

BYLAWS
OF
HILLTOP CHILD DEVELOPMENT CENTER, INC.

A Kansas Nonprofit Corporation

Article I. Name

The corporate name of this corporation shall be Hilltop Child Development Center, Inc. (“Corporation”) or such other name as may be set forth in the Corporation’s Articles of Incorporation, as amended. The Corporation is located at 1652 Ousdahl, in the city of Lawrence, Kansas.

Article II. Purpose

Section A. Hilltop is an inclusive community where children learn from passionate professionals in a nurturing and academically rich environment.

The purpose of the Corporation is to promote quality childcare, education and development through the operation of a group day-care/preschool center and programs for school age children.

Section B. To support this purpose, the Corporation shall:

1. Provide a stimulating, challenging, educational curriculum for children.
2. Expose children to a wide variety of activities which meet their social, emotional, physical, intellectual and creative needs.
3. Support the teaching, research, and public service missions of the University of Kansas (“University”).
4. Provide an early childhood training and resource center for University faculty, staff and students.
5. Uphold center standards according to the national accreditation entity selected by the facility.
6. Provide parent education and staff development through workshops, meetings, discussions and presentations.
7. Cooperate with other organizations to provide a comprehensive program for young children.
8. Provide early childhood training and assistance to members of the Lawrence community.

Section C. The Corporation shall admit children of any race, color, religion, national origin, sex, sexual orientation, gender, gender identity, or family status and qualified handicapped children, to all rights, privileges, programs, and activities of the center. Hilltop does not discriminate on the basis of any of those factors in administration of its educational policies, admission policies, scholarships, programs, food service programs, and other center administered programs. The above factors as applicable to the parent(s) of children also shall not be grounds for discrimination.

Article III. Board of Directors

Section A. Subject to limitations of the Articles of Incorporation, these Bylaws, and the Kansas Corporation Code, all corporate responsibilities and the conduct and affairs of the Corporation shall be controlled by the Board of Directors (“Board”). The Board shall have the responsibility for ensuring the purposes and powers of the Corporation, as set forth in Article II, are fully, properly, and appropriately exercised and carried out to achieve the desired benefits as set forth. Without prejudice to such general responsibilities but subject to the same limitations, it is hereby expressly declared the Board shall have the following responsibilities:

1. To alter, amend or repeal the Bylaws of the Corporation.
2. To select and remove all the other officers, agents and employees of the Corporation, other than University required personnel; prescribe such responsibilities and duties for them as may not be inconsistent with law, or with the Articles of Incorporation or these Bylaws; and require from them security for faithful service, if deemed necessary or desirable.
3. To conduct, manage, and control the affairs and conduct of the Corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem best.
4. To change the principal office and registered office for the transaction of the conduct of the Corporation from one location to another as provided in these Bylaws; to fix and locate from time to time one or more subsidiary offices of the Corporation within State of Kansas, as provided in these Bylaws hereof; to designate any place within meetings except annual meetings; form such certificates from time to time, as in their judgement they may deem best, provided such certificates shall at all times comply with the provisions of law.
5. To borrow money and incur indebtedness for purposes of the Corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities therefore.
6. To appoint an executive committee and other committees and to delegate to such committees any of the responsibilities and authority of the board in the management of the conduct and affairs of the Corporation, except the responsibility to adopt, amend or repeal Bylaws.
7. The Board of Directors shall have exclusive authority to make policies relative to the management of the Corporation.

