

H.E.B. TEEN COURT ADVISORY BOARD BYLAWS

These Bylaws (referred to as the "Bylaws") govern the affairs of the H.E.B. TEEN COURT ADVISORY BOARD, a civic organization (referred to as the "Advisory Board ") with purposes and objectives which include, but are not limited to, providing a community based alternative to the formal court process for alleged youth offenders for certain offenses and to involve the youths and their families in the administration of the alternative court process.

MISSION STATEMENT

Provide Counsel to the Teen Court to guide and support students and parents, and positively connect with the community.

ARTICLE 1

ADVISORY BOARD

1.01. Selection of the Advisory Board and Management of the Advisory Board. The Advisory Board members are appointed by the respective City Councils of the Cities of Bedford, Euless, and Hurst. The affairs of the Advisory Board shall be managed by its members (referred to as "Advisors").

1.02. Number, Qualifications, and Tenure of Advisors. The number of Advisors shall be 9 (nine) regular members, at least 3 (three) of the Advisors being students and 6 (six) alternate members. In accordance with the Interlocal Agreement between the cities of Bedford, Euless, and Hurst, the Advisory Board shall appoint student advisors who are 14 through 19 years of age. The student advisors must reside in Hurst, Euless or Bedford, or they must attend an HEB ISD School. Each municipal entity (City of Bedford, City of Euless, and the City of Hurst) will appoint two regular and two alternate members. Each non-student advisor shall serve for a term of 2 (two) years and each student advisor shall serve for a term of 1 (one) year.

1.03. Meetings. The Advisory Board shall meet at least quarterly. The meetings shall be posted and conducted in accordance with the Texas Open Meetings Act.

1.04. Notice. Written or verbal notice of any meetings of the Advisory Board shall be delivered to each advisor not less than seventy-two (72) hours before the date of the meeting. The notice shall provide the place, day, and time of the meeting, and agenda for the meeting

1.05. Quorum. A majority of the Advisors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Advisors. The advisors present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough Advisors leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of Advisors required to constitute a quorum.

1.06. Duties of Advisors. Advisors shall discharge their duties, in good faith, with ordinary care, and in a manner they reasonably believe to be in the best interest of the Advisory Board. Ordinary care is care that ordinary prudent persons in similar positions would exercise under similar circumstances. In the discharge of any duty imposed or power conferred on the Advisors, they may in good faith rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Advisory Board or another person that were prepared or presented by a variety of persons, including officers and employees of the Advisory Board, professional advisors or experts such as accountants or legal counsel. An Advisor is not

relying in good faith if the advisor has knowledge concerning a matter in question that renders reliance unwarranted.

1.07. Actions of Advisory Board. The Advisory Board shall try to act by consensus. However, the vote of a majority of advisors present and voting at a meeting at which a quorum is present shall be sufficient to constitute an act of the Advisory Board unless the act of a greater number is required by law or the bylaws. An Advisor who is present at a meeting and abstains from a vote is considered to be present and voting.

1.08. Proxies. An Advisor may not vote by proxy.

1.09. Compensation. Advisors shall not receive salaries for their services. An Advisor may serve the Advisory Board in any other capacity and receive compensation for those services. Any compensation that the Advisory Board pays to an Advisor shall be reasonable and commensurate with the services performed.

1.10. Removal of Advisors. The Advisory Board may request that the respective City Councils vote to remove an Advisor at any time, with good cause.

1.11. Basic Policies. The following are the basic policies of the H.E.B. Teen Court Advisory Board:

- a. The Advisory Board shall be noncommercial, nonsectarian, and nonpartisan.
- b. The name of the Advisory Board or the names of any members in their official capacity shall not be used to endorse or promote a commercial concern or in connection with any partisan interest, or for any purpose not appropriately related to the promotion of the objectives of the Advisory Board.
- c. The Advisory Board shall not, directly or indirectly, participate or intervene in any way, including the publication or distribution of statements in any political campaign on behalf of, or in opposition to, any candidate for public office; or devote more than an insubstantial part of its activities to attempt to influence legislation by propaganda or otherwise.
- d. The Advisory Board shall work with local and area organizations to provide facilities and opportunities outside of the established court process for the youth offenders.
- e. The Advisory Board shall not enter into membership with other organizations except as authorized in writing by the respective City Councils.
- f. Notwithstanding any other provision of these Bylaws, the Advisory Board shall not carry on any other activities not approved by the respective City Councils.

