

BYLAWS
of
HILLTOP CHILD DEVELOPMENT CENTER
May 6, 2026

ARTICLE I - NAME AND LOCATION

Hilltop Child Development Center (Hilltop) is incorporated under the laws of the State of Kansas. Hilltop provides childcare in two locations: 1652 Ousdahl Road, Lawrence, Kansas 66045 and 2509 Town Center Drive, Lawrence, Kansas 66047.

ARTICLE II – ABOUT HILLTOP CHILD DEVELOPMENT CENTER

Hilltop was established in the Wesley Building behind Smith Hall at the University of Kansas in August 1972, after protests led by the February Sisters demanded better campus services for women, including childcare. Hilltop offers childcare and educational programs for infants through sixth grade. Children of students, faculty, staff, affiliates, and the public may enroll, subject to priority and availability.

ARTICLE III – PURPOSE

The purpose of Hilltop is to provide quality childcare in an inclusive environment where children learn from passionate professionals in a nurturing and academically rich environment.

ARTICLE IV – BOARD OF DIRECTORS

1. The property, business, and affairs of Hilltop shall be under the care and supervision of a Board of Directors of five (5) members, such authority at all times to be exercised in a manner consistent with the principle of and to remain subject to the requirements of University control of Hilltop, and more particularly, at all times to remain subject to and be exercised in accordance with the control of the University Chancellor and the Board of Regents.

2. Subject to the Chancellor's approval, members of the Board shall include the following:
 - a. The University of Kansas Chief Human Resources Officer or designee.
 - b. The University of Kansas Chief Compliance Officer or designee.
 - c. The University of Kansas Vice Provost for Student Affairs, Lawrence campus, or designee.
 - d. The University of Kansas Chief Financial Officer or designee.
 - e. President of the Hilltop Family Association.
 - f. The Hilltop Child Development Center Executive Director, non-voting ex officio.
 - g. The Hilltop Child Development Center Finance Director, non-voting ex officio.
3. The Board shall have the authority to add additional members as necessary to support and foster the mission of Hilltop and the University.
4. The Board shall act as a policy-making body for Hilltop, and shall determine, in general, the method of conducting Hilltop business. The Board shall conduct the business of Hilltop in accordance with established principles of good business practices.
5. The Board shall have the authority to purchase or contract for or to authorize any officer, agent, or employee to purchase or contract for any property or for the performance of any labor or service the Board deems expedient and shall have the authority to borrow money for Hilltop. Except for the authority to purchase real property, to borrow money or otherwise incur debt, to enter into agreements of a value in excess of \$100,000, and except as otherwise specifically provided by law, the Board hereby delegates its authority to the Executive Director of Hilltop for purposes of carrying out the day-to-day operations of Hilltop. The Board may, however, vote to provide standing authority to the Executive Director to enter into such contracts as necessary to take advantage of potential business and hiring opportunities that may arise, including those not to exceed \$250,000 in value.
6. The term of office of each Board member shall be co-existent with the holding of the designated position at the University of Kansas, with the exception of the Family Association representative, who will serve a one-year term unless voted otherwise by the Board of Directors. A member may, however, be removed from office by a majority vote of the Board of Directors. Any vacancies may be immediately filled by appointment from the Chancellor.

ARTICLE V – BOARD MEETINGS

1. Time of Meetings

- a. Regular meetings of the Board shall be held no less than quarterly during the academic year, at such time and place as the secretary may designate in the notice of the meeting. Any member may participate in and vote at a meeting by means of remote communication provided such member can read or hear the proceedings of the meeting and is verified to be a Board member, and a record of such member's vote or other action is made and maintained by the Hilltop.
- b. Special meetings of the Board may be held at any time by a call of the President. A special meeting may also be requested by the Executive Director of Hilltop with the written request of any two (2) members of the Board. In the event a special meeting is called on the request of two (2) members, the Secretary shall designate in the notice of the meeting the time and place of the meeting on a date which shall be no less than seven (7) calendar days following the receipt of such written request. Any business may be transacted at any Board meeting without specification in the notice thereof, except as otherwise provided by law.

2. Notice of all regular and special meetings of the Board shall be given to each Board member by oral or written notice (including notice by email) served upon, given, or sent to each member, with any such emailed or mailed notice to be addressed to the members at their respective mail or email addresses as shown on record with Hilltop. Meeting notices shall be given no less than seven (7) days before the date of each regular meeting, and no less than two (2) days before the date of each special meeting (except as otherwise provided in preceding Section 1 of this Article, with notice of any special meeting called upon the written request of at least two (2) Board members). Board members may waive any notice required by the Bylaws, or applicable laws, but such waivers must be in writing electronically (email) by the Board members. If such waiver of notice is agreed upon, any action taken by that Board member shall have the same effect as though the required notice has been sent.