- Section B.* The Board of Directors shall consist of 17 voting members. Members shall be approved by the University Chancellor or designee. The desired board membership is as follows: Parents of children attending Hilltop Child Development Center, Inc; Non-Hilltop parents (public members) from the Lawrence community; the Past President of the Board of Directors (1); and the liaison representative from the office of the University of Kansas liaison department (1). The Past President and the liaison representative may or may not be Hilltop parents. Parents of Hilltop children should always make up the majority of the board members. Hilltop administrators, University Comptroller's Office representative and at least one teacher representative shall be non-voting members of the Board.
- Section C.* No person employed by Hilltop Child Development Center, Inc. nor a relative of a staff member may be a voting member of the Board. The Board membership will attempt to reflect the diversity of the enrollment of the center, the University, and Lawrence Community.
- The term of office for all Board members shall begin at the start of each calendar year. A Board member who has been absent from two consecutive, regularly scheduled meetings may be removed from the Board by a majority vote of those present and voting.
- Section D.* Parent members shall be elected by and from the family units with currently enrolled children in Hilltop Child Development Center, Inc. Each family unit shall have one vote in a Board election. The Board of Directors shall annually set the date for the election of parent members during the fall semester so that the new Board members may assume office by the start of the following calendar year. The Board shall notify all family units of the date of the election and the procedures for making nominations. Any eligible parent may have his/her name placed on the ballot as a candidate. No more than one member of the family unit may serve as a voting member on the Board during any given term. A family unit is defined as one or two parents/guardians or other primary caregivers who are financially and emotionally responsible for a child or children enrolled at Hilltop Child Development Center, Inc.
- Section E.* Public members shall be elected and approved by the Hilltop Board of Directors. The executive committee of the board will meet with potential candidates for the board and present the names of suggested new members. The board will review and elect new public members no later than the November board meeting.
- Section F.* Parent members shall serve 1-year terms. Parent members may serve more than one term without running for re-election if approved by the voting members of the Board. A parent member who is elected to an office can be retained as one of the parent members of the Board for the subsequent year. Board members who begin their term on the Board as parent members will become public members in the calendar year that they no longer have a child or children enrolled in Hilltop Child Development Center, Inc. programs if they continue to serve on the Board.

- Section G.* Public members shall serve 1-year terms. Public members may serve more than one term without running for re-election if approved by the voting members of the Board
- Section H.* A vacancy in the public membership shall be filled at the discretion of the Executive Committee of the Board of Directors. A person filling a vacancy shall serve until the end of the original term. Vacancies in parent membership will result in an immediate election per the process stated in Section D above.

ARTICLE IV. Officers

- Section A.* The elected officers shall be a President, President-Elect and Secretary.
- Section B.* President: The President-Elect shall assume the office of president at the beginning of the calendar year, serving one year as president followed by one year as immediate past president.

In the event that the office of President shall be vacated, the office shall be filled for the remainder of the term by appointment made by the Board of Directors.

The duties of the President are as follows:

1. The President shall prepare the agendas for all meeting of the Board.
2. The President shall preside at all meetings of the Board.
3. The President shall sign contracts on behalf of the Corporation.
4. The President shall, in the case of an emergency, call a special meeting of the Board.
5. The President shall, as deemed fit, allow non-board members the opportunity to make presentations to the Board by placing such persons on the agenda.
6. The President shall serve for one year as President followed by one year as immediate Past President. The term of the current President may be extended for a second year if approved by the voting members of the Board if the President-Elect is no longer available to serve.

- Section C.* President-Elect: The President-Elect shall be elected by the Board of Directors no later than the November Board meeting of the fall semester. The President-Elect shall have served at least one year on the Board prior to the beginning of their term of service. The President-Elect may be either a parent or a public member of the Board.

In the event that the office of the President-Elect shall be vacated, the office shall be filled for the remainder of the term by appointment made by the Executive Committee. The President-Elect shall, in the absence of the President, preside and perform the duties of President.

President Elect shall serve as the committee chair for the Policy Review Committee.

Section D. Secretary: The Secretary shall be elected at the November Board meeting. The Secretary shall have served at least one year on the Board prior to the beginning of their term of service

In the event that the office of Secretary shall be vacated, the office shall be filled for the remainder of the term by appointment made by the Executive Committee.

The duties of the Secretary are as follows:

1. The Secretary shall, in the absence of the President and President-Elect, preside and perform the duties of President.
2. The Secretary shall keep a record of attendance at Board meetings, shall record and preserve the minutes of all meetings, shall handle correspondence pertaining to the work of the Board of Directors and maintain all archival documents for the organization

Section E. Treasurer: The Finance Director of the Center shall serve as the Treasurer. The Treasurer shall keep the Board informed as to the financial status of the Hilltop Child Development Center, Inc.

Section F. Past President: Shall serve as the committee chair for the Finance Committee.

Section G. Election of Officers:

1. No later than the September Board meeting of the academic year and in the event of multiple candidates, the President may appoint a nominating committee of three persons. If the number of vacancies matches the number of candidates the Board will hold a vote. At least one parent and one public member of the Board shall serve on the committee.
2. At least 30 days prior to the November Board meeting, the Nomination Committee shall submit in writing to all members a slate of proposed officers of the Board.
3. Nominations from the floor will be accepted during the election at the November Board meeting of the year. Officers shall be elected by a simple majority of those Board members present and voting. Quorum must be met in order to vote for officers.

