

**BYLAWS
OF
MISSOURI ASSOCIATION OF WORKFORCE DEVELOPMENT**

**ARTICLE I
NAME AND PURPOSE OF ORGANIZATION**

Article 1.1 – Name of Organization. The name of the organization is Missouri Association of Workforce Development, hereafter referred to as MAWD. Mention of "Association" within these articles shall refer to MAWD.

Article 1.2 – Association Purpose. The Association is organized in accordance with the Nonprofit Corporation Law of Missouri, as amended. The Association has not been formed for the making of any profit or personal financial gain. The assets and income of the Association shall not be distributed to, or benefit the trustees, directors, or officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described below. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to independent contractors for services provided for the benefit of the Association. This Association shall not carry on any other activities not permitted to be carried on by an Association exempt from federal income tax. The Association shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office.

The Association is organized exclusively for purposes pursuant to section 501(c)(3)

Article 1.3 – Specific Purpose. MAWD is an association of individual practitioners in the workforce development field. MAWD works to improve the effectiveness of Missouri's workforce development programs and support those professionals who work within those programs, and to enhance public-private cooperation.

The specific objectives and purpose of this organization shall be to promote and support:

- (A) the professional growth of the membership
- (B) the development and delivery of quality workforce development programs
- (C) local, state, and national initiatives that advance employment, education, training, and workforce development services
- (D) the efforts of the National Association of Workforce Development Professionals

ARTICLE II MEMBERSHIP

Section 2.1 - Membership. All individuals who are employed by or interested in workforce development shall be eligible for membership. Membership is granted after completion and receipt of a membership application and annual dues.

Section 2.2 – Membership Dues. The amount of membership dues shall be determined by the Board of Directors.

Section 2.3 Member in Good Standing. A member who has met the annual membership dues payment schedule set forth by the Board of Directors without a lapse in renewal.

- (A) Falling behind in the annual membership dues would make the person a member in arrears and not a member in good standing
- (B) Only members in good standing may attend association meetings, hold Association office or serve on Association committees, vote on Association issues, and be eligible for scholarships and awards.

A member may return to go good standing by:

- (a) Paying dues in arrears to bring membership up to date
- (b) Maintaining membership dues for 2 consecutive years after the lapse in membership

Section 2.4 – Rights of Members. Each member has the right to vote on:

- (A) the election of directors
- (B) association business
- (C) the dissolution of the corporation
- (D) a merger, or
- (E) a disposition of all or substantially all the corporate assets

ARTICLE III MEMBERSHIP MEETINGS

Section 3.1 - General Membership Meetings. A general membership meeting shall be held once each calendar year for the purpose of conducting business of the Association. The general membership meeting shall be held at the time and place designated by the Board of Directors. The general membership meeting is not required to be held at a geographic location if the

meeting is held by means of the internet or other electronic communications and technology. The electronic delivery should occur in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, note on matters submitted to the members, pose questions, and make comments.

Section 3.2 – Special Meetings. Special meetings of the Association may be called by the President, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by five percent (5%) of voting members may also call a special meeting.

Section 3.3 – Notice of Meetings. Notice of meetings of the Association shall be delivered by email to the last known email address of all Association members not less than ten (10) days before such meetings.

Section 3.4 – Quorum. A quorum for a meeting of the membership shall consist of at least ten percent (10%) of the active membership.

Section 3.5 – Voting. All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 – General Powers. The affairs of the Association shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Association.

Section 4.2 – Number, Tenure, Requirements, and Qualifications. The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than fifteen (15) including the following officers: the President, the President-Elect, Immediate Past-President, the Secretary, and the Treasurer.

The members of the Board of Directors shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board of Directors must be approved by a majority vote of the members present and voting. No two members of the Board of Directors related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time. Each member of the Board of Directors shall be a member of the Association whose membership dues are paid in full and shall hold office for a two-year term as submitted by the nominations committee. Members of the Board of Directors terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-half (1/2) of all members of the Board of Directors shall expire.

Each member of the Board of Directors shall attend at least two (2) meetings of the Board per year.

Section 4.3 – Board of Directors. The Board of Directors shall be established and empowered as follows:

