

TEAM

**Training & Employment
Administrators of Missouri
www.missouriworkforce.net**

By-Laws

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TEAM BY-LAWS

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ARTICLE I

Name of Organization

The organization shall be called the Training and Employment Administrators of Missouri, hereinafter referred to as TEAM.

ARTICLE II

Mission Statement and Purpose

TEAM is a professional, not-for-profit corporation comprised of Regional Directors for the fourteen (14) Regions of service delivery, established by the State of Missouri, and dedicated to Policy and Systems Development for job training throughout the State. TEAM also has such powers as are now, or may hereafter, be granted by the General Not-for-Profit Corporation Act of the State of Missouri. The corporation shall provide a forum for structured interaction among Missouri's Regional Directors and shall strive to improve Regional participation in the local, state and national employment and training systems.

ARTICLE III

General Powers and Duties

The powers and duties of TEAM shall include, but not be limited to:

III.1. FACILITATION OF COMMUNICATIONS/COORDINATION: The facilitation of communication between the Regional Directors of the Workforce Innovation and Opportunity Act, the Workforce Development Board Chairpersons, and any other partners in the broad spectrum of employment and training programs, either at the local or state level.

III.2. GRANTS: The application for grant funds from appropriate sources.

III.3. CONTRACTS: Entry into contracts as necessary.

III.4. ACTIVITIES: The planning and undertaking of informational and educational activities in support of the TEAM purpose.

III.5. DISSOLUTION CLAUSE: Upon the dissolution of TEAM, after paying or making provisions for the payment of all liabilities, disposal of all assets will be equally prorated and returned to the current member regional administrative entities.

ARTICLE IV

Membership

IV.1. COMPOSITION: Only Directors of the State of Missouri's Regional designations are eligible for full membership. Full voting membership is contingent upon the payment of annual dues.

IV.2. ALTERNATES: Each member as defined above may designate an alternate who shall be entitled to full voting privileges in the absence of the Director. The TEAM President must be notified of the use of an alternate prior to a meeting by electronic communication, telephone or letter, before the alternate will be entitled to participate in meetings.

IV.3. TERM OF MEMBERSHIP: Each member shall hold his/her membership by virtue of his/her representation of a Region's Administrative Entity. Retention of membership shall depend upon each member's continued representation of his/her respective organization.

IV.4. DUES: The dues of TEAM are \$400.00 annually, payable by August 1, or by the first scheduled meeting after July 1 of each year. Dues shall be considered to be paid for the organization represented, rather than for the individual representing the organization.

IV.5. COMPENSATION: Members shall serve without compensation provided that nothing in this section shall prohibit reimbursement to a member for reasonable business expenses (i.e., postage, supplies, meeting room rental, etc.) incurred during the course of TEAM activities approved by the President.

IV.6. ASSOCIATE MEMBERSHIP: Associate members to TEAM shall be granted one representative from each Region, as nominated by the Regional Director. Associate TEAM members may serve on Ad Hoc Committees as appointed by the TEAM President. Associate TEAM members may not make motions, second motions or vote in the regular TEAM meetings. Associate members may make motions, second motions and vote on ad hoc committee issues. Associate TEAM members may be recognized by the TEAM President for comments or suggestions. The cost of Associate TEAM membership is included in the regular TEAM dues as addressed in IV.4 above.

ARTICLE V

Meetings

V.1. REGULAR MEETINGS: Beginning and ending times of the meetings shall vary according to the anticipated workload, and shall be as set by the TEAM President. Special meetings may be called as deemed appropriate by the President and Executive Committee, or any five (5) TEAM members.

V.2. ANNUAL MEETING: Subject to the approval of the date by the membership, an Annual Meeting will be held, at which time officers will be elected. The newly elected officers will establish goals and objectives for the following year. The Annual Meeting will be held during the last quarter of the Program Year (April, May, June).

V.3. QUORUM: At any regularly scheduled meeting, the members present shall constitute a quorum, which is required to transact business. For special called meetings, eight (8) members must be present to constitute a quorum.

V.4. VOTE: Each member shall be entitled to one (1) vote, provided that his/her dues are paid and current. A majority affirmative vote of the quorum shall be required to carry any issue, except as provided in Article VIII.1 — *Modification and Amendment*. Proxy voting is not permitted.

V.5. MOTIONS: Only TEAM members/designated alternate may make motions and seconds to motions. Alternate/proxy is able to vote but not enter motions.

ARTICLE VI

Officers' Duties and Rules

VI.1. OFFICERS: The principal officers of TEAM shall be as follows: President, Vice President, Secretary and Treasurer. All principal officers shall be voting members of TEAM.

VI.2. PRESIDENT: The President shall preside at all TEAM meetings, and shall appoint the members of all committees. The President shall have such additional powers and perform such other duties as may be deemed necessary by the TEAM organization as a whole.

