



BYLAWS OF
AGRICULTURAL LEADERSHIP OF TOMORROW FOUNDATION, INC.

Last Updated: November 3, 2023

ARTICLE I: OFFICES

Section 1.1 Business Offices. The initial principal office of the Agricultural Leadership of Tomorrow Foundation, Inc., (the “Foundation”) shall be as stated in the Articles of Incorporation. The Foundation may at any time and from time to time change the location of its principal office.

Section 1.2 Registered Office. The registered office required by the Missouri Nonprofit Corporation Act (the “Act”) shall be the address of the registered agent.

ARTICLE II: MEMBERS

Section 2.1 Membership. The members of the Foundation shall be: (i) graduates of the ALOT program who are current on their dues; and (ii) current Class participants in the ALOT program. Dues shall be set by the Board and are payable in advance of the annual meeting of the membership.

Section 2.2 Liability to Third Parties. Members shall not, as such, be personally liable for the acts, debts, liabilities, or obligations of the Foundation.

Section 2.3 Rights of the Members. Members shall have the right to vote in any proceeding, matter or question appertaining to the Foundation which is submitted to a vote pursuant to applicable law, the Foundation’s Articles of Incorporation, or these Bylaws. Members shall have all other rights permitted by applicable law, including the rights and duties set forth in these Bylaws.

Section 2.4 Meetings; Action by Written Consent. Notice of each meeting of the Foundation membership stating the date, time and place of the meeting shall be given to each member by personal delivery transmitted by email to the email address on file at least ten (10) days but no more than sixty (60) days prior thereto. There is no requirement to have an annual meeting of the membership. Members may act by written consent without a meeting as set forth in the Act, and such written consent is to be filed with the minutes of the proceedings of the subsequent meeting of the Foundation Board.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1 General Powers. Except as otherwise provided in the Act, the Articles of Incorporation, or these Bylaws, and subject to the rights of the members, the business and affairs of the Foundation shall be managed by, or under the direction of, the Foundation Board. The Foundation Board shall exercise such powers in a manner that is consistent with the Foundation’s purposes as set forth in its Articles of Incorporation.

Section 3.2 Qualifications, Number, Election and Tenure.

- (a) Qualifications. Each director must be a natural person who is eighteen years of age or older and a United States citizen. A director need not be a resident of Missouri.
- (b) Number. The number of voting directors of the Foundation shall be at least three (3) and no more than seventeen (17), or such other number as may be fixed from time to time pursuant to these Bylaws. Any action of the Foundation Board to increase or decrease the permitted number of directors as set forth in these Bylaws, whether expressly by resolution or by implication through the election of additional directors, shall constitute an amendment of these Bylaws and must otherwise satisfy the requirements for amending these Bylaws as provided Article X.
- (c) Regional Directors. There shall be three (3) Regional Directors from each quadrant of the state (Northeast, Northwest, Southeast, and Southwest). Quadrant boundaries shall be set by the Board of Directors. Regional Directors shall be Foundation members in good standing and ALOT program alums, unless otherwise approved by the Foundation Board.
- (d) At-Large Directors. Up to five (5) At-Large Directors may be appointed by the Foundation Board President and approved by the Foundation Board. At-Large Directors need not be ALOT program alums, and they shall have full voting rights as Directors.
- (e) Nomination and Election. The Foundation Board shall establish criteria and a process for the consideration of individuals proposed for election.
- (f) Terms.
 - i. Regional Directors. The terms of Foundation Regional Directors shall each be for three (3) years; provided, however, that all terms shall expire at the end of a calendar year, and accordingly, a director's term may be for a period of less than three (3) years in the event such director's term commenced after the beginning of a calendar year. The terms shall be staggered such that approximately one-third (1/3) of the directors shall be elected each year.
 - ii. At-Large Directors. The terms of At-Large Directors shall each be for one (1) year; provided, however, that all terms shall expire at the end of a calendar year, and accordingly, a director's term may be for a period of less than one (1) year in the event such director's term commenced after the beginning of a calendar year.
 - iii. Term Limits. Each director so elected or appointed shall hold office until such director's term expires and thereafter until such director's successor shall have been elected and qualified, or until such director's earlier death, resignation, or removal. Notwithstanding terms of service prior to 2024, Directors may serve up to three (3) consecutive terms, subject to the approval of the members prior to the second and third term(s).

