



# Constitution - Proposed Amendments

## Presented at Annual Meeting, July 16, 2021

### By-laws Amendments - Approved at Annual Meeting, July 16, 2021

Three amendments to TEAM's By-laws were approved, by an overwhelming majority, by TEAM members who voted prior to the 2021 Annual Meeting. Effective immediately, the By-laws will reflect the following changes:

1. By-laws Article I, Sections 1 and 2 - allow for notification of annual and/or special meetings by any form of communication (i.e., can be done by email).
2. By-laws Article I, Section 4 - clarify the means by which board members are counted in the quorum at board meetings (i.e., not necessarily by telephone connection) and add female pronouns to include female board members.
3. By-laws Article IV, Section 1 - update the authorizations according to modern protocols.

### Constitution Amendments - Presented at Annual Meeting, July 16, 2021

According to Article X of the Constitution, amendments must be presented at an annual meeting and not acted upon until the following annual meeting. At the Annual Meeting on July 16, 2021, on behalf of the Board of Directors, the International Director announced six proposed amendments to the Constitution. These amendments have the full support of the board, and members of TEAM will be invited to vote for these amendments when the 2022 Annual Meeting notification is sent.

The following list summarizes the proposed amendments to the Constitution. The rationale and revised wording for the amendments are outlined on the following pages.

1. Amend the Constitution (Articles VI, VII, IX, X) with basic corrections and updates.
  - a. Article VI, Section 2 - eliminate duplication of Article VII paragraph
  - b. Article VII - correct spelling of "councils"
  - c. Article IX - capitalize Internal Revenue Code
  - d. Article X, Section 2 - change "organ" to "communication"
2. Amend the Constitution (Articles III and V) to update titles and gender pronouns related to the chief executive officer.
3. Amend the Constitution (Article III, Section 1) to remove the reference to Guiding Principles (with the caveat that the Guiding Principles are referenced in the By-laws as an important organizational document).
4. Amend the Constitution (Article IV, Section 2) to remove the qualifier "full time" to allow part-time staff to vote at member meetings.
5. Amend the Constitution (Article IV, Section 3) to expand membership eligibility for those who are worthy of honorary membership of TEAM and remove the stipulation that a certificate will be granted.
6. Amend the Constitution (Article IV, Section 1) to eliminate the donor membership category. (If approved, this will require an amendment of By-laws Article II, Sections 1, 2, 3.)

\*Only if #6 is not approved, at least amend Constitution Article IV, Section 1 and By-laws Article II, Sections 1 and 2, to eliminate the "individual donor" membership category and the specified dollar amount.

## Rationale and Suggested Wording for Proposed Constitutional Amendments

The following section outlines the rationale and suggested wording for the proposed amendments.

### 1. Amend the Constitution (Articles VI, VII, IX, X) with basic corrections and updates.

- a. Article VI, Section 2 - **eliminate duplication of Article VII paragraph**

#### **ARTICLE VI, FINANCES**

Section 2. The financial management of TEAM shall be under the direction and control of the board of directors, and shall be exercised with all possible care in order that the financial integrity and stability of TEAM shall at all times be safeguarded and maintained.

~~Such councils, committees, boards, or juridical persons which may be necessary for the recognition, representation, or promotion of the work of TEAM in countries other than the U.S. or Canada may be authorized by the board of directors and shall function subject to the laws of the country in which they are found and in harmony with agreements authorized and approved by the board of directors.~~

- b. Article VII - **correct spelling of “councils”**

#### **ARTICLE VII, ASSOCIATED ORGANIZATIONS**

Such **councils**, committees, boards, or juridical persons which may be necessary for the recognition, representation, or promotion of the work of TEAM in countries other than the U.S. or Canada may be authorized by the board of directors and shall function subject to the laws of the country in which they are found and in harmony with agreements authorized and approved by the board of directors.

