

**BYLAWS
OF
THE AGRICULTURAL AND LABOR PROGRAM, INCORPORATED**

ARTICLE I - SCOPE

- Section 1** The name of this organization shall be **The Agricultural and Labor Program, Incorporated**. It shall also be known by its acronym: **ALPI**.
- Section 2** The Agricultural and Labor Program, Incorporated shall be incorporated under the laws of the State of Florida as a non-profit, tax exempt organization.
- Section 3** The Agricultural and Labor Program, Incorporated's Fiscal Year shall be from July 1 through June 30 of each year.

ARTICLE II - PURPOSE

- Section 1** The specific purpose for which this Corporation is formed is to assist agricultural workers, disadvantaged, disenfranchised persons and other interested members of the community and their family members in cooperatively meeting their needs for better health, education, social services, home life, economic opportunities and human relations. In furtherance of this purpose, the Corporation shall have all powers conferred by Chapter 617 of the Florida Statutes, including but not limited to the following powers: to provide research for the foregoing purposes; to provide advisory service to disadvantaged agricultural workers and disenfranchised people; to provide leadership training for those involved in service to agricultural workers disadvantaged and disenfranchised people; to develop projects and to aid and assist their furtherance; to provide and assist in the obtaining of suitable housing; to provide funds whenever possible for training and assisting targeted groups; to assist social service programs; to participate in, to the fullest extent practicable, all governmental programs as passed by the Congress of the United States of America; to acquire funds from any source for all of the foregoing purposes, such as foundations, state and federal agencies, corporations, but not limited to, in support of the foregoing purposes, and to expand the same with the full discretion of the Board of Directors and Executive Committee as created hereinafter on a non-profit basis; to create an Advisory Council in each of the four regions currently in operation, Southern, Eastern, Central and Northern, to ensure appropriate representation of the low-income community from CAA designated areas and to continue same in any new region that may be created for the purpose of aid and counsel to the Board of Directors; to participate in such charitable and philanthropic projects and activities as shall from time to time be feasible, and to do any and all manner of things as may be necessary to carry out the above activities in the State of Florida and such other states as the Board of Directors may determine.
- Section 2** In order to promote the purposes of this Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, mortgage and dispose of such property as the Corporation shall require for the benefit of the members and not for pecuniary profit.
- Section 3** The Agricultural and Labor Program, Incorporated may provide community, social and related services in any location approved by the Board of Directors and allowed by Law.

Additionally, it shall serve as the Community Action Agency (CAA) for Polk and Highlands Counties.

Section 4 To do any and all other things necessary or proper to the achievement of any or all of the above purposes and to do any and all things permitted by non-profit organizations under and by virtue of the laws of the State of Florida.

Section 5 The foregoing provisos of this Article are to be construed as both objects and powers, and it is expressly provided that said objects and powers shall in no sense be limited by any other proviso of these Amended Articles of Incorporation, but shall be regarded as independent objects and powers, provided, however, that nothing herein contained shall be construed as authority to carry on business or exercise any power or undertake any act which may be inconsistent with Chapter 617 of the Florida Statutes, the CSBG ACT or in anyway inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE III - DUTIES OF THE BOARD

Section 1 The affairs of the Corporation shall be administered by a Board of Directors elected by the Corporation as outlined in these Bylaws. The Board shall have the responsibility of seeing that the purposes outlined in these Bylaws are achieved.

The Board is authorized and empowered to delegate and assign the task of administering and implementing its duties to a Executive Committee, whose actions and activities shall be at all times subject to limitation and direction by the Board of Directors.

Section 2 The Board shall be responsible for employing a Chief Executive Officer who shall lead the agency and its staff in pursuit of the objectives established by the Board in the agency's strategic plan and annual operating plan and shall be responsible for the supervision of all agents and employees of the Corporation. Additionally, the Chief Executive Officer shall be responsible for the day to day operation and administration of the Corporation subject to limitations and restrictions imposed by the Board of Directors.