ARTICLE V. Committees

Section A. The Executive Committee shall be composed of the President, Past President, President-Elect, Secretary and the designated University Liaison. The Treasurer of the Board of Directors and the Executive Director of Hilltop Child Development Center, Inc. are ex-officio non-voting members of the Executive Committee.

Section B. The Executive Committee shall act on behalf of the Board in between its regularly scheduled meetings.

Section C. The duties of the Executive Committee shall include the following:

1. At the November Board meeting, the Executive Committee, with input from the Board of Directors and other interested persons, shall appoint persons from Lawrence community to serve on the Board. The Executive Committee shall fill any vacancy occurring in the membership of public members of the Board of Directors.
2. Perform an annual evaluation of the Executive Director no later than July 1st

Section D. Standing committees shall include finance, teacher and staff support, family support, and special events. Other committees may be established as needed by the Board of Directors.

At least one member of each standing committee shall be appointed by the President from members of the Board of Directors as the chair of the committee. Each chair will solicit participation from parents who are not currently serving on the board. The Administrative staff from Hilltop may be ex-officio members of committees.

All standing committees shall be composed of at least two members. Persons other than members of the Board, who have expertise in special fields, may be asked to serve on committees.

Section E. The duties of each standing committee shall be defined in a policy statement adopted by the committee and approved by the Board.

ARTICLE VI. Meetings of the Board of Directors

Section A. The Board shall meet at least quarterly for regular meetings. Special meetings may be called by the President, the Executive Director of the Center, or three or more members of the Board.

Section B. The regular meeting dates for the entire year will be determined at the start of each calendar year. The agenda and all related documentation shall be distributed to members of the Board at least 3 days prior to the meeting. The meeting agenda shall be posted in the Center at least 3 days prior to the meeting.

Section C. Meetings of the Board are open for the public to attend. A meeting may be closed to all non-voting members of the Board for purposes of discussing personnel or enrollment items by 11 (2/3) affirmative votes of Board members.

Section D. Each voting member of the Board shall have one vote. A quorum for the transaction of business shall consist of a majority (9) of the voting members.

Section E. The hiring of an Executive Director of the Center will require 13 (3/4) affirmative votes from the board. University designee must be present at the time of vote.

Section F. If a vote of the Board is required between regularly scheduled meetings, the President will submit the item on which a vote is required via email to all Board members with a specified timeline in which votes will be accepted. The President will then collect votes until the deadline, document the voting, and submit the results to the full Board membership. If a quorum of the Board does not vote, the motion fails. Except as otherwise provided herein, Robert's Rule of Order, Revised shall govern official actions of the Board.

ARTICLE VII. Staff of The Hilltop Child Development Center, Inc.

Section A. There shall be an Executive Director and a Finance Director of the Center and such other positions as the Board of Directors deems necessary to carry on the work of the Hilltop Child Development Center, Inc.

Section B. The Executive Director of the Center and the Finance Director shall be nominated by the Board of Directors and approved by the University Chancellor or designee. The Executive Director shall be responsible for all administrative operations of the Center.

Section C. The Executive Director of the Center shall select the staff as required to carry out the purpose and program of the Corporation, in accordance with the policies established by the Board of Directors and the University. The Executive Director of the Center shall keep the Board fully informed on all aspects of the program and shall keep adequate records of information of value to the Center.

ARTICLE VIII. Amendments

Section A. These Bylaws may be amended at any regular meeting of the Board of Directors where a minimum of 13 voting members are present. In person, via phone, or via video conference is considered present. A minimum of 9 voting members must vote in the affirmative to approve an amendment. Notice of the general character of any proposed amendment must be given in writing at least ten (10) days prior to such meeting.

ARTICLE IX. Dissolution

Section A. Upon the dissolution of the Hilltop Child Development Center, Inc. the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation to such organization(s) organized and operating exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine.

Section B. Any such assets disposed of shall be disposed of by the District Court of the County in which the Corporation is located, exclusively for such purposes or to such organization(s) as said Court shall determine, which are organized and operated exclusively for such purposes.

February 4, 1987

Approved: April 6, 1987

Amended: April 18, 1988
May 21, 1990
October 15, 1990
June 26, 1991
June 22, 1992
April 20, 1995
December 14, 1995
April 22, 1996
February 17, 2000
December 2, 2003
July 1, 2009
December 16, 2011
August 2014
January 1, 2017
January 27, 2024

Note: "Parent" refers to board members who have children enrolled at Hilltop. "Public" refers to board members who do not have children enrolled at Hilltop.