- c. Article IX - **capitalize Internal Revenue Code**

#### **ARTICLE IX, DISSOLUTION**

It is confidently expected that the ministry of TEAM will continue until the return of the Lord Jesus Christ. However, if TEAM should bring its work to a conclusion and dissolve its corporation, none of its assets remaining after meeting all responsibilities and payment of all just obligations shall inure to the benefit of any individual member of the corporation or other private individual. In the event of its dissolution all such assets shall be turned over by decision of an annual meeting or a special meeting of the members of this corporation to an organization or organizations, which is or are in harmony with the objectives as stated in Article II of this Constitution and is or are in agreement with the doctrinal position as stated in Article VIII of the Constitution of TEAM. Such an organization or organizations also must be recognized by the United States Treasury Department as entitled to income tax exemption within the meaning of section 501(c.)(3) of the **internal revenue code** of 1986 as amended, at the time that dissolution takes place.

- d. Article X, Section 2 - **change “the official organ” to “an official communication”**

#### **ARTICLE X, AMENDMENTS TO THE CONSTITUTION**

Section 2. The secretary shall cause any proposed amendment or amendments to be published in **the an official organ-communication** of TEAM or shall by letter inform voting members thereof, at least thirty days prior to the annual meeting at which final action is to be taken.

### 2. Amend the Constitution (Articles III and V) to update titles and gender pronouns related to the chief executive officer.

## Proposed Amendments to TEAM Constitution

- a. In Article III, a generic reference to “chief executive officer” would more appropriately align with commonly used terminology for the highest ranking position in an organization, and it will match the generic term used in Article IV.
- b. Article V should include the actual title that TEAM uses for its highest ranking officer.
- c. Pronouns should reflect the possibility of either a male or female CEO at TEAM.
- d. **Proposed changes: change “executive director” to “international director” or generic standard title of “chief executive officer” and neutralize gender specific pronouns**

### **ARTICLE III, NATURE**

Section 1. TEAM is an international association of individuals and organizations which have agreed to be bound by the same doctrinal position, to govern themselves in accordance with the Constitution, By-laws, and Guiding Principles in the conduct of the work of TEAM, and who recognize the authority of the board of directors in the United States in the guidance of the mission work through the administration of one ~~executive director~~ **chief executive officer** and his ~~or her~~ administrative associates in the various countries of representation and service.

### **ARTICLE V, DIRECTORS AND OFFICERS**

Section 3. The board of directors shall appoint an ~~executive~~ **international** director, subject to the approval of the annual meeting, to be the chief executive officer of TEAM. ~~His~~ **The international director's** term of office, authority, and duties shall be determined by, and be under, the jurisdiction of the board of directors.

Section 4. The board of directors may appoint such other administrative officers as may be found necessary in the conduct of the work of TEAM, such officers to be responsible to the board of directors through the ~~executive~~ **international** director. The authority and duties of such other administrative officers shall be determined by the ~~executive~~ **international** director, subject to the approval of the board of directors.

## **3. Amend the Constitution (Article III, Section 1) to remove the reference to Guiding Principles.**

- a. In most organizations, the two standard foundational governing documents are the Constitution and By-laws. The mention of an additional document seems extraneous.
- b. The Constitution and By-laws contain clear stipulations regarding how revisions can be made; whereas, there is no such clarity regarding revisions to the Guiding Principles.
- c. The Guiding Principles are briefly mentioned in the By-laws, which seems to be a more appropriate document in which to refer to the Guiding Principles. To underscore the importance of the Guiding Principles as a document outlining TEAM's missiological principles, a more meaningful reference will be added to the By-laws if it is removed from

## Proposed Amendments to TEAM Constitution

the Constitution. (This will require a revision to the By-laws, to be proposed to members for vote at the 2022 Annual Meeting).

- d. **Proposed change: remove the reference to “Guiding Principles” in Article III, Section 1.**

### **CONSTITUTION - ARTICLE III, NATURE**

Section 1. TEAM is an international association of individuals and organizations which have agreed to be bound by the same doctrinal position, to govern themselves in accordance with the Constitution; **and** By-laws; ~~and Guiding Principles~~ in the conduct of the work of TEAM, and who recognize the authority of the board of directors in the United States in the guidance of the mission work through the administration of one executive director and his administrative associates in the various countries of representation and service.