3. Quorum

- a. A majority of the voting members of the Board, namely, three (3) voting members, shall constitute a quorum for the transaction of business, and, except as otherwise provided by law, a majority of the votes cast at any such meeting of the Board at which a quorum is

present shall be decisive of any such action. At any meeting at which a quorum is present, any business may be transacted.

- b. Members present at any meeting with less than a quorum may adjourn such meeting without notice.

4. Executive Session

- a. Pursuant to Kansas Open Meetings Act, the Board may call Executive Session to discuss confidential matters, such as personnel matters, legal concerns, or confidential financial or proprietary information, when necessary to protect privacy or organizational interests.
 - b. Any voting Board member may move to recess an open session into Executive Session; the motion must be seconded and approved by a majority vote of members present.
 - c. The motion shall state the general subject, the legal justification, if any, for the Executive Session, and the time and place the open meeting will resume.
 - d. Discussion shall be limited to the stated purpose, and attendance is limited to board members and only those individuals whose presence is essential to inform the confidential discussion, such as legal counsel for privileged guidance, relevant executives to provide necessary factual context, or external experts when specialized knowledge is required.
 - e. No binding action shall be taken in Executive Session; any action shall occur in open session.
 - f. The motion, second, vote, justification, and time of resumption shall be recorded in the open meeting minutes; no minutes of Executive Session deliberations shall be kept.
5. The Board may take any action required or permitted to be taken at any meeting of the Board without a meeting if all voting members of the Board consent to such action in writing, and the written consents are filed in the minutes of the Board of Directors.
6. At any time, the Board of Directors may establish ad hoc standing committees as it deems necessary or advisable. All standing committees shall report to the Board and identify actions or improvements needed and report any actions taken.

ARTICLE VI – OFFICERS

1. The following shall serve as officers of Hilltop:
 - a. The University of Kansas Chief Human Resources Officer or designee shall serve as the President of the Board.
 - b. The University of Kansas Chief Compliance Officer or designee shall serve as Vice President.
 - c. The University of Kansas Vice Provost for Student Affairs or designee shall serve as the Secretary.
 - d. The University of Kansas Chief Financial Officer or designee shall serve as Treasurer.
2. The President shall be the official spokesperson on actions pending before or taken by the Board and shall preside over all regular and special Board meetings.
3. The Vice President shall serve as President in the absence of the President. The Vice President shall perform such other duties as may be assigned by the Board President.
4. The Secretary shall have the care and custody of minutes and documents of Hilltop, shall perform such duties as usually devolve upon the office of secretary and such other duties as may be required by the Board at any time.
 - a. The Secretary shall be responsible for ensuring each new member of the Board is issued a letter of appointment specifying duties as a board member.
 - b. Each appointment letter shall be reviewed, approved, and signed by the President.
5. The Treasurer shall have custody of all money, valuable papers, and property of Hilltop, shall be responsible for books of account, shall make provisions for an annual audit of its books, and shall perform all such other duties as usually devolve upon the office of the treasurer or as may be required of them by the Board at any time.
6. The Board may provide for the appointment of such additional officers with such duties as the Board deems to be in the best interest of Hilltop. Any such appointment may be terminated, and such office may be abolished at the pleasure of the Board.
7. The Executive Director.
 - a. The Executive Director of Hilltop shall be appointed by the Chief Human Resources Officer or designee from candidates recommended after a search directed by the Board in consultation with other appropriate constituencies.

- b. The Executive Director of Hilltop shall have the authority and responsibility for the day-to-day operations of Hilltop, including employment and termination of personnel, and in undertaking these duties, shall observe policies, goals, and objectives established by the Board and all other applicable laws and policies.
 - c. The Executive Director of Hilltop shall be responsible for the submission of each annual budget to the Board for its consideration and recommendations.
 - d. The Executive Director of Hilltop shall report to the Board of Directors and shall keep the Board apprised of the day-to-day operations of Hilltop.
 - e. The Executive Director serves at the pleasure of the Board and may be removed upon a majority vote of the Board.
8. In the event a vacancy occurs in any officer position for any reason, including but not limited to death, removal, resignation, or abolition of position, the University Chancellor is authorized to appoint such person or people as appropriate to perform the duties of the office.