Section 3 The Board shall have fiduciary responsibility for all assets of the Corporation. Expenditures and disbursements of corporate funds may be made upon such terms as established by the Board.

Section 4 The Corporation shall indemnify the members of the Board for all acts taken in good faith, within the scope of the Board's responsibility, and on behalf of the Corporation.

Section 5 The Board shall be responsible for ensuring that the activities carried out under its direction are in conformity with its Bylaws and Articles of Incorporation and that its tax exempt, non-profit status is maintained.

ARTICLE IV - COMPOSITION OF THE BOARD

Section 1 The Board shall consist of not less than nine (9) nor more than twenty-four (24) voting members. Total Board membership, in accordance with the CSBG Tripartite Requirement, shall be equally divisible by three (3) at all times. All Board members eligible to vote shall be identified by one of three designations. These are: (1.) Elected public officials; (2.) Low-income community representatives; and, (3.) Local business/other representatives.

a. Tripartite Requirements:

(1.) Elected Public Officials – One third (1/3) of all voting members shall be comprised of elected public officials selected by the ALPI Board of Directors. Of these members, at least one (1) each shall be from Polk, Highlands, Hendry, and Glades Counties. The remaining elected public officials shall be selected by the ALPI Board of Directors from counties wherein ALPI provides services and may include, but is not limited to, Polk, Highlands, Hendry, and Glades Counties. Upon a finding, as documented and recorded in the ALPI Board minutes, that no elected public official is willing to serve, the ALPI Board of Directors shall select an appointed public official for membership. The term of membership of any elected and/or appointed public official on the ALPI Board of Directors shall be two (2) years and may, at the sole option of the Board of Directors, be renewed in two (2) year terms thereafter. Said membership may be terminated in accordance with these Bylaws and the Articles of Incorporation of ALPI. All public officials may appoint a representative to serve in their place by providing a letter of such appointment to the ALPI Board of Directors and, annually thereafter, providing a letter reaffirming said appointment. If the appointed representative terminates from the Board for any reason, the public official shall resume her/his membership on the Board or may appoint a new representative for the balance of the term. In any case, an appointed representative may not serve on the Board for any time beyond the public official's membership. Regardless of the term of membership, any public official's membership (elected or appointed) on the Board of Directors shall end upon termination of their public position.

(2.) Low-income Community Representatives - No fewer than one-third (1/3) of all voting members shall be comprised of individuals representing the low-income communities wherein ALPI provides services. These individuals shall be elected through the Regional Advisory Council election process as outlined in these Bylaws. A minimum of one (1) member shall be elected from Polk, Highlands, Hendry, and Glades Counties by the appropriate Regional Advisory Council. If no members are elected, an identified County, the Board of Directors will appoint a member from each County based on the recommendations of local community leaders and organizations.

(3.) Local Business/Other Representatives - The remainder of the members of the Board of Directors shall be officials or members of business, industry, labor, religious, welfare, education, or other major groups and interests in the community. These members will be appointed by the Board of Directors in accordance with the ALPI Bylaws and Articles of Incorporation. A minimum of one (1) member each shall be from Polk, Highlands, Hendry, and Glades Counties.

b. Petitioning Procedures:

(1.) Any community organization, religious organization or representative group of the low-income community of Polk or Highlands Counties that believes its members to be inadequately represented on the Board may petition for adequate representation as follows:

(a.) The petition must be signed by fifty (50) members of the petitioning group or fifty percent (50%) of the bona fide members of that group or organization. These names shall be residents of the area, at least eighteen (18) years of age, and each person's residential address must be listed adjacent to his/her name.

(b.) Upon receipt of an acceptable petition, the organization or group shall be afforded a timely, informal and open hearing before the Board of Directors in order to have a full and fair opportunity to present their request for action to the Board.

(2.) If a petitioning group is granted a seat on the Board pursuant to such a hearing, that representative shall be properly seated at the next regularly scheduled Board meeting and afforded all rights and privileges of any other voting member of the Board. The membership of the Board will be adjusted and realigned, as necessary, to accommodate the increased membership and to maintain the proper ratio among elected officials; low-income community representatives; and, local business/other representatives.

