



# BYLAWS

of the

## CALIFORNIA FARM LABOR CONTRACTOR ASSOCIATION REVISED: APRIL 2021

### ARTICLE I NAME AND PURPOSES

**Section 1.01. Name.** The name of the organization is CALIFORNIA FARM LABOR CONTRACTOR ASSOCIATION.

**Section 1.02. Purpose.** The corporation is a California Nonprofit Public Benefit Corporation and is not organized for the private gain of any person. The Corporation is organized to promote the safe, healthy, and compliant workplaces for California's agricultural workers. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer, or to the benefit of any private person.

### ARTICLE II MEMBERS

**Section 2.01. Classes.** There shall be four classes of paid memberships: FLC Members (Small, Medium, Large), Sustaining Members, Affiliate Members, and Grower Members, any who maintains active member status through timely payment of annual dues and dedicated to upholding professional conduct and safe agricultural management practices as set forth by the Board of Directors. There shall be one class requiring no payment which includes Honorary Members.

#### **Section 2.02. Qualifications.**

- **FLC membership** is granted to any farm labor contractor who supports the mission and purposes of the organization, completes the membership application, and who pays the annual dues as set by the Board of Directors.
- **Sustaining membership** is designated for companies or individuals who strongly support the organization as demonstrated with a more significant membership fee.
- **Affiliate membership** is available to individuals or corporations interesting in supporting the mission of the association.

- **Grower membership** is available to agricultural growers/producers/packers who strongly support the organization and effective collaboration managing liability in the joint employment arena.
- **Honorary membership** is available to individuals who have been long-standing participants in CFLCA activities, have substantially contributed to its success, and are approved for honorary membership status by a vote of the Board of Directors.

**Section 2.03. Organizational Status.** CFLCA is a non-statutory organization. Members have no voting rights.

**Section 2.04. Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may suspend or expel a member, and may, by a majority vote or those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership, or suspend or expel any member who shall be in default in the payment of dues or other obligations of membership.

**Section 2.05. Resignation.** Any member may resign by filing a written resignation with the Secretary; however, such resignation shall not relieve the member so resigning of the obligation to pay any dues or other charges theretofore accrued and unpaid.

**Section 2.06. Dues.** Dues for members shall be established by the Board of Directors.

### **ARTICLE III AUTHORITY AND DUTIES OF DIRECTORS**

**Section 3.01. Authority of Directors.** The Board of Directors is the policy-making body and may exercise all the powers and authority granted to the Corporation by law.

Specific Powers. The Board shall have the right to do the following:

- **Policies.** Adopt policies, rules and procedures for the management and operation of the corporation.
- **Set fees:** Determine annual membership fees.
- **Administration.** Retain an individual employee, or a management firm, or contract with another entity, to administer the day-to-day activities of the corporation. If an individual employee is retained for that position, he or she shall be known as the Executive Director. The Board may also employ, retain, or authorize the employment of such other employees, independent contractors, agents, accountants, and legal counsel as it from time to time deems necessary or advisable in the interest of the corporation, prescribe their duties and fix their compensation.
- **Contributions.** Make such contributions as the Board determines are necessary and advisable in furtherance of the interests and purposes of this corporation.
- **Bank Accounts and Special Funds.** Establish one or more bank accounts and/or special funds to accomplish and further the purposes of the corporation.
- **Committees.** Appoint committees as provided in these bylaws.
- **Other.** Do and perform all acts and exercise all powers incidental to, or in connection with, or deemed reasonably necessary for the proper implementation of the purposes of the corporation.

**Section 3.02. Number, Selection, and Eligibility.** The Board shall consist of not less than five (5) directors and no more than fifteen (15). Any member in good standing shall be eligible to participate

as a board member, though no more than one representative from a member company shall be eligible to participate on the board at the same time. No less than half the board members shall be farm labor contractor members. The remaining board members may be grower, associate or sustaining members.

**Section 3.03. Tenure.** Each director shall hold office for a term of (3) years, commencing July 1.

**Section 3.04. Resignation.** Resignations are effective upon receipt of written notification by the Secretary of the Corporation unless it specifies a later time for the resignation to become effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly appointed director or directors.

**Section 3.05 Vacancies.** Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of his/her term shall be filled by a majority vote of the remaining directors held via in-person or virtually conference. In the event of a tie vote, the President shall choose the succeeding director. The Board of Directors will elect their successors. A director elected to fill a vacancy shall be elected for the unexpired term of that director's predecessor in office.

**Section 3.06. Regular Meetings.** The Board of Directors shall hold at least three (3) regular in-person or virtual meetings per calendar year. Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.07. Special Meetings.** Meetings shall be at such dates, times and places as the Board shall determine.

**Section 3.08. Notice.** Meetings may be called by the President or at the request of any two (2) directors by notice emailed, mailed, or telephoned to each member of the Board not less than forty-eight (48) hours before such meeting.

**Section 3.09. Quorum.** A quorum shall consist of a simple majority (50%) of the Board attending in person or through teleconferencing. All decisions will be by simple majority vote of those present at a meeting at which a quorum is present. If less than a majority of the directors is present at said meeting, a majority of the directors' present may adjourn the meeting on occasion without further notice.

