



Bylaws

Ratified: November 29, 2019

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DOCUMENT HISTORY

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September 18, 2020	Updated (3) from NOV 29,2019 amendments – corrected table formatting	2019 Board of Directors

BYLAW 1 – NAME & TERRITORY

- Section 1. This not-for-profit organization shall be called the International Institute of Business Analysis, Winnipeg Chapter (hereinafter "the CHAPTER"). This organization is a Chapter chartered by the International Institute of Business Analysis, Incorporated (hereinafter "IIBA[®]") and separately organized. This document is the general Bylaws of the Chapter that regulate the operation of this organization.
- Section 2. The principal office of the Chapter shall be located in Winnipeg in the Province of Manitoba P.O. Box 27040, RPO Winnipeg Square, Winnipeg, MB, R3C 4T3, Canada.
- 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/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
- Conduct activities that improve the Business Analysis capabilities of organizations by improving the competence of individuals that affect or are affected by Business Analysis
 - Represent the Institute of Business Analysis (IIBA).

Section 2. The objectives of the Chapter are:

- For Business Analysis Chapter members and guests to be:
 - **Professional** - Advance the role of the Business Analyst (BA) as a recognized profession.
 - **Knowledgeable** - Provide pathways to learn about business analysis best practices rooted in the Business Analysis Book of Knowledge® (BABOK® Guide).
 - **Networked** – Provide opportunities for members to network with, and gain knowledge from, seasoned BA practitioners, as well as network with industry and career leaders to grow a reputation within the industry.
 - **Peers** – Provide forums for sharing expertise, expressing professional opinions, and building relationships.

For an Organization to be:

- **Visible** - Create corporate support for the IIBA within the local market by generating marketing/awareness programs that demonstrate the value of business analysis and the IIBA.
- **Connected** - Liaise with industry, educators, and association partners to increase awareness and benefit of IIBA Chapter members.

- **Sustainable** - Obtain and maintain a sufficient level of financial security, sustainability, and autonomy at the Chapter level to sustain the Chapter.

BYLAW 3 — COMPOSITION AND NATURE

- 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.
- Section 2. The Chapter shall be incorporated as nonprofit organization.

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, sex, marital status, national 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. "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.

- Section 4. 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 there under.
- Section 5. All members shall pay the required IIBA and Component membership dues to IIBA and in the event that a member resigns, membership dues shall not be refunded by IIBA or the Chapter.
- Section 6. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- Section 7. Members who fail to pay the required dues for thirty (30) days shall be delinquent and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for IIBA and the Chapter to IIBA.
- Section 8. 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 international bylaws. These rules apply to Chapter Board members as well as the general membership. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- 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.
- Section 10. The Chapter Board of Directors will exercise the right to terminate membership based on just cause. The member may appeal the decision to the Chapter Board of Directors or elevate it to the International 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.

BYLAW 5 — CHAPTER CALENDAR

Section 1. The Chapter will adhere to the following minimum schedule of events.

Event	Timeframe
Annual General Meeting (AGM)	February each year
Chapter Meeting	Quarterly
Special Events	Semi-annually (Apr – Oct)
Chapter Executive Meeting	Monthly (Jan – Nov) / As Needed (Jan – Nov))
Committee Meetings	Bi-monthly / As Needed

Section 2. Notice of meetings:

Meeting	Called By	Notice Period (Target)	Min. Attendance	Notice Form
AGM	President	30 Days	20% of Membership	Email
Chapter Meeting	Board Member	30 Days	20% of Membership	Email
Special Events	Board Member	30 Days	20% of Membership	Email
Chapter Executive Meeting	President	30 Days	50% of 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 to be discussed at the next Executive 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, online, or by a polling of members. Decisions and acceptance are based on majority votes.

BYLAW 6 – BOARD OF DIRECTORS AND ITS RESPONSIBILITIES

- Section 1. The Chapter will be governed by the Board of Directors. The Board will be responsible for carrying out the purposes and objectives of the Chapter.
- Section 2. The Board 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.
- Section 3. The Board will consist of the Directors of the Chapter elected by the membership. These Directors include the President, Secretary, Treasurer and Vice-Presidents. All Directors will be members in good standing of IIBA and of the Chapter, at the beginning of service and throughout the term.
- Section 4. To provide continuity, the Directors will serve two-year terms of office (January – December), staggered so that approximately half of the Directors are elected each year. Directors will be eligible to serve two consecutive terms in the same Board position. Directors will be eligible for additional terms if there is no other suitable candidate.