(3.) A written statement of the Board's action on all petitions shall be submitted to the petitioning group and a copy of that statement shall be sent to the State of Florida, Department of Community Affairs or its duly authorized successor.

Section 2 All Board members will be those persons who subscribed to the purposes of this Corporation and who shall have been elected or appointed to membership in accordance with these Bylaws. The membership of this Corporation shall include representatives of all groups as required by any guidelines or regulations of the federal, state, or local governments or by organizations from the private sector.

Section 3 No member of a Board Member-s immediate family shall serve as a Board Member during the same time as that Board Member. Immediate family is defined as follows: Husband, Wife, Mother, Daughter, Son, Father, Father-in-Law, Mother-in Law, Sister, Sister-in-Law, Brother, Brother-in-Law, Grandmother, Grandfather, Aunt, Uncle, Niece, and Nephew.

Section 4 No employee of the agency may serve on the Board of Directors. Former employees must be out of service for at least three (3) years before becoming eligible to serve on the Board of Directors.

Section 5 At the Annual Meeting of the Regional Advisory Councils, those in attendance who have been validated to vote, shall elect the members of that region to serve on the Regional Advisory Council. Effective January 1, 2009, each Regional Advisory Council shall have one (1) representative serving on the Board of Directors of the Corporation. The one (1) representative must represent the targeted low-income community, **and must** have been an **active** member of the Regional Advisory Councils for at least two (2) years preceding her/his terms of office.

Each Board member, elected or appointed, shall serve a two year term on the Corporation-s Board of Directors. Elections and appointments shall be made to allow for

staggered two-year terms.

- Section 6** The Board of Directors shall have the authority to appoint all members, except for the low-income community representatives who shall be elected by the Regional Advisory Council(s) provided, however, one member will be a representative of the Head Start Policy Council and one (1) member will be a representative of ATEC. The Head Start Policy Council member shall be designated as a low-income community representative and the ATEC Representative shall be designated as a local business/other representative
- The Board of Directors may fill appointed member vacancies at any time; however, in order to fully comply with CSBG requirements, the Board may appoint all necessary members prior to October 1, 2007. Said appointments will include a designation as to the initial length of office for each appointment and identification of each member's representative group.
- Section 7** Members of the Board of Directors may succeed themselves.
- Section 8** The Board may, at its discretion, declare the office of a member of the Board vacant in the event such member shall be absent from three (3) regular Board Meetings unless such Board Member provides written notification to the Secretary of the Board after the second absence and said absence(s) are excused by the Board. Said notification must be submitted no later than seventy-two (72) hours prior to the scheduled Board meeting. If the member is unable to provide the requisite notice, the Chairman of the Board will have the authority to make the determination as to whether the absence is excused. Staff will notify the Board Member by letter of this impending action after the second absence.
- Section 9** Any Board Member may be removed by a two-thirds vote of the Board, for cause, at any regular meeting thereof, provided the Board member is informed of the basis of the complaint against her/him in writing, at least seven days prior to the meeting and is given an opportunity at the meeting to respond to the allegations, prior to the Board's vote. Once removed, a member cannot be appointed or elected to the Board for a period of three (3) years from the date of removal.
- Section 10** In the event of death, resignation or removal of any Board, her/his successor shall be replaced in accordance with these Bylaws and said new member shall then serve for the unexpired term of her/his predecessor.
- Section 11** Committee Chairpersons shall be a Board Member and shall be selected by the Chairperson of the Board. Each committee shall have no less than three (3) members including its Chairperson.
- Section 12** Arabell Wiggins and Grace Miller are hereby designated as Board Members Emeritus. Both shall serve as non-voting members of the Board of Directors.
- Section 13** Allowances and Reimbursements - No Board Member shall receive any compensation for any service that she/he may render as a Board Member. Members may be reimbursed for her/his actual expenses, including babysitting, travel, etc., incurred in the performance of her/his duties at the option of the Board.

