

BYLAWS OF ODYSSEY CHARTER SCHOOL

ARTICLE 1: NAME AND PURPOSE

SECTION 1.1

The name of the organization shall be Odyssey Charter School.

SECTION 1.2

The Odyssey Charter School is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. The purpose of the corporation shall be to establish a public school under Minnesota Statute 120.064, Results-Oriented Charter Schools.

ARTICLE 2: GOVERNANCE—GENERAL

SECTION 2.1: MEMBERSHIP.

This corporation shall initially have no members. From and after such date as the Board of Directors may specify, this corporation shall have three classes of members with voting rights. Class I members shall be persons who are employed by this corporation to serve as teachers or instructors at the school and who are licensed to teach in the state of Minnesota, and other salaried, non-certified employees. Class II members shall be all other persons employed by the corporation. Class III members shall be all parents and legal guardians of students enrolled in the school.

SECTION 2.2: TERMS.

Each member's term of membership shall begin when he or she has qualified for one of the classes of membership to become a member by signing membership roster or other form provided by the corporation for this purpose. Such member's term of membership shall end automatically when he or she ceases to qualify for membership or upon the member's earlier resignation, incapacity or death.

SECTION 2.3: RESIGNATION.

Any member may resign from the Odyssey Charter School by delivering a written resignation to one of the executive officers of the Board of Directors or the Secretary, and such resignation shall also constitute a resignation as a director of the Odyssey Charter School. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 2.4: INTEREST IN PROPERTY.

The members of this corporation shall not, as such, have any right, title or interest in the real or personal property of this corporation.

SECTION 2.5: ANNUAL MEETING.

The annual meeting of the members of this corporation for the election of directors, the presentation of reports on the activities and financial condition of this corporation, and the transaction of such business as may properly come before the meeting, shall be held at such time, date and place as may be designated by the Board of Directors. Meetings of the Odyssey Charter School shall be open to the public.

SECTION 2.6: SPECIAL MEETING.

A special meeting of the voting members may be called at any time by a majority vote of the Board of Directors or by the requisite number of voting members as provided in MN Statutes, Section 317A.433. Notification shall be by newsletter or other first class postal service mailed no fewer than seven (7) days prior to the date of the meeting. Such notice shall contain the date, time, place and purpose of the meeting. The business transacted at the special meeting is limited to the purposes stated in the notice of the meeting.

SECTION 2.7:

None

SECTION 2.8:

None.

SECTION 2.9: VOTING.

At each meeting of membership, every voting member shall have one (1) vote. Members may vote in person or by proxy. The affirmative vote of a majority of voting members shall constitute a duly authorized action of the membership when the law requires. Voting will take place only after discussion and reasonable effort to reach consensus has occurred. The members present and entitled to vote at any meeting may adjourn the meeting from time to time. Any action that may be taken at a meeting of the members may be taken without a meeting by written action signed by at least a simple majority of the members entitled to vote on that action. When law requires a certificate concerning any such action to be filed in the office of the Secretary of State, the officers signing the certificate shall state therein that the action was effected in this manner.

ARTICLE 3: BOARD OF DIRECTORS

SECTION 3.1: BOARD ROLE.

The Board is responsible for overall policy oversight, vision and direction of the school, and may delegate responsibilities for decision making and school operations to the Executive Director. The Board shall exercise, by appropriate rules or resolutions, all the powers that may be exercised or performed by the Odyssey Charter School under the statutes, its Articles of Incorporation and these Bylaws in the Minnesota Results-Oriented Charter Schools statute (Statute Chapter 120.064), a majority of the Board of Directors of the Odyssey Charter School must be educators employed by the school or as waived.

SECTION 3.2: ELECTION, SIZE, AND COMPENSATION.

The Board of Directors of this corporation shall consist of no fewer than five and no more than nine persons and, subject to this limitation, the number of the members of the Board of Directors shall be such as may be designated from time to time by the Board of Directors. The initial Board of Directors shall consist of the persons designated in the Articles of Incorporation of this corporation who shall serve until the times indicated in the Articles of Incorporation. At such times as the corporation has no voting members; the Board of Directors shall elect the directors. At all other times, the voting members at each annual meeting shall elect directors of Odyssey on the first Tuesday in November. The Board of Directors shall be constituted so as to be consistent with the requirements of Minnesota Statutes 120.064. The Board receives no compensation other than reasonable expenses.

SECTION 3.3: TERM OF OFFICE.

Each director elected by the members shall be elected to serve for a term of three years. The Board of Directors may change the term of the incoming board members. A director shall hold office for the term for which he or she was elected and through the end of the meeting at which his or her successor has been elected and until such successor has qualified, or until the director's prior death, resignation or removal.

SECTION 3.4: MEETINGS.

Regular meetings of the Board of Directors may be held at such times and places, as the Board of Directors by resolution shall establish. Special meetings of the Board can be requested by any member and called upon the recommendation of one of the executive officers. Notices of the time, place, and purpose of an annual or special meeting along with the proposed agenda and supporting information shall be given to each director personally, by the Secretary, by mail, telephone, or e-mail. Regularly scheduled meetings of the Board of Directors may be held without notice.