## **4. Amend the Constitution (Article IV, Section 2) to remove the qualifier “full time” to allow part-time staff to vote at member meetings.**

- a. If this modification is made, it should have qualifiers regarding alignment with TEAM such as those in Article IV Section 3. Most missions agencies do have some employees who are not believers (e.g., the full time night guard who is Muslim, cleaners, maintenance, and facility caretakers). This is not necessarily a bad thing, as it provides an opportunity to minister to unbelievers just like BAM companies often intentionally hire unreached peoples onto staff.
- b. TEAM has several part-time staff who contribute meaningfully to the work of the organization. Sometimes people who are fully aligned with TEAM move from full-time to part-time for good reasons. Under the current Constitution, they lose their membership even though they are still staff who are committed to the mission of TEAM.
- c. TEAM allows active missionaries to function part time in terms of their TEAM role and not lose their membership (eg. the couple with young children being home schooled with one spouse predominantly ministering to the family.)
- d. **Proposed change: remove the word “full time” and add “who are in accord with the objectives, and statement of faith of this Mission”**

### **ARTICLE IV, MEMBERSHIP**

Section 2. The members of the board of directors of TEAM, all active missionaries, missionaries retired from TEAM, and the full-time staff are *ex officio* members of TEAM.

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## 5. Amend the Constitution (Article IV, Section 3) to expand membership eligibility for those who are worthy of honorary membership of TEAM and remove the stipulation that a certificate will be granted.

- a. On occasion there are situations where a person's relationship with TEAM aligns with the spirit of the Constitution, but isn't specifically addressed in the above outlined membership categories. The length of membership would be determined by the board depending on the nature of his or her relationship to TEAM.
- b. Remove the unanimous requirement to allow board members freedom to express opinions in discussion regarding membership eligibility.
- c. Membership recognition can be bestowed in any manner that seems fitting for the person at the time of membership.
- d. **Proposed change: omit the words "unanimously" and "life" and add "honorary" and "for a duration at the board's discretion" and omit the phrase "and be given a life membership certificate"**

### **ARTICLE IV, MEMBERSHIP**

Section 3. Any Christian individual in accord with the objectives, purposes, and statement of faith of TEAM who, because of outstanding service to TEAM, shall have been unanimously selected by the board of directors thereupon shall become a life member of this organization and be given a life membership certificate.

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Section 3. Any Christian individual in accord with the objectives, purposes, and statement of faith of TEAM who, because of outstanding service to TEAM, shall have been ~~unanimously~~ selected by the board of directors thereupon shall become **an honorary life** member of this organization **for a duration at the board's discretion.** ~~and be given a life membership certificate.~~

## 6. Amend the Constitution (Article IV, Section 1) to eliminate the donor membership category.

- a. As TEAM intends to globalize its membership, this category will unintentionally skew the voting power to US/CAN churches versus churches from other countries, because TEAM only receives donations directly from US/CAN churches. Non-US/CAN churches who contribute to non-US/CAN missionaries seconded to TEAM are inadvertently left out of membership privileges due to their donations being received and tracked by a sending agency partner rather than by TEAM.
- b. TEAM's global membership will be coming increasingly from a wide range of economic backgrounds, from weaker and stronger economies, from high cost of living to low cost of living countries, that a set giving amount cannot account for.

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- c. Including individual donors as members with a specified dollar amount implies a sense of “buying your vote.”
- d. The number of donor members far exceeds the total of all other key stakeholders who are members, causing disproportionate “voting power” at member meetings. (See [Appendix](#).)
- e. If this change is adopted, it would encourage TEAM to further develop our existing commitment to meaningfully involve churches in the sending, care, and oversight of missionaries. TEAM is also setting up strategic partnership agreements with churches around the world to maintain a close relationship with churches.
- f. Per legal counsel, the removal of this category does not affect TEAM’s IRS status as an “association of churches.”
- g. If the individual and church/society/group membership categories are eliminated, the term “members” will be defined according to Article IV, Sections 2 and 3.

