

AMENDED AND RESTATED BY-LAWS
OF THE

Odyssey Charter School, Inc.

ARTICLE I

Section 1 - NAME

The name of the organization is Odyssey Charter School, Inc. and may operate under the following trade names:

- Odyssey Charter School (OCS)
- Odyssey Charter School of Delaware (OCSD)
- Odyssey Academy of Delaware, hereinafter referred to as “OAD”

Section 2 - PURPOSE

OCS has been established and shall exist for the sole purpose of opening and operating charter schools, before and after care school programs, and other educationally related programs. The charter school shall be managed by a Governing Council who shall represent the charter with input from parents, students, staff and others.

Section 3 - FISCAL YEAR

OAD's fiscal year shall begin on July 1 and end on June 30.

Section 4 – MISSION

OAD’s mission is to prepare students for a complex social, global, and economic future by delivering a comprehensive educational program with a challenging curriculum that combines the basic skills with a strong focus on standards-based education. The curriculum will integrate the learning of a foreign language along with the English language, and teach reading, writing, math and science through the applied technologies to result in students who are:

- Critical thinkers
- Problem solvers
- Lifelong learners and achievers
- Flexible and adaptable
- Empowered
- Academically well-rounded and proficient, and
- Respectful and responsible members in the school and community

ARTICLE II (GOVERNING COUNCIL)

Section 1 - GENERAL POWERS AND DUTIES

OCS will have a Governing Council, hereinafter referred to as the Council, or the Board. The Council shall have broad policy-making authority and govern according to the ~~by-laws, its of the State of Delaware, these By-laws, OCS’s~~ charter and its stated policies. These ~~by~~By-laws may be amended from time to ~~0001641300016425.DOC-1.~~

time. An executive group of the Council, who serve as elected officers, ~~are the~~ shall have hire/fire authority over all school employees but not attempt to perform the day-to-day administration of the school or be involved in classroom management. Such authority will be vested by the Council in the charter school Principal and/or other designated OAD employees. Council members shall have one, equal vote. The Council and its members shall commit to ethical, businesslike, and lawful conduct including the proper use of authority and appropriate decorum when acting as council members. Accordingly, members shall have the following duties:

- Serve the children, staff, and parents of the charter school in accordance with the principles, by-laws, policies, and contract with the District Board or State Board of Education, and any other governing documents approved by the Council in an effort to have all decisions made for the best interests of the students and the school.
- Abide by and support majority decisions of the Council.
- Regularly attend meetings. As measured by each election year, Council members will not miss more than two regularly scheduled meetings in any three month period or two consecutive meetings without Council approval.
- Follow the Communication and Conflict Resolution Policies.
- Encourage all members of the Council to participate fully in Council action.
- Be aware of the implications of their role and how it affects their relationships with other school community members
- Not discuss the confidential business of the Council outside of executive sessions.
- Not use the school or any part of the school program for their own economic advantage or for the advantage of their friends or relations.
- Excuse themselves from the deliberation and vote of an issue in which they have any actual or potential conflict of interest.
- Not attempt to exercise their Council authority over the school or speak for the Council except to repeat explicitly stated Council decisions or when authorized by the Council.
- Respect the opinion of others and make no unprofessional remarks, in or out of Council meetings, about other members of the Council or members of the school community.
- Not discuss Director or staff performance outside of an executive session of a Council meeting.
- Carefully read all information and ask critical questions so that they are fully informed about issues facing the Council. They will also carefully examine all sides of issue before making decisions.
- Support the school director's role as the school's instructional leader and operations manager.
- Participate in identified training or in-servicing as determined by the Council.

Section 2 – SELECTION

A Board of Directors will be named for the Odyssey Charter School, Inc. shortly after incorporation in the State of Delaware and shall serve as the governing body of OAD until a Governing Council is elected. The initial Board of Directors will be appointed by the OAD founding group, the Wilmington Chapter #95 of the American Hellenic Educational Progressive Association (AHEPA).