ARTICLE 2

OFFICERS

- 2.01. Officer Positions.** The officers of the Advisory Board ("Officers") shall all be members of the Board. The Advisory Board officers shall be the following: Chairperson, Vice-chairperson and a Secretary. The Board of Advisors may create additional officer positions, define the authority and duties of each such position, and elect or appoint persons to fill the positions. One Advisor may not hold more than one office.
- 2.02. Election and Term of Office.** The Officers of the Advisory Board shall be elected annually in January by the Advisory Board of said organization. A nominee must have a remaining tenure of (1) year on the Advisory Board to be qualified as a nominee. Each officer shall hold office until a successor is duly selected and qualified. An Officer may be elected to succeed himself or herself in the same office if qualified. The election shall take place in the month of January of each year and shall be by ballot vote. However, if there is but one nominee for an office, election for that office shall be by voice vote.
- 2.03. Removal.** Any officer elected or appointed by the Advisory Board may be removed by the Advisory Board at will.
- 2.04. Vacancies.** A vacancy in any office may be filled by the Advisory Board for the unexpired portion of the Officer's term.
- 2.05. Chairperson.** The Chairperson shall be the chief executive officer of the Advisory Board. The Chairperson shall coordinate the work of the Officers and committees of the Board in order that the objectives of the Teen Court may be promoted, confirm that a quorum is present before conducting any business at any meeting of the Board, preside at all meetings of the Board, appoint chairpersons of special committees, be an ex-officio member of all committees, and perform such other duties as may be prescribed in these bylaws or assigned by the Advisory Board, the respective city councils.
- 2.06. Vice Chairperson.** When the Chairperson is absent, is unable to act, or refuses to act, the Vice-Chairperson shall perform the duties of the Chairperson. When a Vice-Chairperson acts in place of the Chairperson, the Vice-Chairperson shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. If there is more than one Vice-Chairperson, the Vice-Chairpersons shall act in place of the Chairperson in the order of the votes received when elected. The Vice-Chairperson shall perform other duties as assigned by the Chairperson, or the Advisory Board, the respective city councils.
- 2.07. Secretary.** The Secretary shall:
- (a) Perform duties as assigned by the Chairperson, the Advisory Board, or the respective city councils.
 - (b) Perform all duties incident to the office of secretary.

ARTICLE 3

NOTICES

3.01. Notice by Mail, Electronic Mail, or by Facsimile. Any notice required or permitted by the bylaws to be given to an Advisor or Officer of the Advisory Board may be given by mail, electronic mail, or by facsimile. If mailed, a notice shall be deemed to be delivered when deposited, postage paid, in the United States mail addressed to the person at his or her address as it appears on the records of the Advisory Board. If given by facsimile transmission, a notice shall be deemed to be delivered when verification of transmission to the person addressed is received. A person may change his or her mailing address or facsimile telephone by giving written notice to the Secretary of the Advisory Board, Teen Court Coordinator, and the corresponding city represented.

ARTICLE 4

AMENDMENTS TO BYLAWS

4.01 The bylaws may be altered, amended, or repealed, and new bylaws may be adopted only by a two-thirds vote of the Advisory Board and the approval of the respective city councils. The notice of any meeting at which the bylaws are altered, amended, or repealed, or at which new bylaws are adopted shall include the text of the proposed bylaw provisions as well as the text of any existing provisions proposed to be altered, amended, or repealed. Alternatively, the notice may include a fair summary of those provisions.

ARTICLE 5

COMMITTEES

5.01. Establishment of Committees. The Advisory Board may adopt a resolution establishing one or more committees, delegating specified authority to a committee, and appointing or removing members of a committee. A committee shall include one or more Advisors and shall not include persons who are not members of the Advisory Board. The establishment of a committee or the delegation of authority to it shall not relieve the Advisory Board, or any individual Advisor, of any responsibility imposed by the Bylaws.

5.02. Authorization of Specific Committees. The Advisory Board shall define the activities and scope of authority of each committee by resolution.

5.03. Term of Office. Each member of a committee shall serve on the committee for a one (1) year term or until a successor is appointed. However, the term of a committee member may terminate earlier if the committee is terminated or if the member dies, ceases to qualify, resigns, or is removed as a member. A vacancy on a committee may be filled by an appointment made in the same manner as an original appointment. A person appointed to fill a vacancy on a committee shall serve the unexpired portion of the terminated committee member's term.