### **h. Proposed change: eliminate Constitution Article IV, Section 1**

#### **ARTICLE IV, MEMBERSHIP**

Section 1. Any Christian individual, church, or society, or any other group of Christians in accord with the objectives, and Statement of Faith of this Mission, who shall contribute in any calendar year to the work of TEAM in excess of minimums set forth from time to time in the Bylaws shall thereby become a member of TEAM for the next calendar year and will be called an annual member.

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**NOTE: If the donor membership category is eliminated, it will require removal of By-laws Article II, Sections 1, 2, 3. (Current Section 4 will become Section 1 under Article II.)**

#### **BY-LAWS - ARTICLE II. VOTING POWER**

~~Section 1. Annual members, as defined in Section 1 of Article IV of the Constitution, having contributed a minimum of \$1,200 during any calendar year shall be entitled to one vote in person or by proxy at the annual meeting or any special meeting of the members during the next calendar year.~~

~~Section 2. Any church, society, or group that is an annual member as defined in Section 1 of Article IV of the Constitution shall also be entitled to one additional vote for each \$1,200 above the initial \$1,200 contributed within any calendar year, up to a maximum of ten votes.~~

~~Section 3. Any church, society, or group entitled to vote may send an accredited delegate to the appropriate annual meeting or special meeting of the members and any such church, society, or group entitled to two or more votes may send one additional delegate to such meetings, if it so desires, and the votes of such member organization shall be divided between said delegates.~~

Section 4 **1.** Any person who qualified as a member under Sections 2 or 3 of Article IV of the Constitution shall be entitled to one vote in person or by proxy at the annual meeting or any special meeting of the members during the current calendar year.

## Proposed Amendments to TEAM Constitution

- A. **Only if #5 is not approved, at least amend Constitution Article IV, Section 1 and By-laws Article II, Sections 1 and 2, to eliminate the “individual donor” membership category and the specified dollar amount.**

### **CONSTITUTION - ARTICLE IV, MEMBERSHIP**

Section 1. Any Christian ~~individual,~~ church, or society, or any other group of Christians in accord with the objectives, and Statement of Faith of this Mission, who shall contribute in any calendar year to the work of TEAM in excess of minimums set forth from time to time ~~in the Bylaws~~ **by the board of directors** shall thereby become a member of TEAM for the next calendar year and will be called an annual member.

### **BY-LAWS - ARTICLE II. VOTING POWER**

Section 1. Annual members, as defined in Section 1 of Article IV of the Constitution, having contributed ~~a minimum of \$1,200~~ during any calendar year shall be entitled to one vote in person or by proxy at the annual meeting or any special meeting of the members during the next calendar year.

Section 2. Any church, society, or group that is an annual member as defined in Section 1 of Article IV of the Constitution shall also be entitled to ~~one additional vote, for each \$1,200 above the initial \$1,200 contributed within any calendar year, up to a maximum of ten votes.~~

- i. Including individual donors as members with a specified dollar amount implies a sense of “buying your vote.” It is not anticipated that current donors would feel bad about losing membership. In fact, most eligible individual donors do not participate in voting.
- ii. The dollar amount is currently set at \$1,200 - this could be moved to some other higher number to reduce the number of voting donors to those more heavily invested in TEAM, or reduced to \$1 to treat all donors as equals, asking each to certify in writing that they desire membership and are in agreement with TEAM core principles and mission. The dollar amount is an arbitrary number that was set a long time ago and has never been adjusted for inflation. If the amount is reduced, it honors donors who give any amount; however, it will disproportionately skew the voting power toward people who are not as fully invested in the organization (see graph on following page). If the amount is raised, it makes membership inadvertently exclusive to those with access to more resources; however, it more equally distributes the membership voting blocks to more appropriately represent those who are most vested in the organization (see graph on following page).

# Appendix

The following chart reveals the number of donors compared to the number of board members, missionaries, and staff who are key stakeholders in terms of voting at member meetings.