ARTICLE VII - INDEMNIFICATION OF OFFICERS AND BOARD MEMBERS

1. Every person (and the heirs, executors and administrators of such persons) who is or was an Officer or Member of the Board of Directors may be indemnified against any and all liability and reasonable expense that may be incurred in connection with or resulting from any claim, action, suit or proceeding, civil or criminal, or in connection with an appeal relating thereto, in which they may have become involved, as a party or otherwise, by reason of being or having been an Officer or Member of the Board or by reason of any action taken or not taken in their capacity as such Officer or Member of the Board, whether or not they continue to be such at the time such liability or expense shall have been incurred, provided they acted in good faith in what they reasonably believed to be the best interest of Hilltop and, in addition, with regard to any criminal action or proceeding, had no reasonable cause to believe their conduct was unlawful. As used in this Article, the terms "liability" and "expense" shall include, but shall not be limited to, attorneys' fees and disbursements and amounts of judgement against, and amounts paid in settlement by, an Officer or Member of the Board; but shall not include fines or penalties imposed or counsel fees or other expenses incurred in any criminal proceeding resulting in such person's conviction. The termination of any claim, action, suit or proceeding,

civil or criminal, by judgement, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption an Officer or Member of the Board did not meet the standards of conduct set forth in this Article.

2. Every Officer or Member of the Board of Directors who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described in said first Section shall be entitled to indemnification as a right. Except as provided in the proceeding sentence, any indemnification under such Section shall be made if (i) the Members of the Board acting by a quorum consisting of Members of the Board who are not parties to (or who have been wholly successful with respect to) such claim, action, suit or proceeding, shall find that the Officer or Member of the Board has met the standards of conduct set forth in such Section, or (ii) independent legal counsel (who may be regular counsel of Hilltop) shall deliver to the Board written advice that, in their opinion, such Officer or Member of the Board has met such standards.
3. Expenses incurred with respect to a claim, action, suit or proceeding of the character described in the first Section of this Article may be advanced prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless it shall ultimately be determined they are entitled to indemnification under this Article.
4. The foregoing rights to indemnification shall not be exclusive of any other rights to which the Officers or Members of the Board may be entitled according to law, including rights under the Kansas Tort Claims Act, K.S.A. 75-6103, *et seq.*

ARTICLE VIII - CONFLICTS OF INTEREST

All voting Members of the Board of Directors shall have, in addition to responsibility for compliance with the State of Kansas, Board of Regents, and the University of Kansas policies on conflicts of time and interest, responsibility for compliance with the Policy on Conflicts of Interest as set forth herein. This policy requires disclosure of any actual or potential conflicts of interest between the members' duties with the Board and their personal financial interests, including those of their immediate family members, including their spouses and their children, parents, siblings, grandparents, grandchildren, and the spouses of any of the foregoing. Any member with an actual

conflict of interest must recuse themselves from any further discussion, recommendation, or action of the Board regarding the matter giving rise to the conflict. Any situation giving rise to the appearance of a conflict of interest similarly will be disclosed to the Board, which shall determine by a majority vote whether the member involved must be recused from further discussion, recommendation, or action of the Board regarding the matter in question.

ARTICLE IX – AMENDMENTS

The Board shall have the power to alter, repeal, or amend any of these bylaws at any regular or special meeting with quorum by a majority vote.

ARTICLE X - HILLTOP CHILD DEVELOPMENT CENTER FAMILY ASSOCIATION

1. There shall be formed a Hilltop Child Development Center Family Association (“Hilltop Family Association”). The purpose of the Hilltop Family Association shall be to assist and support the Hilltop administration and staff with responding to the educational, social, and cultural needs of Hilltop’s children and families. The Hilltop Family Association may be engaged to provide feedback on significant operational and policy changes, host events to develop community among families and celebrate Hilltop’s staff and teachers, and engage in fundraising activities.
2. The Hilltop Family Association shall not have authority or control over Hilltop and shall not have fiduciary or fiscal responsibility for the operations of Hilltop.
3. The Hilltop Family Association shall be open to all family members of currently enrolled Hilltop children.
4. As necessary, the Board of Directors may select ex-officio members of the Hilltop Family Association, without the right to vote or hold office.
5. The Hilltop Family Association will have the authority to establish subcommittees as necessary.
6. The Hilltop Family Association will meet a minimum of three (3) times during the academic year.

ARTICLE XI - EFFECTIVE DATE

These Bylaws are adopted by the Board on May 6, 2026, and shall be effective on June 1, 2026. As of the effective date, all prior Bylaws of Hilltop are hereby repealed and superseded in its entirety by these Bylaws.

Approved on: May 6, 2026

Secretary Signature: 