ARTICLE V - MEETING OF THE BOARD

- Section 1** Regular meetings of the Board shall be held not less than four (4) times annually, inclusive of the annual meeting, at such place, date and hours as may be fixed by the Board. Notice of all meetings including committee meetings shall be provided to the public, not less than fifteen (15) days prior to such meeting, through press releases and/or phone calls to the wire services and other media, including local or regional newspapers. Any such notice will contain the time and place of the meeting and, if available, an agenda. If no agenda is available, the notice will include a summation of the subject matter of the meeting. Additionally, the notice will be prominently displayed in the area of the agency's offices set aside for that purpose.
- Section 2** All Board Meetings shall be open to the public unless exempt from Section 286.011, Fla. Stat.
- Section 3** Special or emergency meetings of the Board shall be held when called by the Chairperson of the Board, or by any three (3) Board Members. Notice of all such meetings shall be provided in accordance with Article V, Section 1 of these Bylaws except that said notice will be provided not less than twenty-four (24) hours prior to such meeting.
- Section 4** A quorum of the Board of Directors shall consist of at least one-half plus one of the then seated membership. The vote of a majority of the votes entitled to be cast by the members present at a meeting, at which a quorum is present, is necessary for the adoption of any matter voted on by the members, unless a greater proportion is requirement by law, the Articles of Incorporation or any provision of these Bylaws.
- Section 5** The Board may, from time to time, create Committees which may be standing or ad hoc. The Chairperson of a Committee shall be appointed by the Board Chairperson, with the consent of the Board of Directors. Non-Board members may be selected to serve on Board Committees, but may not serve as chairpersons. No Board member may assign his/her voting responsibilities. Proxy votes of Board members shall not be allowed.
- Section 6** All minutes of Board meetings will be transcribed and provided to the Board of Directors prior to any subsequent Board meeting. Upon request, the minutes shall be made available to the public.
- Section 7** Board members may participate in a meeting of the Board of Directors or any Committee thereof by means of a conference telephone (teleconferencing) or any other communication equipment or device that allows all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at said meeting and shall not be deemed to be "vote by proxy".
- Section 8** All meetings shall be conducted in accordance with the most recent edition of "Roberts' Rules of Order."

ARTICLE VI - BOOKS AND RECORDS

The Articles of Incorporation, Bylaws of the Board, and the books, records, and papers of the Board shall at all times, upon reasonable request, during working hours, be subject to inspection by any member of the Corporation, the public, or any other organization or governmental entity.

ARTICLE VII - OFFICERS AND THEIR DUTIES

- Section 1** The Officers of the Board shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer, and such other officers as the Board may by resolution create.
- Section 2** The election of officers shall take place following the annual meeting of the Corporation, or as soon thereafter as reasonably possible.
- Section 3** The officers of this Board shall be elected every two (2) years by the Board and each shall hold office for two (2) years unless she/he resigns, is removed or is otherwise disqualified to serve. Officers may be elected to succeed themselves. In any event, all officers elected at the corporation annual meeting shall hold office until their successors are elected and qualified.
- Section 4** Any officer may be removed, for cause, by a two-thirds vote of the Board at any regular meeting thereof, provided that written charges against her/him shall first be presented to the Board, and the officer be informed of such charges and be given an opportunity to answer and refute such charges. Any officer may resign, by giving written notice to the Board, the Chairperson or the Secretary. Such resignation shall take effect on the date specified.
- Section 5** A vacancy in any office may be filled by election by a majority of the Board members present at a duly held meeting. The elected officer shall serve for the remainder of the term of the officer she/he replaces.
- Section 6** The duties of the officers are as follows:
- (a) **Chairperson:** The Chairperson shall preside at all meetings of the Board and shall see that orders and resolutions of the Board are carried out. The Chairperson will vote only in case of tie. The Chairperson is authorized to co-sign checks along with the Secretary or Treasurer and shall be bonded for same.
 - (b) **Vice Chairperson:** The Vice Chairperson shall act in the absence of the Chairperson and shall exercise and discharge such other duties as may be required of her/him by the Board.
 - (c) **Secretary:** The Secretary shall be responsible for seeing that the minutes of all meetings and proceedings of the Board, and of the Annual Corporation Meeting are kept; shall have the authority to co-sign with the Chairperson or Treasurer on all checks of the Board, shall be bonded and shall perform such other duties as required by the Board.
 - (d) **Treasurer:** The Treasurer shall have the authority to co-sign with the Chairperson or Secretary all checks of the Board. Facsimile signatures shall be authorized in accordance with the Corporation's "Fiscal Management Policies and Procedures Manual." The Treasurer shall be bonded; insure an annual audit of the Board books is made by a public