SECTION 3.4: SPECIAL MEETINGS.

The Board Chair may call special meetings of the Board of Directors at any time, for any purpose. The Board Chair shall call a special meeting of the Board of Directors upon written request of one-third (1/3) of the members of the Board. Notice of time, Place, and purpose of special meetings along with the proposed agenda and the Secretary of the Board shall give supporting information to each director, by mail, telephone, or e mail.

SECTION 3.5: ANNUAL MEETING.

The annual meeting of the Board of Directors for the purpose of electing officers and transacting such other business as may properly come before the meeting shall be held immediately following the annual meeting of the members of this corporation, if any, at the time and place, within the State of Minnesota, designated from time to time by the Board of Directors.

SECTION 3.6: PURPOSE.

The purpose of the annual meetings will be to provide information regarding the state of the school to families, students, educators and community.

SECTION 3.7: ADJOURNED MEETINGS.

When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which the adjournment is taken.

SECTION 3.8: QUORUM AND VOTING.

The presence of a majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting, but the directors present at the meeting, although less than a quorum, may adjourn the meeting from time to time. At all meetings of the Board of Directors, each director shall be entitled to cast one vote on any question coming before the meeting. A majority vote of the directors present at any meeting, if there be a quorum, shall be sufficient to transact any business, unless a greater number of votes is required by law or these Bylaw. A director shall not appoint a proxy for himself or herself or vote by proxy at a meeting of the Board of Directors. A director who is present at a meeting of the Board of Directors when an action is approved by the Board of Directors is presumed to have assented to the action unless the director votes against the action or is prohibited from voting on the action.

SECTION 3.9: VACANCIES.

Unless otherwise provided by MN Statutes, Section 317A.227, vacancies on the Board of Directors caused by death, disqualification, resignation, disability, removal or such cause shall be filled by appointment of a new director by the affirmative vote of a majority of the remaining directors, even if less than a quorum. A Director filling a vacancy shall hold office until the next annual meeting of the members, or until a successor has been duly elected and qualified.

SECTION 3.10: RESIGNATION/TERMINATION.

Any director may resign at any time by giving written notice to the Secretary or one of the executive officers of the Board of Directors. Such a resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A director shall be deemed to have resigned when he or she ceases to be a member of this corporation. Any director may at any time be removed with or without cause by the members or, if there are no members, by majority vote of the remaining Board of Directors.

SECTION 3.11: DIRECTOR CONFLICTS OF INTEREST.

The directors shall not make or enter into on the Odyssey Charter School's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into or carried on by any organization exempt from tax under the Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, or by any organization, contributions to which are deductible under Section 501 (c) (3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended. In addition, the directors shall not make, enter into or carry on any activity which would cause the Odyssey Charter School to be deemed a private foundation within the meaning of Section 509 of the Internal Revenue code of 1954, as now constituted or hereafter amended. This corporation shall not enter into any contract or transaction with (a) its directors or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes, section 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization in or of which this corporation's director, or a member of the family of its director, is a director, officer or legal representative or has material financial interest, unless the material facts as to the contract or transaction and as to the director's interests are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by consensus decision (without counting the interested director).

For purposes of these Bylaws, "member of the family of a director" shall mean spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with provisions of this Section 3.11 shall invalidate any contract or transaction to which this corporation is a party.

ARTICLE 4: OFFICERS

SECTION 4.1: OFFICERS AND DUTIES.

There shall be four officers of the Board consisting of two executive officers (President and Vice-President), a Secretary and Treasurer all of who shall be elected by the Board of Directors. Their duties are as follows:

The Executive officers shall convene regularly scheduled Board meetings, shall preside or arrange for other members of the Board of Directors to preside at each meeting. The Secretary shall be responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that records are maintained.

The Treasurer shall make a report at each Board meeting. The Treasurer shall be a member of the finance committee, assist in the preparation of the budget, help coordinate fund-raising procedures, and make financial information available to Board members and the public. The Treasurer shall have the custody of all funds, property, and securities of the Odyssey Charter School, subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of duties in such sum and with such sureties as the Board of Directors may require.

SECTION 4.2: ELECTION.

The officers of the Odyssey Charter School shall be elected annually by the Board of Directors at a regularly scheduled meeting, and such officers shall hold office at the pleasure of the Board of Directors.

SECTION 4.3: COMPENSATION.

The compensation of all officers, agents, or representatives of the Odyssey Charter School shall be fixed by the Board of Directors and shall be reasonable for the services rendered. The fact that any officer, agent, or representative of the Odyssey Charter School is a member of the Board of Directors shall not preclude the person from receiving compensation appropriate to the value of services.

SECTION 4.4:

Any officer of the Odyssey Charter School is authorized on behalf of the school to endorse for collection checks, notes, or other obligations and shall deposit the same to the credit of the Odyssey Charter School at such banks or depositories as the Board of Directors may designate.

