

**BYLAWS OF
BURLESON HIGHER EDUCATION OPPORTUNITY FUND
(Revised March 21, 2023)**

ARTICLE I

PURPOSE AND POWERS

Section 1. Burleson Higher Education Opportunity Fund, also known as the Burleson Opportunity Fund (BOF). The purpose of the Corporation is to encourage graduating high school seniors to further their education in Burleson, thereby:

- Helping to create a better trained, educated and prepared local work force;
- Enhancing the local economy by supporting a thriving center for higher education;
- Capitalizing on the link between higher education and economic development; and
- Helping to ease the transition from secondary to higher education for Burleson families.

Section 2. Powers. The affairs of the Corporation shall be managed and controlled by the Board of Directors, subject to the restrictions imposed by law, the Articles of Incorporation creating the Corporation, and these Bylaws.

ARTICLE II

BOARD OF DIRECTORS

Section 1. Powers. Number and Term of Office. The Board of Directors shall consist of twenty (20) directors. Directors shall be appointed from the following areas: three (3) from the City of Burleson, three (3) from the Burleson Independent School District, two (2) from Hill College, one (1) from another higher education partner, and eleven (11) at-large directors from the community. All directors shall be voting members. The board members will be made up of and be selected according to the following:

1. City of Burleson members (3).

1.1. The Mayor of the City shall automatically serve as a voting member from the date of his/her qualification as Mayor. The Mayor shall automatically succeed his/her predecessor in office upon qualification and shall serve for the balance of his/her term as Mayor. The term of office for the immediate predecessor shall expire immediately upon qualification of the new Mayor. If the Mayor does not accept membership on the Board of Directors and so signifies in writing to the Board of Directors, then the City Council shall designate from its membership a person who shall serve for the ensuing term or terms of the Mayor. Should the designated representative of the Council cease to be a member of the Council for any reason, then the Council shall have the right to designate a successor from its membership.

1.2. The current City Manager or Deputy City Manager of the City of Burleson shall automatically serve as a voting member representing the City from the date of his or her qualification as City Manager or Deputy City Manager.

1.3. A second City Council member shall serve as a voting member upon appointment by the City Council. Should the designated representative of the Council cease to be a member of the Council for any reason, then the Council shall have the right to designate a successor from its membership. If no other City Council members wish to serve on the board, then a City of Burleson administration employee selected by the City of Burleson City Council

shall serve as a voting member.

2. *Burleson Independent School District members (3).*

2.1. The President of the School Board shall automatically serve as a voting member from the date of his/her qualification as President. The President shall automatically succeed his/her predecessor in office upon qualification and shall serve for the balance of his/her term as President. The term of office for the immediate predecessor shall expire immediately upon qualification of the new President. If the President does not accept membership on the Board of Directors and so signifies in writing to the Board of Directors, then the School Board shall designate from its membership a person who shall serve for the ensuing term or terms of the President. Should the designated representative of the School Board cease to be a member of the School Board for any reason, then the School Board shall have the right to designate a successor from its membership.

2.2. The current Superintendent or designee of the Burleson Independent School District shall automatically serve as a voting member from the date of his or her qualification as Superintendent or Assistant Superintendent.

2.3. A second Trustee from the Burleson ISD Board of Trustees shall serve as a voting member upon appointment by the Burleson ISD Board of Trustees. Should the designated representative of the School Board cease to be a member of the School Board for any reason, then the School Board shall have the right to designate a successor from its membership. If no other Trustees wish to serve on the board, then a Burleson ISD administration employee selected by the Burleson Independent School District Board of Trustees shall serve as a voting member.

3. *Hill College members (2).*

3.1 The current President of Hill College or other representative to be selected by Hill College shall serve as a voting member.

3.2 A Hill College administrative employee or other representative to be selected by Hill College shall serve as a voting member.

4. *Higher Education Partner member (1).*

4.1 The current President of the higher education partner or other representative to be selected by the higher education partner shall serve as a voting member.

5. *Community At-Large members (11).*

5.1 Eleven (11) members from the community at-large to be selected by the Board of Directors of the Burleson Opportunity Fund shall serve as voting members.