**Section 3.10. Proxy.** Any absent member eligible to vote may be represented and vote at such meeting by proxy, authorized in writing. Written proxy authorization must specify the matter or matters with respect to which the proxy is granted, the person entitled to vote, signed, and dated by the member granting the proxy, and filed with the CFLCA secretary prior to noted vote.

**Section 3.11\_Adjournment.** A majority of the directors' present, whether or not a quorum is present, may adjourn any meeting to another time and place.

**Section 3.12. Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including amendment of these Bylaws) or of any committee may be taken without a meeting if all the members of the Board or committee consent in writing to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board or of the committee.

**Section 3.13. Participation in Meeting by Conference Telephone.** Members of the Board may participate in a meeting through use of conference telephone, virtually, or similar communications equipment, so long as members participating in such meeting can hear one another, can communicate with all directors concurrently, and each director is provided the means of participating in all matters

before the Board, including, without limitation, the capacity to propose or interpose an objection to, a specific action to be taken by the corporation.

**Section 3.14. Voting Power:** For all purposes, the voting power of each director shall be one vote. Voting can be conducted in-person or by e-mail.

**Section 3.15. Compensation and Reimbursement.** Directors shall not receive compensation for their services on the Board. Directors may receive such reimbursement of expenses as the Board may determine by resolution to be fair and reasonable at the time that the resolution is adopted.

**Section 3.16. Reimbursement.** Directors shall serve without compensation with the exception that expenses incurred in the furtherance of the Corporation's business can be reimbursed with documentation and prior approval. In addition, Directors serving the organization in any other capacity, such as staff, can receive compensation, therefore.

#### **ARTICLE IV AUTHORITY AND DUTIES OF OFFICERS**

**Section 4.01. Officers.** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, and such other officers as the Board of Directors may designate. Any two (2) or more offices may be held by the same person, except the office of President.

**Section 4.02. Election of Officers; Terms of Office.** The officers of the Corporation shall be elected by the Board of Directors at regular meetings of the Board, or, in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board of Directors.

Terms of office may be established by the Board of Directors but shall not exceed two (2) years. Officers shall hold office until a successor is duly elected and qualified. Officers shall be eligible for reappointment.

**Section 4.03. Resignation.** Resignations are effective upon receipt by the Secretary of the Board of a written notification or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

**Section 4.04. Removal.** An officer may be removed by majority of the Board of Directors whenever, in the Board's judgment, the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

**Section 4.05. President.** The President shall preside at all meetings of the Board of Directors. The President shall perform all duties attendant to that office, subject, however, to the control of the Board of Directors, and shall perform such other duties as on occasion shall be assigned by the Board of Directors. If there is no paid management, the President shall be responsible for the day-to-day operation of the corporation, with the assistance of the other officers.

**Section 4.06. Vice-President.** The Vice-President shall preside at meetings of the Board of Directors in the absence of or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 4.07. Secretary.** The Secretary shall be a director of the Corporation and shall keep the minutes of all meetings of the Board of Directors in the books proper for that purpose. The Secretary shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.08. Treasurer.** The Treasurer shall also report to the Board of Directors at each regular meeting on the status of the Council's finances. The Treasurer shall work closely with any paid executive staff of the Corporation to ascertain that appropriate procedures are being followed in the financial affairs of the Corporation and shall perform such other duties as occasionally may be assigned by the Board of Directors.

**Section 4.09. Paid Staff.** The Board of Directors may hire or authorize the hiring of such paid staff or contract employees as they deem proper and necessary for the operations of the Corporation. The powers and duties of the paid staff shall be as assigned or as delegated to be assigned by the Board.

## **ARTICLE V INDEMNIFICATION**

Every member of the Board of Directors, officer or employee of the Corporation may be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon such members of the Board, officer or employee in connection with any threatened, pending, or completed action, suit or proceeding to which she/he may become involved by reason of her/his being or having been a member of the Board, officer, or employee of the corporation, or any settlement thereof, unless adjudged therein to be liable for negligence or misconduct in the performance of her/his duties. Provided, however, that in the event of a settlement the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition and not exclusive of all other rights which such member of the Board, officer or employee is entitled.

The Board shall authorize the purchase and maintenance of an insurance policy or policies on behalf of its directors, officers, and employees against any liabilities, other than for violating provisions against self-dealing, incurred by the director, officer, or employee in such capacity or arising out of their status as such.

## **ARTICLE VI ADVISORY BOARDS AND COMMITTEES**

**Section 6.01. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors in office, establish committees of the Board, including advisory committees, composed of at least two (2) persons which, except for an Executive Committee, may include non-Board members. The Board may make such provisions for appointment of the chair of such committees, establish such procedures to govern their activities, and delegate thereto such authority as may be necessary or desirable for the efficient management of the property, affairs, business, activities of the Corporation. Committees and advisory committees shall provide advice and recommendations to the Board but shall not have the authority of the Board or any final decision-making authority.

**Section 6.02. Size, Duration, and Responsibilities.** The size, duration, and responsibilities of such boards and committees shall be established by a majority vote of the Board of Directors.