Section 3.3 Resignation; Removal. Any director may resign at any time by giving written notice to the Board Chair or to the Secretary of the Foundation. A director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any director may be removed at any time, with or without cause, by a vote of the membership as provided for in the Act, or as may otherwise be provided by law.

Section 3.4 Vacancies. Any vacancy of an elected director may be filled by the President. If the President chooses to fill the vacancy and appoint a replacement, such replacement must be approved by the Foundation Board. A director appointed to fill a vacancy shall hold the office for the unexpired term of such director's predecessor in office and thereafter until such director's successor shall have been elected.

If a director is appointed to fill a vacancy for a term of less than eighteen (18) months, that term shall not accrue towards the limitation on consecutive terms as specified in Section 3.2(f) above. A vacancy that will occur at a specific later date may be filled before the vacancy occurs, but the new director may not take office until the vacancy occurs.

Section 3.5 Annual and Regular Meetings.

- (a) The Foundation Board shall hold one (1) annual meeting in the first quarter of each year, at such time and place as determined by the President for the purpose of electing and designating directors and/or officers, or for the transaction of such other business as may come before the meeting.
- (b) In addition to the annual meeting as provided in Section 3.5(a), the Board shall hold such other regular meetings as it determines, which may be established by resolution at certain regular intervals.

Section 3.6 Special Meetings. Special meetings of the Board may be called by or at the request of the President or a majority of the directors then in office. The person or persons authorized to call special meetings of the Foundation Board may fix the time and place, within Missouri, for holding any special meetings of the Board. Actions taken during such special meetings shall be limited to those pertaining to issues cited in the meeting notice.

Section 3.7 Notice of Meetings.

- (a) Requirements. Notice of each meeting of the Foundation Board stating the date, time and place of the meeting shall be given to each director by personal delivery transmitted by email to the email address on file at least three (3) days prior thereto.
- (b) Waiver of Notice. A director may waive notice of any meeting before or after the time and date of the meeting stated in the notice. Except as otherwise provided in this Section 3.7(b), the waiver shall be in writing and signed by the director entitled to the notice. Such waiver shall be delivered to the Foundation for filing with the corporate records, but such delivery and filing shall not be conditions of the effectiveness of the waiver. A director's attendance at or participation in a meeting waives any required notice to that director of the meeting except where a member of the Foundation Board attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 3.8 Deemed Assent. A director of the Foundation who is present at a meeting of the Foundation Board when corporate action is taken is deemed to have assented to all action taken at the meeting unless (i) the director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting; or (ii) the director contemporaneously requests the director's dissent or abstention as to any specific action taken be entered in the minutes of the meeting; or (iii) the director causes written notice of the director's dissent or abstention as to any specific action to be received by the presiding officer of the meeting before the adjournment thereof or by the corporation promptly after the adjournment of the meeting. Such right of dissension or abstention is not available to a director who votes in favor of the action taken.

Section 3.9 Quorum and Voting. The presence of a majority of the directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any meeting of the Foundation Board, and, except as otherwise explicitly provided herein, the vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the Foundation Board. If less than a quorum is present at a meeting, a majority of the directors present may adjourn the

meeting until a quorum shall be present.

Section 3.10 Voting by Proxy. No director may vote or act by proxy at any meeting of the Foundation Board.

Section 3.11 Compensation. Directors shall not receive compensation for their services. However, the reasonable expenses of directors in attendance at Foundation Board meetings may be paid or reimbursed by the Foundation. Directors shall not be disqualified to receive reasonable compensation for services rendered to or for the benefit of the Foundation in any other capacity.

Section 3.12 Meetings by Electronic Communications. Members of the Foundation Board or any committee thereof may participate in a regular or special meeting by, or conduct the meeting through, the use of telephone or similar communications equipment by which all directors participating may hear each other during the meeting. A director participating in a meeting by this means is deemed to be present at the meeting.