The following chart illustrates the Board election rotation after the November 2015 election, with the ratification of the new Board positions:

IIBA Winnipeg 2015 Election Recalibration & Election Cycle Planning			
Position	2015 Election	Odd Year Elections	Even Year Elections
President	Y	Y	N
Secretary	N	N	Y
Treasurer	N	N	Y
VP of Membership	Y	Y	N
VP of Professional Development	N	N	Y
VP of Member Events	N	N	Y
VP of Marketing	N	Y	N
VP of Communications	N	Y	N
VP of Sponsorship	Y	Y	N
VP At Large 1	Y	Y	N
VP At Large 2	Y	Y	N
VP At Large 3	N	N	Y
VP At Large 4	N	N	Y

- Section 5. Directors, will be elected in November each year and will begin their term in January – running through December two years later.

- Section 6. Elected Directors will immediately become members of the Board of Directors once their terms commence. A period of transition, prior to the commencement of the terms for newly elected Officers, will enable them to "understudy" 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.
- Section 7. Chapter Directors from the same employer may not constitute more than 33% of the board. If board members change organizations resulting in more than 33% of the board from one organization, this would be an approved exception until the end of the term.
- Section 8. As the Chapter increases its membership, the duties and responsibilities for each of the Directors may expand and additional committees reporting to the appropriated Director may be formed to support functions as deemed necessary by the Chapter.
- Section 9. Requirements of Board membership include:
- Prior Chapter membership of one year.
 - Membership in good standing with the international IIBA and Chapter, at the beginning of service and throughout term.
 - Attendance at Board meetings.
 - Attendance at meetings of assigned committees.
 - Maintenance of succession notes pertaining to position.
 - Attendance at Chapter membership meetings.
 - Attendance at Annual General Meetings.
 - Commitment to the work of the IIBA.
 - Support of, and participation in, Chapter-sponsored special events.
- Section 10. 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 Director must:

- Approve the Chapter's budget.
- Approve, where appropriate, policy and other recommendations received from the Board or its standing committees.
- Assist in developing and maintaining positive relations among the Board, committees and the community to enhance the Chapter's mission.
- Monitor all Board policies.
- Participate in the development of the Chapter's organizational plans and annual review.
- Review the Board's structure, approve changes, and prepare necessary Bylaw amendments.
- Review the Bylaws and policy manual and recommend Bylaw changes to the membership.

Section 11. The Board will 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 Chapter is incorporated/registered. The Board will 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 12. The Board will 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 will consist of no less than one-half of the membership of the Board at any given time. Each member will be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings will be conducted in accordance with parliamentary procedures determined by the Board.

Section 13. The Board may declare a Director position to be vacant where a Director ceases to be a member in good standing of IIBA or of the Chapter by reason of nonpayment of dues, or where the Director fails to attend three (3) consecutive Board meetings. A Director may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation will be effective upon receipt by the Board of the written notice.

Section 14. A Director may be removed from office for just cause in connection with the affairs of the Chapter by a two-thirds (2/3) vote of the members present and in person at an official meeting of the Chapter membership, or by a two-thirds (2/3) vote of the Board.

Section 15. If any Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. 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 will be in effect for the remainder of that term.

Section 16. 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 member for violation of a Chapter Bylaw or an IIBA Bylaw.

Section 17. If the membership is dissatisfied with actions taken by the Board, a petition - signed by 60 percent of the membership - can be submitted to the President and the issue(s) will be tabled for action at a special meeting of the Chapter members or the next scheduled member meeting.

BYLAW 7 — OFFICERS AND DIRECTORS

Section 1. The Chapter shall have thirteen (13) Board of Directors to serve in the following positions including four (4) VP at Large to assist the regular board members:

1. President
2. Secretary
3. Treasurer
4. Vice President (VP) Membership
5. Vice President (VP) Communications
6. Vice President (VP) Events
7. Vice President (VP) Professional Development
8. Vice President (VP) Marketing
9. Vice President (VP) Sponsorship
10. Vice President (VP) at Large
11. Vice President (VP) at Large
12. Vice President (VP) at Large
13. Vice President (VP) at Large

Section 2. Officers, with the exception of President, will be elected by majority vote of Chapter members via on-line voting process held in alignment of the annual general meeting – typically held in February. The officers will serve two-year terms of office, staggered so that approximately half of the officers are elected each year, to provide continuity.

Section 3. The President position will be closed to only existing Board members. In other words, only an existing member of the Board can apply for the President position and the Board members vote, should there be more than one applicant. Any Board member applying for the President position must have served on the Board for at least two years before they are eligible to apply for the President position. If no qualified board member applies for the President role, the current president may serve additional term(s) until a qualified board member applies for the role of President. If there is no candidate that meets these conditions, one or more candidates outside of the board may run for the position of president and will be subject to election by members, following the same election process as the other positions. If these 2 processes do

not determine a President, 2 board members may run as Co-Presidents, requiring a vote by the board, to share responsibilities.

Section 4. 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.