Section 3 - COMPOSITION OF GOVERNING COUNCIL

The Council shall be composed of nine (9) members. The required number of members may be amended from time to time based upon the needs of the school as long as there are not less than five positions at any time. Five (5) members shall be appointed and maintained at all times by the membership of the Wilmington Chapter #95 of the AHEPA, two (2) members must be a parent of a child currently enrolled at OAD during the parent's term, (1) member shall represent the teacher faculty and administration of the charter school, and one (1) member shall be invited as a representative of the local residential community. A minimum of one of the above Council members should hold a Delaware certification for education. At no time may any parent hold a position on the Council if that parent's spouse is a Council member; however, a spouse of a Council member may be a committee chair at the same time. The parent spouse of an employee shall not be a member of the Council during the period of the spouse's employment. These shall be the only voting positions/members of the Council.

Section 4 – EXECUTIVE GROUP OF THE COUNCIL

· PRESIDENT / OAD DIRECTOR

The Odyssey Charter School President and OAD director is an appointed position for a term of three (3) years. This appointment is made by the OAD founding group, the Wilmington Chapter #95 of the AHEPA, and shall be one of the five member positions designated to the Council by the founding group. The Director, in general, has the authority to oversee the work of all OSD employees (including the charter school Headmaster, teachers, office staff, custodians, etc.) as well as other human resources including volunteers, students and volunteers. The Director shall also be accountable for OAD's educational and financial affairs. The Director shall have the full authority to terminate employment of staff in cases with cause, and will represent the Executive Group of the Council in other hire/fire situations. Except as otherwise provided in the by-laws or Council-enacted policies, the Director shall have the authority to act for OAD and such actions shall be considered as the actions of OAD. The Director shall finalize the agenda for Governing Council meetings, post and disseminate it.

· VICE PRESIDENT / CHAIRPERSON

The Council shall elect a corporate Vice President and Chairperson for a term of two (2) years. The Chairperson assures the integrity and fulfillment of the Council's process and occasionally represents the Council to outside parties. The Chairperson shall initiate agenda preparation, with input from the Council members and Director. The

Chairperson shall conduct the meetings. A copy of the agenda shall be provided to each Board member prior to each meeting unless a stated emergency occurs. In the absence of the Secretary, the Chairperson shall have the authority to appoint a temporary secretary from those present at the meeting. The Chairperson shall keep a complete duplicate copy of all minutes. Outside of Council meetings, the Chairperson shall be the Council's liaison with the school's Director. The Chairperson shall have a two year term for continuity. Upon motion and an affirmative, majority vote, the chairperson may be elected by secret ballot. In the absence of the Chairperson, the Director will perform these functions.

· **SECRETARY**

The Council shall elect a corporate Secretary for a term of two (2) years and shall be responsible for the accurate preparation and maintenance of the minutes and shall have complete copies of all minutes available at all regular meetings. The minutes shall record all formal actions taken by vote. In addition, the Executive Group of the Council may appoint or hire a recording secretary to provide another means for accurate recording and keeping of the minutes which shall include all formal actions taken by the Council. This position may be filled by any qualified OAD parent, staff member, or person not otherwise affiliated with OAD.

· **TREASURER / COUNCIL FINANCIAL OFFICER**

The Council shall elect a corporate Treasurer for a term of two (2) years who shall have financial responsibilities for OAD. The Financial Officer will maintain accounts with financial institutions and will see that financial transactions are established requiring at least two signatures (e.g. the Director's and Treasurer's) from the Council's Executive Group. The Financial Officer shall report periodically on financial matters and will serve as the chief liaison with any staff or contractors who are involved in the preparation or maintenance of financial issues for OAD. In addition, the Executive Group of the Council may appoint or hire a bookkeeping position to provide another means for accurate recording and reporting of the financial transactions taken by the Council. This position may be filled by any qualified OAD parent, staff member, or person not otherwise affiliated with OAD.

Section 5 – COMMUNICATION POSITIONS WITH THE COUNCIL

There shall be up to three non-voting communication positions to facilitate the flow of communication related to the management of the school and its educational mission. The school director shall serve as the school's chief operating officer with the Council. There may be an additional two communication positions held by teachers, at the option of the teachers, who shall determine their own selection process. These are not Council members but resource and communication liaisons.