Section 3.13 Action Without a Meeting.

- (a) Action without a meeting may be taken by the Foundation Board if notice as described herein (the "Notice") is transmitted to each director, and each director by the time stated in the Notice either votes in writing for such action, abstains in writing from voting, or fails to respond or vote or fails to demand in writing that action not be taken without a meeting.
- (b) The Notice shall be in writing and shall state the action or actions to be taken, the time by which the director must respond, and that the director's failure to respond by the time stated in the Notice will have the same effect as if, prior to the time stated in the Notice, the director had abstained in writing and failed to demand in writing that action not be taken without a meeting, and any other matters the Corporation determines to include.
- (c) Action is taken under subsection (a) only if at the end of the time stated in the Notice: (i) the affirmative votes in writing for such action equal or exceed the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted, and (ii) no director has delivered to the corporation a written demand (other than a demand that has been revoked pursuant to subsection (e)) that such action not be taken without a meeting. Unless the Notice specifies a different effective date, action taken pursuant to this section is effective at the end of the time stated in the Notice.
- (d) A director's right to demand that action not be taken without a meeting is waived unless the director delivers such a demand in writing to the Foundation prior to the time stated in the Notice and does not revoke such demand pursuant to subsection (e).
- (e) Any director who in writing has voted, abstained, or demanded that action not be taken without a meeting pursuant to this section may revoke such vote, abstention, or demand by delivering a writing to that effect to the Foundation prior to the time stated in the Notice.
- (f) All communications transmitted pursuant to this section may be transmitted or received by e-mail or other form of wire or wireless communication. For purposes of this section, communications to the corporation are not effective until received. Any communication which fails to comply with this subsection shall be deemed to be a failure to respond.
- (g) Action taken pursuant to this section has the same effect as action taken at a meeting of directors or committee and may be described as such in any document.
- (h) All writings necessary for any action taken pursuant to this section shall be filed with the minutes of the subsequent meeting of the Foundation Board.

- (i) In addition to the foregoing, any action required or permitted to be taken at a meeting of the board of directors or any committee thereof may be taken without a meeting in any other manner permitted by the Act.

ARTICLE IV: OFFICERS

Section 4.1 Designation and Qualifications. The elected officers of the Foundation shall be a President, a Vice-President, a Treasurer, and a Secretary. All officers shall be elected by the Board from among its members. One person may hold more than one office at a time. All officers must be natural persons who are eighteen (18) years of age or older.

Section 4.2 Election and Term of Office. Notwithstanding terms of service prior to 2024, officers will be elected to a term of one (1) year and may serve up to four (4) consecutive one-year terms. The Board shall elect or appoint such elected officers at the annual meeting of the Board in January of each year. If the annual election and appointment of the elected officers shall not be held at or in conjunction with such meeting, such election or appointment shall be held as soon as convenient thereafter. Elected officers' terms shall expire at the subsequent annual meeting; however, they shall hold office until such officer's successor shall have been duly elected or appointed and shall have qualified, or until such officer's earlier death, resignation, or removal.

Section 4.3 Removal or Resignation of Officers. Elected officers may be removed from the elected officer position, with or without cause, by a majority vote of all of the remaining voting directors at any regular or special meeting of the Foundation Board. Removal from elected office does not constitute removal from the Board. An elected officer may resign at any time by giving written notice to the Board President, or to the Vice President if the resigning officer is the Board President. Such officer's resignation shall take effect upon receipt by the Foundation unless the notice specifies a later effective date, and the acceptance of such resignation shall not be necessary to make it effective.

Section 4.4 Vacancies. A vacancy occurring in any Board-elected officer position, for whatever reason, shall be filled by majority vote of the remaining directors. Any officer so elected shall fulfill the term of his/her predecessor. Such term shall not be counted towards the limitation of officer's tenure in Section 4.2, above. If a resignation is made effective at a later date, the Board may permit the officer to remain in office until the effective date and may fill the pending vacancy before the effective date with the provision that the successor does not take office until the effective date, or the Board may remove the officer at any time before the effective date and may fill the resulting vacancy.