**Section 6.03. Nominating Committee.** There shall be a Nominating Committee, composed of the President and at least two (2) other members of the Board of Directors. Each member of the committee shall have one (1) vote and decision shall be made by the majority.

**Section 6.04 Executive Committee.** The Executive Committee shall be a committee of the board subject to all the rules applicable to "committees of the board" described in this Article.

The Executive Committee shall consist of the elected officers of the Association including the President, Vice President, Secretary, Treasurer, and Immediate Past President

The Executive Committee shall have the authority of the Board between Board meetings to make decisions and take actions relative to the operation of the Association. The Executive Committee shall report any decisions made or actions taken at each meeting of the full Board. The Executive Committee may also develop policies for Board approval and may review and recommend to the Board changes to the bylaws and to other operating policies.

Without diluting the general authority granted to the Executive Committee by this provision, the Executive Committee shall oversee and have final decision-making authority with respect to personnel matters.

**Section 6.05. Notice Requirements for Committees of the Board.** Written notice requirements for meetings of committees of the Board shall be the same as for Board meetings.

**Section 6.06. Quorum for Committees of the Board.** The majority of the voting members of any committee of the Board shall constitute a quorum, and the acts of a majority of the voting members present at a meeting at which a quorum is present shall constitute the act or recommendation of the committee.

## **ARTICLE VII FINANCIAL ADMINISTRATION**

**Section 7.01 Fiscal Year.** The fiscal year of the Corporation shall be July 1 - June 30 but may be changed by resolution of the Board of Directors.

**Section 7.02. Checks, Drafts, Etc.** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**Section 7.03. Deposits and Accounts.** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board may select, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection for that account of the Corporation, checks, drafts, and other orders of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**Section 7.04. Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(6) of the Internal Revenue Code.

## **ARTICLE VIII BOOKS AND RECORDS**

**Section 8.01. Book and Records.** Correct books of account of the activities and transactions of the Corporation shall be maintained and accessible by the Executive Director, bookkeeper, Treasurer and President. These may be retained as electronic files, and may also include a minute book, containing a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors and Committees.

**Section 8.02. Inspection by Directors.** Every director shall have the right to inspect the corporation's books, records, and documents to the extent allowed by the California Nonprofit Public Benefit Corporation Law.

**Section 8.03. Annual Report.** The Board shall cause an annual report to be sent to directors within 120 days after the end of each annual year. That report should contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year
- (b) The principal changes in assets and liabilities, including trust funds
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to purposes
- (d) The expenses or disbursements of the corporation for both general and restricted purposes

The annual report shall be accompanied by any report of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement was prepared without audit from the corporation's books and records.

**Section 8.04. Conflicts of Interest.** The Board shall and periodically update a Conflict-of-Interest Policy and each Board member shall complete and sign a statement that they have received, read, understood, and agreed to comply with such policy.

**Section 8.05. Intellectual Property.** All intellectual property prepared or purchased by or on behalf of the corporation, including but not limited to newsletters, educational, promotional, and training materials, contracts, trade names, logos, service marks, and contributor lists, shall be the exclusive property of the corporation and Board members agree to deal with it as such. Board members agree that they will not sell, transfer, publish, modify, distribute, or use for their own purposes, the intellectual property belonging to the corporation without the prior approval of the Board memorialized in a writing signed by the President.

**Section 8.06. Required Filings and Disclosures.** The Board shall ensure that the required filings are made at applicable state and federal agencies, including but not necessarily limited to filings required by the Secretary of State, the Attorney General's office, the Internal Revenue Service, and the Franchise Tax Board.

The corporation shall also comply with the disclosure requirements of federal and state agencies to which it is subject. Requirements which are applicable to the corporation include but are not necessarily limited to making the corporation's annual exempt organization filing (IRS Form 990) available to the public and registering with the Attorney General's office in California.

**ARTICLE IX**  
**AMENDMENT OF BYLAWS**

**Section 9.01. Amendment of Bylaws.** These Bylaws may be amended by a majority vote of the Board of Directors, provided prior notice is given of the proposed amendment in the notice of the meeting at which such action is taken, or provided all members of the Board waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 3.08.

**Section 9.02. Voluntary Dissolution by Vote.** The corporation may be dissolved at any time by a two-thirds (2/3) vote of all the directors on the Board. If the Board votes in favor of dissolution, the directors shall promptly cease operations and proceed to wind up and dissolve the corporation.

**Section 9.03 Remaining Assets.** Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit organization which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code.





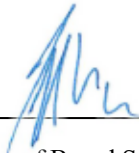
# **Bylaws of the California Farm Labor Contractor Association**

*Updated April 2021*

## **Certificate of Secretary**

I certify that I am the duly elected and acting Secretary of the California Farm Labor Contractor Association, a California nonprofit public benefit corporation; that the above Bylaws are the Bylaws of this corporation as approved by the Board of Directors and that they have not been amended or modified since that date.

Executed on the   3   day of   May  , 2021

  
\_\_\_\_\_  
Signature of Board Secretary

  Jeff Wenger    
\_\_\_\_\_  
Type or Print Name of Secretary