Section 6 - PARENT ROLES OF THE COUNCIL MEMBERS

Council members shall not approach OAD staff as Council members when communicating a personal, parental concern or complaint. Outside Council-sanctioned interactions, parent members shall only approach staff in the same manner and following the same rules as other non-Council member parents. Council members are expected to use the same common sense and courtesy that would be expected of the average, prudent parent in similar circumstances.

Section 7 - COMMITTEES IN GENERAL

The Council shall have the authority to create committees to enable the Council to carry out its mission. Such committees shall be created to reinforce the wholeness of the Council's job and never to interfere with the delegation of authority from the Council and/or the OAD Director. The Executive Group may designate a Council member as the liaison for specific committees to facilitate the flow of necessary information to the Council. A council member may chair any committee, whether created by the Council or the OAD Director, with Council permission only, to prevent any possible conflict of interest. Committees may not speak for the Council, even if a Council member is also a member of a committee. Committees shall be open to staff and parents of OAD. All committee meetings shall be conducted in accordance with Title 29, Chapter 100 of the Delaware Code ("FOIA") and shall be open to the public unless a closed session is initiated and conducted in accordance with FOIA.

Section 8 – SCHOOL BUILDING ACCOUNTABILITY ADVISORY COMMITTEE

OAD shall have a School Building Accountability Advisory Committee (hereinafter referred to as SAAC), as a standing committee, ~~in accordance with Delaware law and Red Clay School District Policies.~~ The SAAC shall:

- Support the activities of the Director and the school administration in carrying out the policies of OAD, as established by the Council
- Confirm that OAD, its Council and committees are operating in accordance with these by-laws, ~~The~~ Charter, the contract between the ~~Red Clay School District~~State of Delaware and OAD, and all other policies, rules and regulations applicable to OAD
- Participate in the ~~Red Clay School District's~~State of Delaware's accountability process in accordance with ~~the policies of the Red Clay School Board~~applicable Delaware laws, rules and regulations
- Perform such other responsibilities as directed by the Council.

Section 9 - VACANCIES

Should a Council position be vacated for any reason prior to its expiration, the Executive Group of the Council shall have the full authority to appoint a replacement Council member to fill the position until the next regularly scheduled election.

Section 10 - COMPENSATION

No Council member shall receive compensation for service on the Council or for any committee.

Section 11 – PROXIES

Council members shall be entitled to vote in person only and not by proxy.

~~Council members may participate in a Council meeting through a telephone speaker and such will be deemed to be "in person" under the following conditions:~~

- ~~—It is impossible for the Council member to be present at the Council meeting and advance notice is given.~~
- ~~—The Council member is on a speakerphone, from which the member can hear and be heard, for the duration of the discussion related to the issue to be voted upon.~~
- ~~—The Council member pays any long distance charges incurred by OAD for the speaker phone participation.~~

Section 12 - REMOVAL FOR CAUSE

Council members may be removed from the Council upon a petition signed by 75% of the OAD parents describing in detail the reasons for such petition. This request may be raised through any of the Council members for consideration. Such removal shall only be for cause. Cause may include, but is not limited to, specified abuse of power or authority, illegal activity, or deliberate and serious breach of the by-laws. In such case, the Council shall defer discussions of the allegations to the Executive Group for investigation and deliberation. The member will attend an Executive Group session and the member's attorney or any persons with information relevant to the alleged cause, by the choice of the accused member, shall be allowed to also participate. If cause is then determined, the member may be removed by a majority vote of the Executive Group, and the Council will be duly informed of their action.

In the event that the Executive Group does not vote to remove the member at issue, the Council shall publish its findings related to the cause stated in the original petition.

The Council may also remove a member for cause, as specified herein, without a parent petition, following the same procedures in this section. Any Council member removed under this provision shall be notified in writing of the reasons and given up to ten working days in which to respond prior to any action being taken.

Section 13 - REMOVAL FOR REPEATED ABSENCES

Council members shall not miss more than two consecutive meetings of the regularly scheduled Council meetings or more than two of the regularly scheduled meetings in any three month period as such absences are contrary to the effective operation of the Council. Special or emergency meetings shall not be considered for this purpose. If either event occurs, Council approval is necessary for the member to continue on the Council. Such approval shall only be obtained by a majority vote of a quorum at one of the next regularly scheduled meetings. If approval is not given, the Council member shall be notified in writing and the Council shall act to fill the vacancy.