5.2 The community at-large members shall be elected to serve two (2) year alternating terms. Six (6) of the at-large members shall be elected on even years and five (5) on odd years. The at-large members elected begin their terms starting on February 1 and ending on January 31 of the second year of their term. At-large members may be appointed for successive terms. Any vacancies may be filled by the Board of Directors to finish an unexpired term.

Section 2. Meetings of Directors. The directors shall hold their meetings within a building accessible to the public in the City as the Board of Directors may from time to time determine.

Section 3. Regular Meetings. Regular Meetings of the Board of Directors shall be held at such times and places as shall be designated from time to time, by the Board of Directors.

Section 4. Emergency Meetings. Emergency Meetings of the Board of Directors shall be held whenever called by the Chair, by the Secretary, Treasurer, or by a majority of the directors then in office.

1. The secretary shall give notice to each director of each Emergency Meeting in person, or by courier, facsimile, telephone, or electronic mail, at least 24 hours before the meeting. Notice of all Emergency Meetings shall state the purpose which shall be the only business conducted.

2. The chair may call for an emergency electronic vote (e-mail vote) not to exceed three (3) items of business in a calendar year. Notice shall be sent to all voting members of the Burleson Opportunity Fund Board of Directors by the chair, secretary, treasurer, or their designee. Notice shall include a clear statement of the agenda item, choices of action, and deadline for submitting a vote.

Section 5. Quorum. A majority of the directors holding current appointments shall constitute a quorum for the consideration of matters pertaining to the purposes of the Corporation. The act of the majority of the directors present or represented by written proxy at a meeting at which a quorum is in attendance shall constitute the act of the Board of Directors.

Section 6. Conduct of Business. At the meetings of the Board of Directors, matters pertaining to the purposes of the Corporation shall be considered in such order as from time to time the Board of Directors may determine.

1. At all meetings of the Board of Directors, the Chair shall preside. If Chair is unable to attend, the Vice Chair shall preside. If the Chair and Vice Chair are both to be absent at the Board Meeting, the Board may appoint another Board Member to preside over the meeting and exercise the power of the Chair.

2. The Secretary of the Board of Directors shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting. The Secretary shall provide notice of meetings and prepare meeting agendas. The Secretary shall ensure minutes are taken and filed in a safe location as required by the IRS.

3. Within five (5) business days following each Regular and Emergency Meeting, a copy of the minutes of the meeting shall be submitted to the members of the Board of Directors for review and approval at the next Regular Meeting.

Section 7. Compensation of Directors. Directors as such shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

Section 8. Attendance. Board Members shall make every effort to attend all Regular and Emergency Meetings of the Board and/or Committees. Board Members shall be required to attend at least fifty percent of all Board meetings and shall attend Emergency meetings if possible. Unless a leave of absence is approved by the Board or an absence excused by the Board, members not meeting the attendance requirement shall forfeit their Board seat and the appointment rules set forth above shall apply to fill the vacancy.

Section 9. Books and Records: Approval of Programs and Financial Statements. The Board of Directors shall keep correct and complete books and records of account and shall also keep minutes of its proceedings and the proceedings of committees having any of the authority of the Board of Directors. All books and records of the Corporation may be inspected by

any director or his or her agent or attorney for any proper purpose at any reasonable time; and at all times the City Council, the Burleson Independent School District, and Hill College will have access to the books and records of the Corporation. The Board of Directors must approve all programs for the Corporation and review any financial statements of the Corporation. The Board shall annually approve a budget of the Corporation.

ARTICLE III

OFFICERS

Section 1. Titles and Term of Office. The officers of the Corporation shall consist of a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time elect or appoint from its membership. Other than the Chair and Vice Chair, one person may hold more than one office. All officers shall be selected by a majority vote of the members of the Board of Directors present at a regular meeting of the Board. Terms of office for officers shall be two (2) years, beginning February 1 and ending January 31 of the second year, or until the new officer is elected.

1. All officers shall be subject to removal from office, with or without cause, at any time by a vote of a majority of the entire Board of Directors.

