

# Amended and Restated By-Laws of the Odyssey Charter School

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*Adopted as of the 16th of November, 2004,  
amended and restated effective the 9th day of September, 2015.  
Amended December 18, 2019.*

## ARTICLE I THE CORPORATION

**Section 1. Name and Principal Office.** The Odyssey Charter School, Inc. (the “Corporation”), is a non-profit Delaware corporation having its principal office at 4319 Lancaster Pike, Barley Mill Plaza, Wilmington, Delaware 19805.

**Section 2. Non-Profit Corporation.** The Corporation shall be incorporated as a non-profit corporation under the General Corporation Law of the State of Delaware (the “DGCL”).

**Section 3. Membership Corporation.** The Corporation is a membership corporation and shall be governed by a Board of Directors (as defined below).

**Section 4. Tax-Exempt Status.** The Corporation shall apply for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”).

**Section 5. Fiscal Year.** The Corporation’s fiscal year shall begin on July 1 and end on June 30.

**Section 6. Purposes.** The purposes of the Corporation are to open and operate a Charter School (the “School”), as such term is defined in Title 14, Chapter 5 of the Delaware Code and regulations associated therewith (collectively, the “Charter School Code”) and to conduct such activities in connection with the foregoing as may be determined by the Board and as shall be permissible under the Charter School Code; provided, however, that such purposes and business shall at all times be limited exclusively to those exempt purposes within the meaning of Section 501(c)(3) of the Code. Without limiting the generality of the foregoing, to the extent permissible under the Charter School Code the Corporation’s purposes shall include the following:

- a. To create, establish and operate the School;

- b. To provide classroom instruction for its students, as well as such before-school programs, after-school programs and other educationally related programs offered outside the traditional school year as the Board shall authorize for the education of its students;
- c. To provide an accredited program in secondary education;
- d. To lease or own and operate a school facility in New Castle County Delaware, or at such other location as the Board shall determine;
- e. To employ and train sufficient staff to provide instruction to students;
- f. To establish policies, plans and procedures for the implementation and administration of the designated purposes;
- g. To enter into agreements with outside entities in connection with the foregoing purposes; and
- h. To fulfill such other purposes and functions, consistent with the DGCL and the Charter School Code, as the Board shall determine from time to time.

The organization shall engage directly in the support of such purposes and may make distributions to other organizations that qualify as exempt organizations under Internal Revenue Code § 501(c)(3), for use by the distributees in support of such purposes.

**Section 7. Net Earnings.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 6 of these Bylaws.

**Section 8. Political Activities Prohibited.** No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

**Section 9. Discrimination Prohibited.** The Corporation shall not, in the operation of its activities in fulfillment of its corporate purposes, discriminate against students or applicants on the basis of race, color, religion, national origin, sex, marital status, age, sexual orientation, disability or on any other basis prohibited by applicable law; provided that Corporation may conduct school classes for children of certain specified ages.

**Section 10. Inconsistent Activities Prohibited.** Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal taxes Odyssey Charter School, Inc. Page 3 of 14 income tax under § 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

**Section 11. The Mission.** The mission of Odyssey Charter School is to prepare students for a lifelong enthusiasm for learning, develop a keen awareness of world citizenship and culture, and establish critical thinking and problem-solving proficiency through the added learning of the Modern Greek language and Mathematics focus. The curriculum will integrate the learning of a foreign language, specifically, Greek, 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 BOARD OF DIRECTORS**

**Section 1. General Power and Authority.** Subject to limitations imposed by law, the Certificate of Incorporation, or these Bylaws, all corporate powers shall be exercised by or under the authority of the Board of Directors (collectively, the “Board”; individually, a “Director”). The Board has the power to oversee the business of the Corporation. The Board may delegate such powers as it deems necessary and to the extent authorized by law. The Board and its Directors shall commit to ethical, businesslike, and lawful conduct including the proper use of authority and appropriate decorum when acting as Board Directors, and shall aspire to do the following:

1. Serve the children, staff, and parents of the School in accordance with the principles, by-laws, policies and contract with the State Board of Education, and any other governing documents approved by the Board in an effort to have all decisions made for the best interests of the students and the school.
2. Abide by and support majority decisions of the Board.
3. Regularly attend meetings. As measured by each election year, Board Directors will not miss more than two regularly scheduled meetings in any three-month period or two consecutive meetings without Board approval.
4. Follow Board policies and procedures.
5. Encourage all Directors of the Board to participate fully in Board action.
6. Be aware of the implications of their role and how it affects their relationships with other school community members.
7. Not discuss the confidential business of the Board outside of executive sessions.
8. 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.

9. Excuse themselves from the deliberation and vote of an issue in which they have any actual or potential conflict of interest.
10. Recognize that as one Director of a larger Board each Board Director should only purport to speak for the Board as a whole when authorized to do so.
11. Respect the opinion of others and make no unprofessional remarks, in or out of Board meetings, about other Directors of the Board or members of the school community.
12. Not discuss Head of School or Campus Operations Officer or staff performance outside of an executive session of a Board meeting.
13. Carefully read all information and ask critical questions so that they are fully informed about issues facing the Board. They will also carefully examine all sides of issue before making decisions.
14. Support the Head of School and Campus Operations Officer roles as the school's instructional leader and operations manager.
15. Participate in identified training or in-servicing as determined by the Board.

**Section 2. Composition of Board.** The Board size shall be composed of 11 voting Directors. The Board will strive for gender diversity from all appointing sources. Five (5) Directors of the Board shall be appointed and maintained at all times by the Wilmington Chapter #95 of the American Hellenic Educational Progressive Association's family of organizations ("AHEPA"). Six (6) Board Directors will be appointed by non-AHEPA Directors of the Board by majority vote. The non-AHEPA Directors may not include any member, or immediate family of a member of the following organizations: AHEPA, Daughters of Penelope, Maids of Athena, and Sons of Pericles (AHEPA Family). The non-AHEPA Directors must include: three (3) Directors which are parents of a child currently enrolled at the School and should strive to have representation across the grade levels: no more than two (2) Directors who are teachers in the School with one (1) representing the Greek Program and one (1) representing non-Greek program with at least one holding a Delaware certification for education: one (1) Director will represent the community at large. The Board may increase the size of the Board by majority vote while maintaining a non-AHEPA affiliated majority. The Head of School, Campus Operations Officer, and any other school executives the Board designates may participate as non-voting ex officio Directors of the Board at the Board's discretion. At no time may any parent hold a position on the Board if that parent's spouse is a Board Director; however, a spouse of a Board Director may be a committee chair at the same time. The immediate family member of an employee shall not be a Director of the Board during the period of the employee's employment.

**Section 3. Election of Directors.** On or before the regularly scheduled June meeting of the Board each year, AHEPA will present to the AHEPA sitting Board of Directors the representatives selected as replacements for retiring AHEPA representatives who will serve on the Board in the upcoming fiscal year, and current Directors seeking a second term. On or before the regularly scheduled June meeting of the Board each year, the non-AHEPA Nominating Committee (see Article IV, Section 2) will present to the non-AHEPA sitting

Board Directors the non-AHEPA board nominees who will replace retiring non-AHEPA Board Directors on the Board for the upcoming fiscal year, and current Directors seeking a second term. Non-AHEPA Board nominees will be elected by majority vote of the non-AHEPA sitting Board Directors. In all cases, Board Directors replacing Board Directors who had to vacate their seat before the end of their term will serve only the remainder of the separated Director's term. The non-AHEPA Nominating Committee shall establish a policy governing the application and nomination process for Directors which shall promote broader publication of openings, and will seek to fill seats in a manner consistent with furthering the strategic mission of the Corporation.