Responsibilities:

- Board Leadership
- Serve on the Board.
- Chair Board meetings.
- Orient Board annually, new and continuing.
- Ensure the Board adheres to its Bylaws and constitution.
- Define and maintain short, medium, and long term strategic direction of Board activities
- Keep the Board activities focused on the Chapter's mission.
- Provide leadership to the Board in governing and managing programs.
- Appoint committee chairpersons.
- Attend committee meetings as needed.
- Chapter Leadership
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Officiate business session of Chapter meetings; mentor other Board members who desire to officiate a Chapter meeting.
- Prepare a report for the Annual General Meeting.
- Recognize Board contributions.
- Ensure programs are implemented.
- Provide leadership support for and attend Chapter-sponsored special events.
- Promote the Chapter's purpose in the community and to the media.
- Act as one of the signing officers for disbursements checks and other official
- documents

Section 6. The Secretary shall keep the records and assist with execution of Board Business.

Responsibilities

- Serve on the Board.
- Maintain copies of Chapter's bylaws and the Board's policy statements.
- Maintains list of Board Members and Committees composition and contact information.
- Chair the Board meetings in the absence of the President.
- Ensure that there is quorum at Board meetings.
- File any required returns, amendments to the Bylaws and other incorporating documents with the corporate registry.
- Distribute copies of minutes promptly.
- Maintains records of all Board correspondence.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Record and maintain copies of Board meeting minutes, including attendance, motions, and decisions; attest to the accuracy of the meeting minutes; and distribute promptly.
- Notify Board members of meetings.
- File the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry.
- Ensure members are notified of General Meetings.
- Sign official documents of the organization as required.
- Review quarterly succession notes with each Board Member
- Orient the new Secretary.

Section 7. The Treasurer shall oversee the management of funds for duly authorized purposes of the Chapter.

Responsibilities

- Serve on the Board.

- Act as signing officer with the President for cheques and other documents.
- Ensure compliance with local and corporate fiduciary responsibilities.
- Give regular reports to the Board on the financial state of the Chapter.
- Keep financial reports, sponsorship invoices, and other financial documents on file.
- Keep full and accurate accounts of all Chapter finances
- At least monthly, check P.O. Box for any invoices, payments, or communications; or coordinate with another Board member in closer proximity.
- Manage the accounting of the funds of the Chapter, its budget, and its expenditures.
 - Deposit cheques, cash and online payments into the Chapter's account (checking).
 - Record payments and receipts in the chequing and saving account registers.
 - Ensure that online payment methods on the web site are configured correctly.
 - Reconcile chequing and savings accounts at least quarterly to prevent any payments from causing negative balances. Move excess funds to/from savings account when needed.
 - Bring chequebook to each Chapter and Board meeting to cover any incurred expenses.
 - Create an estimated budget for the following calendar year, based on prior expenses and Board Member budgeting requests.
 - Collect Chapter membership payments in coordination with Vice President of Membership.
 - Collect Chapter sponsorship payments in coordination with Vice President of Sponsorship.
- Manage the day-to-day financial affairs of the Board.
- Orient the new Treasurer.

Section 8. The Vice President of Membership will be responsible for the development and maintenance of a Chapter membership plan that assures continued growth through recruiting and partnering with major community employers.

Responsibilities

- Serve on the Board.
- Communicate directly with existing Chapter members and potential new members through the Chapter membership email address.
- Reconcile the international and local Chapter membership lists.
- Provide regular Membership reporting statistics to Board.
- Facilitate registration for each Chapter meeting: tracking the number of potential attendees, finalizing the list of attendees, printing attendee credentials, recording meeting attendees, collecting meeting and/or membership dues to be delivered to the Treasurer.
- Participate with Board in recruiting new members.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Report Chapter membership to IIBA affiliates, requiring credentials.
- Establish and submit a budget proposal to the Vice President of Finance and the Board for required registration materials and needs.
- Orient the new Vice President of Membership.

Section 9. The Vice President of Communications is responsible for the timely dissemination of information both to and from the Chapter membership, using appropriate means to accomplish the objective. Is also responsible for the promotion of the local Chapter and RBA to internal and external publications.

Responsibilities

- Serve on the Board.
- Maintain the Chapter website, including Chapter meeting invitations and upcoming events.
- Communicate directly with existing Chapter members and potential new members through the Chapter membership email address.
- Communicate Chapter announcements via email and social networking forums, including upcoming Chapter meetings and networking opportunities.
- Identify or highlight (potential) opportunities for Chapter education, including speakers.
- Establish and submit a budget proposal to the Treasurer and the Board for required

licensing and technologies.

- Orient the new Vice President of Communications.

Section 10. The Vice President of Events is 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.