Section 14 - CONFLICT OF INTEREST

Council positions are held in the public trust and are created in the interest of the common good and for benefit of the people. It is the intent of this section to maintain the integrity of the governing process, public confidence and to prevent the use of the public office for private gain. Therefore, it is OAD's general policy not to employ or contract with Governing Council members or members of their immediate families, or person/entities having an ongoing business or financial relationship with the OAD. Council members and employees shall disclose any known or potential conflict of interest in writing to the Council prior to the time set for voting on any such transaction. A Council member making such disclosure shall not vote on the matter or attempt to influence the decision of other Council members in voting on the matter. The written disclosure shall be attached to the minutes of the meeting in which Council action occurs related the matter disclosed. Any contract entered into in violation of this section shall be deemed voidable and failure to make the disclosure required by this section shall be grounds for removal or termination.

Notwithstanding the foregoing, each Council member and each committee member shall be bound by the requirements of Title 29, Chapter 58 (the "Code of Conduct") and in the event of a conflict between these By-laws and the Code of Conduct, the Code of Conduct shall control.

ARTICLE III

Section 1 - REGULAR MEETINGS

The Governing Council shall hold a regular meeting at least once per month. Regular meetings are scheduled for the second ~~Monday~~Wednesday of each month. The Council shall comply with ~~the FOIA and any other applicable laws of the State of Delaware~~ Open Meetings Law and the Freedom of Information Act in the provision of notice of any meetings and the conduct of such meetings.

Section 2 - SPECIAL MEETINGS

The Chairperson shall have the authority to call a special meeting when it is determined that there is information to be disseminated or action needed to be taken that cannot wait until the next regular meeting. The Chairperson shall call a special meeting if requested by a majority of the members. The Chairperson shall cause written notice of any special meeting to be delivered to each member and posted no later than ~~24 hours~~seven (7) days prior to the meeting.

Section 3 - NOTICE OF MEETINGS

Notice of regular and special Council and committee meetings shall be posted at OAD's school office, ~~24 hours~~at least seven (7) days prior to the scheduled meeting, and shall include ~~specific~~the agenda items to the degree practicable, if such has been determined at the time, and the date, time and place of the meeting. Personal notice of the regularly scheduled Council meetings is not required for Council members, but personal notice of the cancellation of such regularly scheduled meeting shall be given. Personal notice shall be given to Council

members for special meetings scheduled. Personal notice shall be deemed given if in writing and received by the Council member via hand-delivery or confirmed telefax at least 24 hours before the meeting, or mailed at least 72 hours before the meeting. For regular meetings, meeting-related materials shall be provided to members, through mail, fax or their school mailboxes far enough in advance so as to be in the members' hands at least 48 hours prior to the regular meeting.

Section 4 - EXECUTIVE GROUP SESSIONS

The Executive Group of the Council shall meet on a monthly, or on an as-required basis, and have the authority to discuss any subject appropriate including the following: attorney-client matters, acquisitions or sales or property, employment or contract proposals, terminations, negotiations or sensitive student, parent, or personnel matters. ~~Only those invited into Executive Group sessions may participate~~Such meetings shall be open to the public unless a closed session is initiated and conducted in accordance with FOIA. To the extent that the Council has taken action on a particular issue, the action of the Executive Group shall be ineffective to supersede such action of the Council. In accordance with FOIA, any closed sessions of the Executive Group may be held only for the discussion of public business, and all voting on public business by the Executive Group must take place at a public meeting of the Executive Group and the results of the vote made public.

Section 5 - QUORUM:

A simple majority of the Council positions shall constitute a quorum.

Section 6 - MAJORITY

Wherever in these by-laws the term "majority" is used in conjunction with Council actions, unless otherwise specified in the applicable section, it shall be construed to mean a majority of a quorum as defined in Section 5 above, unless otherwise stated.

Section 7 – MANNER OF ACTING

Except as otherwise provided in the by-laws, the vote of a majority of the quorum present at a meeting shall be the act of the Council.

Section 8 - RULES OF ORDER

The Council shall have the authority to determine its Rules of Order. In the event of a procedural controversy, Roberts Rules of Order shall apply.