**Section 4. Term of Directors.** All Board positions are held for a three (3) year term. Board classes will be established as much as possible so that all experienced AHEPA and non-AHEPA Board Directors do not rotate off the Board during the same election period. Board classes establish a pattern of roughly one third of the Board reaching the end of their terms every year. Board Directors shall be able to retain a seat on the Board for no more than two (2) consecutive terms. In order to serve a second term, each Director must be re-appointed by the group (AHEPA or non-AHEPA) that originally nominated such Director, in accordance with such group's nominating and appointing practices. Once separated, individuals may serve on committees as a non-Board Director and serve again as a Board Director after at least one full term (3 years) break in service between appointments or election. Board Directors will rotate off the Board according to their class.

**Section 5. Meetings.** The Board shall hold an Annual Meeting (the "Annual Meeting") and at least quarterly regular meetings each year. The date and time of the Annual and regular meetings shall be established by resolution of the Board. Special meetings of the Board may be called by or at the request of the President or by request of at least 25% of the Board. Any such request by the Directors shall state the time and place of the proposed special meeting.

**Section 6. Open Meetings.** Every annual, regular, or special meeting of the Board shall be open to the public, except as provided in the Delaware Freedom of Information Act, 29 *Del. C.* § 10001 *et seq.* ("FOIA"). Notice of the time and place of any meeting shall be given, and a record of the meetings shall be taken, in the manner provided in FOIA. No Directors shall conduct a meeting (as such term is defined in FOIA), except as provided in FOIA. Directors may participate in an open or closed meeting of the Board by video conference to the extent, and under the procedure, authorized under FOIA.

**Section 7. Quorum.** A majority of the Board shall constitute a quorum for the transaction of business at any meeting thereof.

**Section 8. Acts of the Board.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

**Section 9. Subsequent Vacancies.** Any vacancy occurring on the Board outside of the scheduled election of Directors may be filled by the affirmative vote of a majority of AHEPA Directors for an AHEPA vacancy or non-AHEPA Directors for a non-AHEPA vacancy. This election must maintain the non-AHEPA affiliated majority by one Director. Vacancies should be filled expeditiously in accordance with each group's nominating practices.

**Section 10. Removal for Cause.** Any Director may be removed by a two-thirds (2/3) vote of the remaining Directors (excluding the Director whose removal is being considered) for any of the following reasons:

- a. Failure to perform his/her duties as a Director; or
- b. Violating any of the obligations set forth in the DGCL or the Charter School Code; or
- c. For cause, including, but not limited to, specified abuse of power or authority, illegal activity, or deliberate and serious breach of these Bylaws; or
- d. Upon a petition signed by two-thirds of the School's families (one vote per family) describing in detail the reasons for such petition. This request may be raised through any of the Board Directors for consideration. Such removal shall only be for cause, including, but not limited to, specified abuse of power or authority, illegal activity, or deliberate and serious breach of these Bylaws; or
- e. If it is otherwise in the best interests of the Corporation or the School.

**Section 11. Removal for Repeated Absences.** Directors shall not miss more than two consecutive meetings of the regularly scheduled Board meetings or more than two (2) of the regularly scheduled meetings in any three-month period as such absences are contrary to the effective operation of the Board. Special or emergency meetings shall not be considered for this purpose. If either event occurs, Board approval is necessary for the Director to continue on the Board. 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 Board Director shall be notified in writing and the Board shall act to fill the vacancy.

**Section 12. Role of Parent Directors.** Directors shall not approach School staff as Directors when communicating a personal, parental concern or complaint. Outside Board-sanctioned interactions, parent Directors shall only approach staff in the same manner and following the same rules as other non-Board Director parents. Directors are expected to use the same common sense and courtesy that would be expected of the average, prudent parent in similar circumstances.

**Section 13. Duties of Directors.** A Director shall discharge the Director's duties, including the Director's duties as a member of a committee, in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Corporation. In the discharge of any duty imposed or power conferred on a Director, including as a member of a committee, the Director may in good faith rely on information, opinions, reports, or statements, including

financial statements and other financial data, concerning the Corporation or another person that were prepared or presented by:

- a. One or more officers or employees of the Corporation;
- b. Legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or
- c. A committee of the Board of which the Director is not a member.