- (A) Composition. The Board of Directors shall be comprised of active members of the Association in good standing for at least one full year prior to the election.
 - (a) President – See Article V, Section 5.1
 - (b) President-Elect – See Article V, Section 5.2
 - (c) Immediate Past President – See Article V, Section 5.3
 - (d) Secretary – See Article V, Section 5.4
 - (e) Treasurer – See Article V, Section 5.5
 - (f) Membership Committee Chair – The Membership Chair is responsible for creating and implementing a membership plan, promoting membership throughout the year, providing membership reports at Board of Directors and Association meetings, assigning, and assessing membership dues as well as distributing membership information.
 - (g) Public Information Committee Chair – The Public Information Chair is responsible for creating awareness of the Association throughout Missouri's workforce communities by maintaining the Association's newsletter and social media platforms. In addition, the Public Information Chair will provide membership reports at Board of Directors and Association meetings.
 - (h) Professional Development Committee Chair – The Professional Development Chair is responsible for developing, organizing, and scheduling all professional development events throughout the year, as well as, providing professional development reports at Board of Directors and Association meetings.
 - (i) Business Relations and Marketing Committee Chair – The Business Relations and Marketing Chair is responsible for marketing the Association to other partner agencies and businesses for sponsorships, vendors, and marketing materials. In addition, the Business Relation and Marketing Chair shall market the Association to promote membership growth and provide membership reports at Board of Directors and Association meetings.
 - (j) Six (6) At-Large Members – Members-At-Large shall serve as the liaison between the membership and the Board of Directors.
- (B) All members serving on the Board of Directors will be required to serve on one of the Association's standing committees of their choice or as appointed by the President.
- (C) Term of Service. Each Director of the Board shall serve ordinarily for a term of two years, beginning on July 1 and ending on June 30, and may seek re-election. There is no term limit for Directors of the Board who wish to continue to stand for election.

(D) Vacancy. The Executive Committee shall have the authority to fill any vacancy occurring in any office after the regular election has been held. Vacancies will be filled in an acting capacity until the next regular election.

The Board of Directors may refer to the membership for decision by electronic ballot any matter not otherwise provided for herein.

(E) Regular Meetings. Notice of meetings of the Board of Directors shall be delivered by email to the last known email address of all Board members not less than ten (10) days before such meetings. The Board of Directors shall meet at least twice each year.

(F) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two members of the Board of Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any location, as the place for holding any special meetings of the Board called by them.

(G) Quorum. The Board's quorum shall be one more than one-half of the number of current Board members.

(H) Forfeiture. Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 4.2 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all of the requirements of Section 4.2 of this Article are not entitled to vote at the annual meeting.

(I) Removal. A member of the Board of Directors may be removed or sanctioned for inappropriate behavior or other intentional behavior that is deemed detrimental to the Association by a 2/3 vote of the Board of Directors.

ARTICLE V OFFICERS

The officers of this Board shall be the President, President-Elect, Immediate Past-President, Secretary, and Treasurer. All officers must have the status of active member of the Association in good standing for at least one full year prior to the election and chosen in the elections conducted by the Association among active members.

Section 5.1 – President. The President shall preside at meetings and serve as an ex-officio member of all committees except the nominating committee. The duties of the President shall be those usually pertaining to the office as set forth in Roberts Rules of Order. Such other

duties as may be prescribed in the Bylaws. Ad-hoc committees may be appointed by the President and will serve until completing their assigned duties as determined by the President.

Section 5.2 – President-Elect. The President-Elect, in the absence of the President, shall perform the duties of the President, and exercise such authority as may be assigned by the President. Should the President of the Board resign, be removed from office, become incapacitated or be unable to fulfill his/her duties that authority will fall to the President-Elect who shall become the Acting President. Upon assuming the role, the Acting President shall call a Special Meeting of the Executive Committee. The Executive Committee will determine if the Acting President should remain in the role as Acting President, in a situation where the Board President's incapacity is temporary, or if the position of Board President should be filled for the remainder of the term.

Section 5.3 – Immediate Past-President. The Immediate Past-President is to ensure continuity during governance transition and organizational change to help ensure the appropriate succession of Officers and Directors, support the President in his/her role, and provide continuity to the organization by providing historical context for issues.

Section 5.4 – Secretary. The Secretary shall identify those present, record all votes taken and keep record of all issues discussed at Association, Executive Committee and Board of Directors meetings. The Secretary will submit meeting minutes within fourteen (14) days of each meeting for distribution, Board approval and to be filed as a permanent record. The Secretary shall conduct such correspondence and fulfill such other duties as may be authorized by the President and the Executive Committee.

Section 5.5 – Treasurer. The Treasurer shall be appointed by the President. The Treasurer shall monitor all revenues and expenses of the Association, approve all payables, and shall ensure maintenance of a complete and accurate account of all funds received and disbursed. The Treasurer will produce a monthly financial statement of income and expenses for the Board of Directors. The Treasurer shall present the books for audit at such times as required by the Board of Directors. A complete report shall be submitted at the Association's annual membership meeting.

ARTICLE VI COMMITTEES – EX-OFFICIO

Section 6.1 – Committees. The Board of Directors shall have an Executive Committee and such other committees as may be deemed necessary to perform certain duties and provide advice and counsel to the Board of Directors to execute its powers and the performance of its responsibility.

- (A) Executive Committee. The Executive Committee shall be comprised of the five (5) Officers of the Association.
 - a. The Executive Committee members shall be required to attend a minimum of two (2) scheduled meetings per year to retain their position.

- (B) Committees. The Board President may establish ad hoc committees as may be deemed necessary. The Board of Directors will maintain the following as standing committees of the Board of Directors:
 - (1) Executive Committee
 - (2) Membership Committee
 - (3) Public Information Committee
 - (4) Professional Development Committee
 - (5) Business Relations and Marketing Committee

- (C) Chairpersons. Each committee chairperson shall be elected during the Association's annual election and serve a two (2) year term.