2. A vacancy in the office of any officer shall be filled from the membership of the Board of Directors by a vote of a majority of the directors present at the meeting.

Section 2. Chair. The chair shall be the chief executive officer of the Board of Directors and shall preside at all meetings of the Board of Directors.

Section 3. Vice Chair. The vice chair shall exercise such powers and duties as may be assigned by the Board of Directors and shall exercise the powers of the Chair during that officer's absence or inability to act. Any action taken by the Vice Chair in the performance of the duties of the Chair shall be based on conclusive evidence of the absence or inability to act of the Chair at the time such action was taken and subsequently ratified by the Board of Directors at the next meeting.

Section 4. Secretary. The secretary shall ensure the minutes of all meetings of the Board of Directors are kept in a secure location. The secretary shall have charge of such books, records, documents and instruments as the Board of Directors may direct, all of which shall at all reasonable times be open to inspection. The Secretary shall perform all duties incident to the office of Secretary subject to review by the Board of Directors.

Section 5. Treasurer. The Treasurer ensures the Board's financial policies are followed; prepares (or has prepared) any required financial reporting forms; prepares and monitors the budget; gives monthly reports to the Board on the Corporation's finances; and performs such other duties as occasionally may be assigned by the Board of Directors. The Treasurer shall perform all duties incident to the office of Treasurer subject to review by the Board of Directors. The Treasurer shall be appointed from the at-large directors only. No elected official, City of Burleson employee, Burleson ISD employee, Hill College or other higher education employee may serve as Treasurer of the Corporation.

Section 6. Compensation. Officers as such shall not receive any salary or compensation for their services, except that they may be reimbursed for their actual expenses incurred in the performance of their duties hereunder.

Section 7. Staff. Staff functions for the Board of Directors shall be performed by a person/s designated by the Board of Directors or employed by the Corporation.

ARTICLE IV

PROVISIONS REGARDING BYLAWS

Section 1. Effective Date. These Bylaws shall become effective upon the adoption of these Bylaws by the Board of Directors.

Section 2. Amendments to Bylaws. These Bylaws may be amended or repealed/replaced by majority vote of the members of the Board of Directors present at any regular meeting or at any special meeting of the Board.

Section 3. Interpretation of Bylaws. These Bylaws and all the terms and provisions hereof shall be liberally construed to effectuate the purposes set forth herein. If any word, phrase, clause, sentence, paragraph, section or other part of these Bylaws, or the application thereof to any person or circumstance, shall ever be held to be invalid or unconstitutional by any court of competent jurisdiction, the remainder of these Bylaws and the application of such word, phrase, clause, sentence, paragraph, section or other part of these Bylaws to any other person or circumstance shall not be affected thereby.

ARTICLE V

AWARD OF SCHOLARSHIPS

Section 1. Scholarship Criteria. Scholarship funds will be awarded to those students who apply for the next regular semester of Hill College following high school graduation while also meeting all eligibility criteria, requirements, and terms of the Fund as outlined in the current approved "Burleson Opportunity Fund Scholarship Handbook".

Section 2. Number and Amount of Awards. The number of scholarships awarded and the amount to be awarded to each eligible recipient shall be determined by the Board of Directors dependent upon funds available for award. If more students apply than there are funds available, scholarship funds will be awarded based upon a lottery system.

Section 3. Scholarship Management. The purpose and amount of scholarships awarded, how they are publicized, eligibility criteria, selection criteria, renewal criteria, how number and amount of awards are determined, how scholarships are applied, how they are supervised and what action is taken if terms of award are violated, will be determined by action of the Board of Directors.

ARTICLE VI

GENERAL PROVISIONS

Section 1. Principal Office. The principal office of the Corporation shall be located in the City of Burleson as determined by the Board of Directors and may be changed from time to time by the Board of Directors. The mailing address may be different from the principal office address as approved by the Board of Directors.

Section 2. Checks and Drafts. All checks, drafts, or orders for the payment of money issued in the name of the Corporation shall be signed by a Board authorized signer on the

Attested to by: Craig Couch, Chair
Jennifer Huffman, Board Secretary