scribing meeting minutes, keeping track of time, and staying on topic
- Attends Board meetings and provide a status report, makes recommendations to advance to the Chapter, and contributes during open discussions
- Distribute Board meeting minutes to Board members for review and approval
- Manages logistics for Chapter Meetings and other Chapter events as needed
- Procures food service within allocated budget
- Distributes information to Board members to promote organizational effectiveness and efficiency
- Administers the Chapter's document management system and its organization design
- Administers the Chapter's email accounts
- Manages Chapter general email account and distribute emails to appropriate office for resolving
- Manages secured storage of chapter materials and supplies, and access to such material
- Creates annual strategic plan and budget for the office of Operations
- Serves as an ambassador for the chapter

Vice President of Finance

Duties

- Manages chapter bank accounts
- Manages all receivables and payables for the chapter
- Manages all tax reporting and legal filings
- Co-Manages Registration desk at meetings and events
- Produces and presents financial reporting at each Board Meeting
- Consolidates each Office's annual budget submission at the Annual Planning Meeting and following board approval, produces final Approved Annual Budget
- Monitors adherence to the approved budget and reports deviation for board discussion
- Serves as an ambassador for the chapter

Vice President of Membership

Duties

- Drives new membership growth
- Drives member retention
- Creates membership drive events
- Contributes to revenue generation through membership fees
- Reports Membership Status and membership numbers each month to the Board
- Manages all the activities of the membership office
- Manages Membership Team/Committee and sets good leadership examples

- Documents Goals and Strategies for the office
- Identifies and submits annual budget proposal
- Serves as an ambassador for the chapter

Vice President of Professional Development

Duties

- Manages existing Professional Development events
- Creates new Professional Development events
- Identifies chapter members' needs for professional growth and development
- Ensures Professional Development events and monthly presenter info is provided to Marketing & Communication in a timely manner
- Contributes to revenue generation through Professional Development Events
- Reports Professional Development Status each month to the Board
- Manages Professional Development Team/Committee and sets good leadership examples
- Documents Goals and Strategies for the office
- Identifies and submits annual budget proposal
- Serves as an ambassador for the chapter

Vice President of Marketing and Communication

Duties

- Advertises/promotes chapter meetings and all chapter sponsored events
- Manages best use of all social media tools for the chapter
- Manages chapter website updates
- Provides chapter support and growth through marketing and communication channels
- Reports Marketing & Communication status each month to the Board
- Manages Marketing and Communication Team/Committee and sets good leadership examples
- Documents Goals and Strategies for the office
- Identifies and submits annual budget proposal
- Serves as an ambassador for the chapter