accountant at the completion of each fiscal year and at such other times as requested; and shall assist in an annual budget and a statement of income and expenditures to be presented to those in attendance at the meeting of the Board not less than four (4) times a year and at the Annual Meeting.

Section 7 Code of Ethics – All Board members shall comply with the Corporation’s current “Code of Business Conduct” outlined in the most recent copy of the Corporation’s “Board Policies and Procedures Manual” as well as the “Code of Conduct” outlined in the most recent copy of ALPI’s “Fiscal Management Policies and Procedures Manual”. This includes, but is not limited to, acceptance of gifts, payments, etc. At a minimum, each Board member shall sign a copy of the “Code of Business Conduct” prior to Board appointment.

Section 8 Conflict of Interest – In order to assure fair and unbiased business transactions, all Board members shall comply with the “Code of Business Conduct” provision contained in the Board “Policies and Procedures Manual and ALPI “Fiscal Management Policies and Procedures Manual.”

ARTICLE VIII
ANNUAL MEETINGS OF THE CORPORATION

Section 1 In January of each year, an Annual Meeting of the Corporation members will be held for the purpose of reporting the Board’s activities to the corporate membership; issuing a corporate financial report; installing Board members; and, conducting such other business as may be necessary to fulfill the organization’s mission.

Section 2 Notification of the meeting will be provided to interested members of the community residing in the area represented by the Corporation and to the corporate membership with notice of the meetings to be in accordance with Article V of these Bylaws.

Section 3 All Corporation members who have attained their majority, who qualify under Article III of the Articles of Incorporation of this organization, and who have been members at least ninety (90) days, who are in attendance at the meeting, shall be entitled to vote on the business affairs of the Corporation as specified in the Articles of Incorporation and the Bylaws.

ARTICLE IX - EXECUTIVE COMMITTEE

Section 1 The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Treasurer, Secretary and two (2) Board members that are recommended by the Chairperson and who are approved by the Board.

Section 2 The Executive Committee will be responsible for conducting the business of the Board when the Board is not in session and shall meet on a regular basis to facilitate and transact the business of the organization provided all such meetings shall comply with the notice requirements of Article V of these Bylaws.

Section 3 The Executive Committee shall not have the non-emergency authority to:

- a. remove an officer or director;
- b. dispose of corporate assets valued in excess of \$100,000;
- c. approve the corporate annual budget; or
- d. remove, hire or discipline the Chief Executive Officer.