Responsibilities:

- Sources potential speakers for Chapter meetings.
- Arranges the logistics of the meetings.
- Manages and publishes Chapter Event calendar.
- Actively works with Board Members to develop and generate Special Event ideas.
- Coordinates with Vice President of Professional Development to coordinate execution of professional development activities as required.
- Provides the required direction and leadership for future events for the Chapter.
- Record and track attendance of all historical attendance of Board events.

Section 11. The Vice President of Professional development evaluates, recommending and organizes professional development activities and/ or event that will increase the competence of the business analysis community;

Responsibilities:

- Provide and encourage exposure to BA best practices, the Business Analysis Body of Knowledge (BABOK™) and technology awareness.
- Encourage networking and define subjects of interest to the community, and may be responsible for forming study teams for Certified Business Analysis Professional (CBAP) preparation.
- Work closely with IIBA, VP Professional Development. Participate in monthly conference calls and liaise with International body to coordinate professional development

opportunities.

- Recommend and provide input to the IIBA VP Professional Development on innovative ideas that need to be incorporated at the IIBA international level (i.e. Business analysis events, recommendations for the book store, nominating speakers).
- Address any concerns related to gaps in training and capabilities not available today to the BA community.
- Assist IIBA VP Professional Development with the identification of potential education providers in the region.
- Help develop local educational opportunities. (Example: Conferences, seminars, etc.)
- Collect learnings and BA's own experiences to be shared by the whole community in terms of:
 - Courses attended with feedback on the quality of the course and whether it met BABOK standards
 - Projects worked on, experience reports and BA success stories.

Section 12. The Vice President of Marketing is responsible for developing and overseeing the management of a comprehensive marketing strategy for the Chapter, including understanding market segments and needs of members. Additionally, this includes developing and overseeing the management of a comprehensive integrated communications strategy for the Chapter.

Responsibilities:

- Define target market segments based on needs and other criteria.
- Develop IIBA and local chapter value propositions for each identified market segment based on the overall mandate of the IIBA and what benefits the local chapter offers.
- Measure the effectiveness of marketing activities against marketing goals as identified by the Board.
- Define content for various communication channels (web, email, print, others as required).
- Oversee and manage tactical marketing activities.
- Manage ordering and inventory of Board marketing materials as required.

Section 13. The Vice President of Sponsorship works with the Local Business community to define, manage

and support the Board Sponsorship program.

Responsibilities:

- Review and refine sponsorship packages annually with board approval, include other chapters as a baseline for research
- Lead the execution of the sponsorship application and renewal process
- Develop and maintain relationships between the local chapter, existing and potential sponsors
- Ensure sponsors receive entitled benefits where possible
- Solicit feedback to assess sponsor satisfaction
- Work closely with the Vice-President Communications to ensure consistent communications to Sponsors, Members and the Business Analyst community
- Work collaboratively with the Vice-President Marketing to develop promotional materials including Sponsors, where possible
- Proactively identify, develop, and communicate Local Chapter sponsorship opportunities to potential sponsors

Section 14. Unlike the other Board positions the Vice President at Large has no specific responsibilities over and above the general Board Member requirements and duties. The VP at Large may also be assigned to special committees that are established to advance the purposes of the organization throughout the year.

BYLAW 8 — COMMITTEES

Section 1. The Board may authorize the establishment of standing or temporary 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. Committee members may be appointed from the membership of the organization.

BYLAW 9 — MEMBERSHIP FEES

- Section 1. The fiscal year of the Chapter shall be from 1 January to 31 December.
- 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 shall be performed by IIBA.

BYLAW 10 — RATIFICATION AND AMENDMENTS

- Section 1. These Bylaws may be amended by (a) a majority vote with two-thirds (2/3) vote of membership in good standing present at an annual meeting of the Chapter duly called and regularly held; (b) by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot; or (c) by online vote, with majority vote of responding membership in good standing, with a minimum of fifteen (15) days voting period and maximum thirty (30) day period, following the online voting process. Notice of proposed changes shall be sent in writing to the membership. At least fifteen (15) days notice of changes to be provided in writing for an in-person 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 the IIBA Board of Directors, as well as with the Chapter's Charter with IIBA.

BYLAW 11 — NOMINATIONS & ELECTIONS

Section 1. A nominating committee will prepare a slate containing nominees for each Board position and will determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by a petition process established by the nominating committee. Elections will be conducted in November of each year for positions as defined in Bylaw 4 – Section 4 by the Chapter membership, or by ballot, to all voting members in good standing. Nomination forms will allow for a section to be defined allowing the candidate to promote themselves, in the event of an election, by the nomination committee.

The candidate who receives a majority of votes for a contested position, cast for each office will be elected. Ballots will be counted by the nominating committee or by tellers designated by the Board.

Section 2. No current member of the nominating committee will be included in the slate of nominees prepared by the committee.