Section 4.5 Authority and Duties of Officers. The officers of the Foundation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

- (a) President. The Board President shall (i) preside at all meetings of the Foundation Board; (ii) see to it that the Board fulfills its duties as prescribed by law, the Articles of Incorporation, and these Bylaws; (iii) be the official spokesperson of the Foundation Board and (iv) perform such other duties as the Board may from time to time prescribe.
- (b) Vice-President. The Board Vice-President shall perform the duties of the President in the event of the President's absence, disability, or refusal to act, and such other duties as may be assigned by the Foundation Board.
- (c) Treasurer. The Treasurer shall (i) advise the Board on matters of fiscal policy; and (ii) serve as the chairperson of the Board's Finance & Investment Committee.

- (d) Secretary. The Secretary shall (i) keep or cause to be kept the minutes of the proceedings of the Foundation Board; (ii) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (iii) ensure that the Foundation's governing documents are maintained and updated to reflect revisions duly made; (iv) keep or cause to be kept at the Foundation's registered office or principal place of business a record containing the names and addresses of all directors; and (v) perform such other duties as the Board may from time to time prescribe.

ARTICLE V: COMMITTEES

Section 5.1 Committees.

- (a) The standing Committees of the Foundation shall be (i) Events & Marketing; (ii) Finance & Investment; (iii) Fundraising; (iv) Nominating; (v) Program & Curriculum; and (vi) Recruitment & Alumni.
- (b) Each Committee shall consist of one (1) or more directors and up to four (4) additional Foundation members. The specific makeup and duties of each Committee will be determined by the Foundation Board.
- (c) The terms of Committee members shall be for one (1) year.
- (d) No committee shall exercise any power or authority reserved to the Foundation Board by the Act, the Articles of Incorporation or these Bylaws or have the authority to: (a) amend, alter or repeal these Bylaws; (b) elect, appoint or remove any member of any other committee or any director, elected officer or contractor of the Foundation; (c) amend the Articles of Incorporation; (d) adopt a plan of merger or consolidation with another corporation; (e) authorize the sale, lease or exchange of any substantial property and assets of the Foundation not in the ordinary course of business; (f) approve a merger or plan of dissolution of the Foundation; (g) adopt a plan for the distribution of the assets of the Foundation; or (h) amend, alter or repeal any resolution of the Foundation Board. The delegation of authority to any committee shall not operate to relieve the Foundation Board or any member of the Board from any responsibility or standard of conduct imposed by law or these bylaws.

ARTICLE VI: STAFFING MATTERS

Section 6.1 Executive Director. The Executive Director is an independent contractor hired by the Foundation Board and shall not be considered an employee of the Foundation. Notwithstanding the foregoing, the Executive Director is authorized by the Foundation Board to execute all corporate documents and instruments, as well as solicit and accept donations, make deposits, and sign checks for the Foundation program account, which the Executive Director shall maintain.

ARTICLE VII: FIDUCIARY MATTERS

Section 7.1 Indemnification.

- (a) The Foundation shall indemnify each director, officer, and the Executive Director of the Foundation to the fullest extent permissible under the laws of the State of Missouri and may in its discretion purchase insurance insuring its obligations hereunder or otherwise protecting the persons intended to be protected by this Section 7.1. The Foundation shall have the right, but shall not be obligated, to indemnify any agent of the Foundation not otherwise covered by this Section 7.1 to the fullest extent permissible under the laws of the State of Missouri.

(b) Savings Clause; Limitation. If any provision of the Act or these bylaws dealing with indemnification shall be invalidated by any court on any ground, then the Foundation shall nevertheless indemnify each party otherwise entitled to indemnification hereunder to the fullest extent permitted by law or any applicable provision of the Act or these Bylaws that shall not have been invalidated. Notwithstanding any other provision of these Bylaws, the Foundation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with the qualification of the Foundation as an organization described in section 501(c)(3) of the Internal Revenue Code, or that would result in the imposition of any liability under either section 4941 or section 4958 of the Internal Revenue Code.