ARTICLE X - REGIONAL ADVISORY COUNCIL

- Section 1** The Corporation membership shall be divided into four (4) regions: Southern, Eastern, Central, and Northern, with each region having a Regional Advisory Council. The regions shall be designated by the Board of Directors.
- Section 2** Regional Advisory Councils shall serve in an advisory capacity to the Board of Directors.
- Section 3** The Regional Advisory Council shall have a membership of not less than nine (9) nor more than twenty-four (24).
- Section 4** No employee of the agency may serve on any Regional Advisory Council. Former employees must be out of service for at least one (1) year before becoming eligible to serve on any Regional Advisory Council.
- Section 5** No member of a Council Member's immediate family shall serve as a Council Member of the same Regional Advisory Council during the same time as that Council Member. Immediate family is defined as follows: Husband, Wife, Mother, Daughter, Son, Father, Father-in-Law, Mother-in Law, Sister, Sister-in-Law, Brother, Brother-in-Law, Grandmother, Grandfather, Aunt, Uncle, Niece, and Nephew.
- Section 6** Regional Advisory Council membership shall be for three (3) year periods. There shall be an annual meeting of the corporate membership in each of the four (4) previously identified regions. Said meeting will be held each year before the end of November. Those in attendance and who are entitled to vote shall elect eligible members to fill all vacant/new positions. All members shall be democratically elected as specified in the bylaws and the Board of Directors approved Regional Geographic Target Areas.
- Once sworn-in as Regional Advisory Council members, they shall immediately elect their officers and their representatives to the Board of Directors. All Regional Advisory Council members elected to the Board of Directors shall be representatives of the low-income geographic target areas of said region. Regional Advisory Council officers may be elected as a low-income community representative if appropriate.
- Section 7** If requested by the Board of Directors, the Regional Advisory Council shall recommend elected officials and local business/other representatives for consideration for appointment to the voting membership of the Board. The Board of Directors shall have the sole responsibility for making appointments of elected officials and local business/other representatives,
- Section 8** All other designated subsidiaries and affiliates of ALPI shall fully comply with and adhere to these Bylaws as well as all applicable Policies and Procedures.

ARTICLE XI RETIREMENT COMMITTEE

- Section 1** The Retirement Committee shall serve as the Retirement Plan Administrator of the

organization's retirement plan.

- Section 2** The Retirement Committee shall consist of the Executive Committee of the Board of Directors.
- Section 3** Except as to those functions specifically reserved within the Retirement Plan to the Board of Directors and ALPI, the Retirement Committee shall control and manage the operation and administration of the Retirement Plan.
- Section 4** A majority of the members of the committee at the time in office shall constitute a quorum for the transaction of business at any meeting. Notice of all meetings shall be given in accordance with Article V of these Bylaws. Any determination or action of the committee may be made or taken by a majority of the members present at any meeting thereof, or without a meeting by a resolution or written memorandum concurred in by a majority of the members then in office. No member who is a participant of this plan, however, shall vote on any question relating solely to himself.
- Section 5** The Retirement Committee, subject to the limitations contained in the Retirement Plan and to such other restrictions as the Board of Directors may make, shall have the power and the duty to carry out the provisions of the Retirement Committee as to any question involving the general administration and interpretation of the Plan shall be final, conclusive and binding. Any discretionary actions to be taken by the committee by respect to the classification of the employees, participants, beneficiaries, contributions, or benefits shall be uniform in their nature and applicable to all persons similarly situated.
- Section 6** The Retirement Committee may employ counsel, a qualified public accountant, a qualified actuary, a consultant and such clerical, medical and other accounting services as it may require in carrying out the provisions of the Plan or in complying with requirements imposed by ERISA and the Internal Revenue Code.

ARTICLE XII – DISSOLUTION OF CORPORATION

Upon the liquidation, dissolution, or winding up of the corporation, whether voluntarily or involuntarily, the assets of the Corporation shall be distributed in the following manner:

- (A) All debts and liabilities of the Corporation shall be paid based on the availability of funds.
- (B) Property purchased with contractual funds will be disposed or in compliance with contractual guidelines.
- (C) If assets remain, any audited fund balances due to any governmental agency shall be returned to said agency or agencies.
- (D) Any and all assets remaining shall be distributed to those charitable, scientific, religious, and educational organizations qualifying as a tax-exempt organization in accordance with the Internal Revenue Code and as determined eligible by the Board of Directors.
- (E) No assets of the Corporation shall inure to the benefit of any officer, director, or individual of the Corporation upon dissolution.

ARTICLE XIII - AMENDMENTS

Section 1 These Bylaws may be amended by the Board of Directors at any regular meeting of the organization, after having given at least 21 days written notice of the proposed change to the Board of Directors.

Section 2 Nothing contained in these Bylaws shall be in conflict with the Articles of Incorporation.

These Bylaws were amended
By the Board of Directors at its'
April 25, 2015 meeting