5.04. Chair and Vice-Chair. One member of each committee shall be designated as the chair of the committee and another member of each committee may be designated as the vice-chair. The chair and vice-chair (if applicable) are appointed by the Chairperson of the Advisory Board. The chair shall call and preside at all meetings of the committee. When the chair of the committee is absent, is unable to act, or refuses to act, the vice-chair of the committee (if applicable) or the Chairperson of the Advisory Board (if no vice-chair has been designated) shall perform the duties of the chair of the committee. When a vice-chair of the committee or Chairperson of the Advisory Board acts in place of the chair of the committee, the vice-chair of the committee or Chairperson of the Advisory Board shall have all the powers of and be subject to all the restrictions upon the chair of the committee.

5.05. Notice of Meetings. Written or verbal notice of a committee meeting shall be delivered to each member of a committee not less than (72) seventy-two hours before the date of the meeting. The meetings shall be posted and conducted in accordance with the Texas Open Meetings Act.

5.06. Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. The committee members present at a duly called or held meeting at which a quorum is present may continue to transact business even if enough committee members leave the meeting so that less than a quorum remains. However, no action may be approved without the vote of at least a majority of the number of committee members required to constitute a quorum.

5.07. Actions of Committees. Committees shall try to take action by consensus. However, the vote of a majority of committee members present and voting at a meeting at which a quorum is present shall be sufficient to constitute the act of the committee unless the act of a greater number is required by law or the bylaws. A committee member who is present at a meeting and abstains from a vote is considered to be present and voting for the purpose of determining the act of the committee.

5.08. Proxies. A committee member may not vote by proxy.

5.09. Compensation. Committee members shall not receive salaries for their services.

5.10. Rules. Each committee may adopt rules for its own operation not inconsistent with the bylaws or with rules adopted by the Advisory Board.

ARTICLE 6

MISCELLANEOUS PROVISIONS

6.01. Legal Authorities Governing Construction of Bylaws. The bylaws shall be construed in accordance with the laws of the State of Texas. All references in the bylaws to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time.

6.02. Legal Construction. If any bylaw provision is held to be invalid, illegal, or unenforceable in any respect, the invalidity, illegality, or unenforceability shall not affect any other provision and the bylaws shall be construed as if the invalid, illegal, or unenforceable provision had not been included in the bylaws.

6.03. Headings. The headings used in the bylaws are used for convenience and shall not be considered in construing the terms of the bylaws.

6.04. Gender. Wherever the context requires, all words in the bylaws in the male gender shall be deemed to include the female or neuter gender, all singular words shall include the plural, and all plural words shall include the singular.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the H.E.B. Teen Court Advisory Board and that the foregoing Bylaws constitute the Bylaws of the H.E.B. Teen Court Advisory Board. These Bylaws were duly adopted at a meeting of the H.E.B. Teen Court Advisory Board held on April 4, 2013, by a vote of 6 AYES and 0 NAYS.

DATED: 6/24/13

Shelbe Sowand

Secretary
H.E.B. Teen Court Advisory Board

CERTIFICATE OF SECRETARIES OF ENTITIES

I certify that I am the duly elected and acting City Secretary of the City of Bedford and that the foregoing Bylaws constitute the Bylaws of the H.E.B. Teen Court Advisory Board. These Bylaws were duly adopted at a meeting of the Bedford City Council held on April 23, 2013, by a vote of 7 AYES and 0 NAYS.

DATED: June 21, 2013

Michael Weil

City Secretary of the City of Bedford

I certify that I am the duly elected and acting City Secretary of the City of Euless and that the foregoing Bylaws constitute the Bylaws of the H.E.B. Teen Court Advisory Board. These Bylaws were duly adopted at a meeting of the Euless City Council held on April 23, 2013, by a vote of 6 AYES and 0 NAYS.

DATED: April 23, 2013

Kim Sutter

City Secretary of the City of Euless

I certify that I am the duly elected and acting City Secretary of the City of Hurst and that the foregoing Bylaws constitute the Bylaws of the H.E.B. Teen Court Advisory Board. These Bylaws were duly adopted at a meeting of the Hurst City Council held on April 23, 2013, by a vote of 6 AYES and 0 NAYS.

DATED: April 30, 2013

Rita Savel

City Secretary of the City of Hurst