Section 7.2 Conflicts of Interest. If any member of the Foundation Board or any committee has a financial interest in any contract or transaction involving the Foundation, such individual shall not participate in the Board's evaluation or approval of such contract or transaction unless the material facts of the relationship or interest are disclosed or known to the other directors or other committee members. If such disclosure is made, the contracts or transaction shall not be voidable if the Board or Committee in good faith authorized the contracts or transaction by the affirmative vote of the majority of the disinterested directors or committee members and the contract or transaction is fair to the Foundation at the time it is authorized.

ARTICLE VIII: CERTAIN FINANCIAL MATTERS

Section 8.1 Funds. The Foundation will establish and manage funds for its benefit (the "Funds") in accordance with Generally Accepted Accounting Principles and any applicable Board policies then in effect. Unless funds contributed to the Foundation are subject to an agreed-upon restriction, designation, or limitation prior to the acceptance by the Foundation of such fund, all funds contributed to the Foundation are to be wholly unrestricted.

Section 8.2 Restricted Contributions. The Foundation may accept any contribution that is expressly restricted or conditioned by the donor, provided that the restriction or condition is consistent with the Foundation's general tax-exempt purposes. "Donor restricted" Contributions will be accepted for special funds, purposes or uses, and such restrictions and conditions will be honored (provided that any expenditure or distribution of such contribution shall further the Foundation's tax-exempt purposes).

Section 8.3 Investments. The Foundation shall have full power to invest and reinvest all property held in the Funds in such manner as the Foundation shall in its discretion determine. The Foundation may hold reasonable sums in cash for any period of time and may invest in properties of every kind and description, real or personal, tangible or intangible, without limitation; provided, however, that in making Funds investments, the Foundation shall exercise the judgment and care, under the circumstances then prevailing, that persons of prudence, discretion and intelligence exercise in the management of the property of another, not in regard to speculation but in regard to the permanent disposition of funds, considering the probable income as well as the probable safety of capital. The Foundation shall not be responsible for any loss or reduction in value with respect to any assets held in the Funds unless such loss or reduction in the value is due to the intentional misconduct or gross negligence of the Foundation or its agents or contractors. The Foundation may, in its discretion, engage investment advisors, custodians of securities, investment or property managers, appraisers, accountants, attorneys and other agents and advisors, and delegate to them such powers or authority as the Foundation may determine, all as may be reasonably required for the Foundation to carry out its duties and responsibilities with respect to the Funds, and the Foundation may pay the reasonable fees and expenses of all such agents or advisors as direct expenses of the Funds.

Section 8.4 Records, Reports and Reviews. The Foundation shall keep current and complete books of its financial accounts, including the Funds. The Foundation shall prepare and distribute to the membership a written financial report covering the funds held subject to these Bylaws at least annually. The Foundation shall also keep minutes of the proceedings of its board of directors and a record of the names and addresses of all board members. All books and records of the Foundation may be inspected by any director, or the agent or attorney of any director, for any proper purpose at any reasonable time. Without limiting the foregoing, the Foundation shall comply with all applicable requirements related to corporate records in the Act.

ARTICLE IX: MISCELLANEOUS

Section 9.1 Fiscal Year. The fiscal year of the Foundation shall be the calendar year.

Section 9.2 Conveyances and Encumbrances. Property of the Foundation may be assigned, conveyed or encumbered by such officers of the Foundation as may be authorized to do so by the Foundation Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Foundation shall be authorized only in the manner prescribed by applicable statute.

Section 9.3 Execution of Instruments. All corporate instruments and documents shall be signed or countersigned, executed, verified, or acknowledged by the President, Treasurer and/or Executive Director.

Section 9.4 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

ARTICLE X: AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed, and new or revised Bylaws may be approved only upon a two-thirds majority vote of the directors present at any duly constituted meeting of the Foundation Board, provided that written notice of the proposed changes is distributed to all directors at least ten (10) days before the meeting at which such proposed action is to take place. Any changes approved by the Foundation Board must be reported to the members at the next annual meeting of the membership.

(END)