VI.3. VICE PRESIDENT: In the absence of the President, the Vice President shall exercise all the powers and perform all the duties of the President. The Vice President shall have such additional powers and perform such other duties as may be assigned to him/her from time to time by TEAM

VI.4. SECRETARY: The Secretary shall be the keeper of TEAM minutes of all meetings, and provide finalized copies of minutes to the entire membership. Secretary shall send out updates, meeting reminders, and maintain an up to date TEAM member information list to the entire membership.

VI.5. TREASURER: The Treasurer shall be the keeper of TEAM financial records, including the checking account and membership dues. Treasurer shall present a financial report at each scheduled TEAM meeting.

VI.6. VACANCIES: A vacancy in the office of the President shall be filled by the Vice President for the unexpired term. A vacancy in the office of Vice President, Secretary or Treasurer shall be filled by election of the membership.

VI.7. TERMS OF OFFICE: The President, Vice President, Secretary, and Treasurer shall be elected by TEAM to terms of (2) years. President can serve for one term and then must take at least one year off. The election of officers will be held at the Annual Meeting. Outgoing officers shall retain their respective offices and duties until incoming officers are properly installed at the first meeting after July 1 of each year.

VI.8. RESIGNATION AND REMOVAL: Any officer may resign at any time by giving written notice of such resignation to the President of TEAM. Any notice of resignation of the President shall be given to the Vice President. Any officer may be removed from office, with or without cause, by an affirmative vote of two-thirds (2/3) of the total TEAM membership. Prior to the above mentioned vote, the officer who faces removal shall have the opportunity to present his/her side of the issue.

ARTICLE VII

Committees

VII.1. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the four elected officers (President, Vice President, Secretary, and Treasurer) and the immediate past-President (for one year). The immediate past-President shall be a voting member of the Executive Committee.

VII.2. EXECUTIVE COMMITTEE FUNCTIONS: The Executive Committee's functions will include, but not be limited to, being primary liaison to and between the Missouri Division of Workforce Development (DWD), the Missouri Workforce Development Board (MoWDB) and other Training and Employment related groups. The Executive Committee shall be responsible for acting on behalf of TEAM as may be required. Any action initiated or taken by the Executive Committee on behalf of TEAM shall require full disclosure to TEAM members at the next regularly scheduled meeting, following said actions.

VII.3. ANNUAL COMMITTEES: Annual Committees shall include: (1.) By-Laws Review; and (2.) Nominating. Chairpersons and members of said committees shall be selected by the TEAM President. The By-Laws Review Committee shall meet a minimum of once annually, and shall provide to the full TEAM membership any proposed modifications to the by-laws, no later than one month prior to the Annual Meeting. The Nominating Committee shall meet a minimum of once annually, and shall provide to the full TEAM membership a slate of candidates prior to the Annual Meeting.

VII.4. AD HOC COMMITTEES: Ad hoc committees shall be appointed by the TEAM President on an "as-needed" basis. Any ad hoc committee shall be formed for a single issue or purpose. Upon completion of the mission of the committee, and reporting to the full TEAM membership of the results, ad hoc committees shall be disbanded.

VII.5. COMMITTEE CHAIRPERSONS: Members may simultaneously serve on more than one committee of TEAM; however, members may not simultaneously serve as Chairperson on more than one committee.

VII.6. VACANCIES: The TEAM President may remove one or more members from any committee and appoint members to fill such vacancies.

ARTICLE VIII

General Provisions

VIII.1. MODIFICATIONS AND AMENDMENTS: These by-laws shall require a majority affirmative vote of those in attendance for modification, amendment or repeal. Notice of such a vote, along with copies of the proposed changes, shall be forwarded with the notice of the meeting at which such vote will be taken.

VIII.2. RULES OF ORDER: All proceedings of TEAM and its committees shall be guided by the latest revision of *Robert's Rules of Order*.

VIII.3. PROGRAM YEAR: The Program Year is July 1 through June 30 of the next calendar year.

VIII.4. MEETING MINUTES: All minutes of any TEAM meeting shall be emailed to TEAM members, and any other entity that the TEAM organization deems necessary.

VIII.5 CODE OF CONDUCT/CONFLICT OF INTEREST: TEAM members will not discriminate because of race, age, gender, creed, sexual orientation, disability or national origin. It shall be the policy and practice of TEAM to comply fully with federal and state laws, regulations and requirements in respect of non-discrimination, affirmative action, equal employment and civil rights. TEAM members are expected to practice and present ethical behavior at all times, in the course of their duties. TEAM members are expected to avoid actual or the appearance of impropriety or conflicts of interest whether or not any actually exists. TEAM will comply with applicable laws, rules and regulations of federal, state and local governments. (WIOA Section 101)

VIII.6 CONFIDENTIALITY: TEAM members will not disclose confidential information, either oral or written, that is not a matter of public record or public knowledge, obtained in the course of, or by reason of, his/her membership to any person or entity not directly involved with the business of TEAM. TEAM agrees to engage in, and promote, honest and ethical conduct; including but not limited to the soliciting, negotiating and monitoring of all contractual relationships. TEAM complies with the Sunshine Law.