ARTICLE IV

Section 1 – CONTRACTS

~~The~~Subject to Article III, Section 4 above, the Executive Group or the Council may authorize the Director to enter into any contract and to execute and to deliver an instrument in the name of and on behalf of OAD.

Section 2 - CONTRIBUTIONS

The Council, a member thereof or the Director, may accept on behalf of OAD any contribution, gift, grant, bequest, or device for the general purpose or any special purpose of OAD.

ARTICLE V

Section 1 - BOOKS AND RECORDS

OAD shall keep records in accordance with all applicable laws, ~~Red Clay School District policies~~ and OAD policies. OAD shall keep, at its office, a record containing the names and addresses of the Governing Council and OAD committees. Student records, personnel records and all other records protected under privacy laws shall be maintained in confidential custody. All public documents shall be made available for inspection at any reasonable time during regular school hours.

ARTICLE VI

Section 1 - COUNCIL ELECTIONS

There shall be an annual election to select non-appointed Council members for terms, which have expired. The SAAC shall conduct the election and shall conduct it in such a manner as to insure that the process is fair. The date for the annual election shall be set for a weekday during the first two weeks in May. Each candidate shall submit a written statement of interest and sign a candidate commitment to upholding the school's mission. Council members shall vote on new applicants for the Council and in the event of a tied vote between candidates, the Executive Group members who are not running for election shall vote to break the tie at a special meeting or at a regular meeting if it is scheduled within five days of the election count.

Section 2 - ELIGIBLE COUNCIL APPLICANTS

In an election for Governing Council members, the eligible applicants shall be:

- any parent or legal guardian of a student currently enrolled and attending OAD at the time of the election
- any faculty and administrative member of the OAD
- a member of the community in good standing (not having a history of criminal convictions or unlawful behavior)

ARTICLE VII (INDEMNIFICATION)

Section 1 - COUNCIL MEMBERS

OAD shall indemnify any person who is or was a Council member of OAD to the maximum extent now or hereafter permitted by applicable law.

Section 2 - EFFECT OF AMENDMENT OR REPEAL

No amendment ~~to or~~ repeal of ~~this amendment~~ these By-Laws shall adversely affect the rights of any person in respect of any act or omission occurring before the effectiveness of the amendment or repeal.

ARTICLE VIII

Section 1 - PROCEDURE TO AMEND BY-LAWS

The Governing Council shall have the authority to make, amend or repeal a particular by-law at any regular meeting. No by-law adoptions or amendments shall conflict or be inconsistent with governing law (unless a waiver is obtained), current and future ~~School District~~ policies or regulations of the State of Delaware as may be amended from time to time (unless a waiver is obtained), or OAD's Charter School Contract. OAD shall submit all proposed changes in its by-laws to the ~~School District's Board~~ Department of Education of the State of Delaware for review prior to action thereon by the Governing Council.

Any amendment, addition or repeal requires a majority vote of the complete Council, rather than a majority of a quorum. Notice of the proposed changes to the by-laws shall be given to Council members two weeks prior to the meeting for which the proposed change is on the agenda. In no case shall the Governing Council or any other entity of OAD, have the authority to change the mission of the charter school.

ARTICLE IX

Section 1 - ORDER OF AUTHORITY

In the event of any conflict or inconsistency between documents, controlling authority shall be given in the following order:

- ~~—Applicable~~ Federal, State ~~or~~ and local laws, ~~unless waiver obtained~~
- Current and future Red Clay School District (including FOIA and the Code of Conduct), rules and regulations (including Delaware Department of Education policies and regulations ~~as may be amended from time to time,~~ unless a legally valid waiver is obtained
- OAD Charter School Contract
- these By-laws, as may be amended from time to time

ARTICLE X

Section 1 - DISTRIBUTION OF ASSETS

In the event of the dissolution of the school, all assets, after creditors have been satisfied, and excepting any tangible gifts received, not to include monies donated for which the donor is on record as requesting the return of such gift upon its bequest in the event of dissolution, shall become the property of the ~~Red Clay School District~~ State of Delaware.

Section 2 - DISSOLUTION

Upon dissolution of the school and distribution of assets, the OAD Governing Council may dissolve by a vote of the majority of the members.

| Adopted December __, 2014