SECTION 4.5:

No officer, agent, or representative of the Odyssey Charter School shall make or enter into, on the school's behalf, any contract, transaction or act, or carry on any activity not permitted to be made, entered into, or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and hereafter amended, or by any organization, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted and hereafter amended. In addition, no officer, agent, or representative shall make, enter into, or carry on any activity which would cause the Odyssey Charter School to be deemed a private foundation within the meaning of Board of Directors, as now constituted or hereafter amended.

ARTICLE 5: COMMITTEES

SECTION 5.1: AUTHORITY.

The Board may create committees, as needed, such as facilities, curriculum and instruction, finance, community involvement, student issues and personal development, etc. The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority vote of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it from the Board of Directors. Each such committee shall be subject to the control and direction of the Board of Directors. Committee members need not be directors.

SECTION 5.2: EXECUTIVE COMMITTEE.

The Board of Directors may designate an Executive Committee composed of at least three directors designated by the Board of Directors. The Executive Committee shall have the authority of the Board of Directors in the management of the business of this corporation in the interval between meetings of the Board of Directors. The Executive Committee shall at all times be subject to the control and direction of the Board of Directors.

SECTION 5.3: FINANCE COMMITTEE.

The Treasurer is a member of the Finance Committee along with members of the greater school community (parents, educators, community representatives). The Finance Committee is responsible for developing and reviewing fiscal procedures, a fund-raising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. The Board must approve any major change in the budget. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

SECTION 5.4: MEETINGS.

Meetings of each committee may be held at such time and place as are announced. Meetings of any committee may also be called at any time by the chairperson of the committee or by a director, with at least a one week notice by mail, or two days notice by phone, e-mail or in person, to each member of the committee. Appearance at a meeting is deemed to be a waiver of notice unless the committee member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and the committee member does not participate in the meeting. A majority vote of the members of the committee present at any meeting of the corporation shall be sufficient for the transaction of the business of such committee. Any action taken at a committee meeting may be taken at the direction of the Board of Directors and shall keep regular minutes of their proceedings, and all actions of each committee shall be reported to the Board of Directors and shall be subject to revision and alteration by the Board of Directors.

ARTICLE 6: INDEMNIFICATION

SECTION 6.1:

To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, by reason of the former or present capacity of the person as:

- a) a director, officer, employee or member of a committee of this corporation or,
- b) a director, officer, partner, trustee, employee or agent of another organization or employee benefit plan, who while a director, officer or employee of this corporation, is or was serving the other organization or employee benefit plan at the request of this corporation or whose duties as a director, officer or employee of this corporation involve or involved such service to the other organization or employee benefit plan, against judgments, penalties, fines (including, without limitation, excise taxes assessed against the person with respect to an employee benefit plan), settlements and reasonable attorneys' fees and disbursements, incurred by the person in connection with the proceeding.

- c) Indemnification provided by this section shall continue as to a person who has ceased to be a director, officer, employee or committee member, shall insure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this section. Any indemnification realized other than under this section shall apply as a credit against indemnification provided by this section.

This corporation may, to the full extent permitted by applicable law, from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or a member of a committee of this corporation against liability asserted against such person and incurred by such person in any capacity.

ARTICLE 7: MISCELLANEOUS

SECTION 7.1: FISCAL YEAR.

Unless otherwise fixed by applicable law or by the Board of Directors, the fiscal year of the corporation shall begin on July 1 and end on the succeeding June 30.

SECTION 7.2: AMENDMENTS.

The Board of Directors may propose amendments to the Articles of Incorporation and these Bylaws subject to the right of the voting members to adopt, amend and repeal these Bylaws as set forth in Minnesota Statutes, Section 317A.181, Subd. 2(b), the power to adopt, amend or repeal the Bylaws is vested in the Board of Directors.

SECTION 7.3: AUTHORITY TO BORROW, ENCUMBER ASSETS.

No director, officer, agent or employee of this corporation shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted by the Board of Directors. Authority may be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

SECTION 7.4: EXECUTION OF INSTRUMENTS.

All deeds, mortgages, bonds, checks, contracts and other instruments pertaining to the business and affairs of this corporation shall be signed on behalf of this corporation by an executive officer, or treasurer, or by such other person or persons as may be designated by the Board of Directors.

SECTION 7.5: DEPOSIT OF FUNDS.

All funds of this corporation must be deposited from time to time to the credit of this corporation in such banks, trust companies or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

The undersigned do hereby certify:

1. That they are the duly elected and acting Executive Officers of the Board of Directors of the Odyssey Charter School, a Minnesota nonprofit corporation; and
2. That the foregoing Bylaws, comprising eight (8) pages, including this page, constitute the Bylaws of said corporation, as duly adopted at a meeting of the Board of Directors of Odyssey Charter School on _____, 20____.

IN WITNESS WHEREOF, we have unto subscribed by name this

_____ day of _____, 20____.

Member of Board of Directors

Member of Board of Directors