- (D) Committee Members. The members of each committee shall be appointed by the Committee Chair(s) from among the members of the Association. The term of membership on a committee shall be coterminous with the term in the Committee Chair's office (s).

Section 6.2 – Ex-Officio. Workforce development partner agencies are encouraged to appoint an ex-officio representative to the MAWD Board. Agency representatives shall serve in an advisory capacity to the full Board. Ex-Officio members will serve with the approval of the Executive Committee.

- (A) The Executive Committee may appoint any number of ex-officio board members, up to but not to exceed the number of regular voting members, as it deems fit to serve on the Board in an advisory capacity.
- (B) Such Ex-Officio members shall not be counted in determining the presence of a quorum for the transaction of business at meetings of the Board where they are present.
- (C) Ex-Officio members may make and second motions but do not have voting privileges.
- (D) Ex-Officio members are invited to:
 - (a) Attend Board meetings
 - (b) Advise the Board on matters related to their area(s) of expertise
 - (c) Provide liaison between the Board and other organizations or the community, as authorized by the Board
 - (d) Serve on a committee(s)

ARTICLE VII
NOMINATIONS, ELECTIONS and APPOINTMENTS

Section 7.1 – Voting Credentials. All credentials for participating in the election of a Director shall be issued by the Association based upon its roster of active members in good standing.

Section 7.2 – Nomination and Election Committee. The President shall appoint a Nomination and Election Committee consisting of four active members of the Association at least three months prior to the annual membership meeting.

Section 7.3 – Nominations.

- (A) Nominations to stand for election to the Board of Directors must be submitted prior to the Association's Annual Membership Meeting.
- (B) The Nominations and Elections Committee shall attempt to ensure that nominees represent a cross-section of the total membership.
- (C) The Nominations and Elections Committee shall submit a notice and report of its determinations to all active members who are eligible to participate in the election not less than 30 days prior to the date of such election.

Section 7.4 – Candidates. Only active members in good standing for at least one full year prior to the Association's election shall be candidates for election as a Director of the Association.

Section 7.5 – Time of Elections. Elections shall be conducted each year between May 1 and June 30.

Section 7.6 – Election of Directors. Election of members of the Board of Directors of the Association shall be conducted by electronic ballot.

Section 7.7 – Appointment of Treasurer. The Treasurer shall be appointed by the President with the consent of the Executive Committee and shall have full voting privileges.

ARTICLE VIII
AUDIT and FIDELITY BONDS

Section 8.1 – Audit and Fidelity Bonds. The Board of Directors shall retain a Certified Public Accountant to audit the Association's financial records and to prepare financial reports to be presented to the Board of Directors for their approval. The Board of Directors shall establish and purchase the sum of the fidelity bond to be obtained to cover the Treasurer of the Association. A responsible guarantee company shall execute such bond. The expense is to be defrayed by the Association.

**ARTICLE IX
USE OF CORPORATE INCOME**

Section 9.1 -- Use of Corporate Income. All funds of the Association shall be devoted, insofar as they are needed for educational and information purposes, to the fulfillment of contractual and membership obligations for information and technical services, to the completion of any research or other education programs in the field of employment and training which the Association undertakes, to any other legal financial obligation of the Association, and to reasonable compensation for services rendered by the Board of Directors and contractors for their actual and necessary expenses.

**ARTICLE X
DISSOLUTION AND DISTRIBUTION OF ASSETS**

Section 10.1 – Dissolution. Upon voluntary dissolution of the Association pursuant to statute, all Association assets shall be distributed in accordance with the Articles of Incorporation, these Bylaws, and applicable law. In the event of dissolution of the Association, the remaining assets of the Association shall be distributed to one or more similar association which is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, as the same is now in effect or as it may hereafter be amended, in amounts determined by the Board of Directors.

**ARTICLE XI
MISCELLANEOUS PROVISIONS**

Section 11.1 -- Fiscal Year. The fiscal year of the Association shall be twelve calendar months beginning on the first day of July and ending on the last day of June, unless otherwise ordered by the Board of Directors.

Section 11.2 -- Indemnification. To the full extent permitted by law, the Association shall indemnify all persons whom it may indemnify pursuant thereto. Such indemnification shall not be deemed exclusive of any other right to which those indemnified may be entitled under any Bylaw, agreement, a vote of the Board of Directors or members, or otherwise. Members of the Board of Directors shall be insured, at the expense of the Association, against personal liability for activities of the Association.

Section 11.3 -- Amendments. Amendments to these Bylaws may be proposed by 1) Resolution of the Board of Directors; and/or 2) Petitions signed by active members representing not less than ten percent (10%) of the total active membership.

Amendments may be adopted: 1) At the Annual Business Meeting, by a simple majority vote of the active members present and voting; and/or 2) Through electronic ballot to eligible active members, by a simple majority of votes received.

Members shall be notified of the proposed Amendment not less than thirty (30) days prior to the vote.

Section 11.4 -- Rules of Order. In all matters not covered by these Bylaws, the Association will be guided by Robert's Rules of Order, as revised.