A Director is not relying in good faith, within the meaning of this Section, if the Director has knowledge concerning a matter in question that makes reliance otherwise permitted by this section unwarranted. A Director is not liable to the Corporation, any Director, or any other person for any action taken or not taken as a Director if the Director acted in compliance with this Section. A person seeking to establish liability of a Director must prove that the Director has not acted in good faith, with ordinary care, and in a manner the Director reasonably believes to be in the best interest of the Corporation.

**Section 14. Compensation.** No Board Director shall receive compensation for service on the Board or for any committee.

**Section 15. Proxies Not Permitted.** Board Directors shall be entitled to vote in person only and not by proxy.

**Section 16. Conflict of Interest.** Board 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 the Corporation's general policy not to employ or contract with Board Directors or members of their immediate families, or person/entities having an ongoing business or financial relationship with the Corporation. Board Directors and employees shall disclose any known or potential conflict of interest in writing to the Board prior to the time set for voting on any such transaction. A Board Director making such disclosure shall not vote on the matter or attempt to influence the decision of other Board Directors in voting on the matter. The written disclosure shall be attached to the minutes of the meeting in which Board action occurs related the matter disclosed. Any contract entered into Odyssey Charter School, Inc. Page 8 of 14 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 Board Director 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 Bylaws and the Code of Conduct, the Code of Conduct shall control. Additionally, Board Directors who are part of the AHEPA family are explicitly required to recuse themselves from votes on matters directly impacting AHEPA Family organizations. In accordance with the Conflict of Interest Policy, if, for any reason any Director of the Board feels they cannot remain impartial and make decisions for the best interest of the school and mission, they should recuse themselves from a vote on that issue.

**Section 17. Rules of Order.** The Board shall have the authority to determine its Rules of Order. In the event of a procedural controversy, Roberts Rules of Order shall apply.

### **ARTICLE III OFFICERS**

**Section 1. Officers.** The officers of the Board shall consist of a President, one or more Vice Presidents (the number thereof to be determined by the Board), a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this Article. The Vice President (or First Vice President if there are more than one) will be from the group not holding the office of President (AHEPA President – non-AHEPA Vice President and vice versa). The Board may elect or appoint any other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. Any two or more non-President offices may be held by the same person. Officers will serve a term of one year and may serve no more than three consecutive terms in the same office (with the exception of the President and Vice President/First Vice President) who will serve one-year terms. No paid employee, contractor or their immediate family members may assume the roles of President or Vice President/First Vice President.

**Section 2. Election.** The officers of the Board shall be elected annually by the Board with the exception of the President (other than the First Presidential election for the Board). The Vice President/First Vice President will assume the Presidency after the President completes his or her one year term in office. The Presidency and Vice Presidency/First Vice Presidency will rotate annually between AHEPA and non-AHEPA party appointees. Every Board Director is eligible to be nominated from the floor and vote for the officers (unless recused for conflict of interest). New offices may be created and filled at any meeting of the Board. The officers apart from the President and First Vice President may, but need not, be Directors of the Board.

**Section 3. Removal.** Any officer elected or appointed by the Board may be removed by the Board, at any time, with or without cause, by a majority vote of the Board.

**Section 4. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board by a majority vote of the Directors. Vacancy elections must comply with the rotation of the Presidency between AHEPA and non-AHEPA Board Directors.

**Section 5. President.** The Board President appointment shall rotate every year between AHEPA and non-AHEPA Directors. The President shall preside at all meetings of the Board. He or she may sign, with the Secretary or any other officer authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be



executed, except in cases where the signing and execution shall be expressly delegated by the Board or by these Bylaws or by statute to some other officer or agent of the Board; and in general he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. Should the circumstance arise that the Vice President declines to ascend to the Presidency and no one else accepts a nomination for the Presidency from the nominating party due for a Presidential term, the appointing party may select a Director from the full Board and that Director may be affirmed as President by a majority vote of the appointing party.

**Section 6. Vice President(s).** In the absence of the President or in event of his or her inability or refusal to act, the Vice President/First Vice President shall perform the duties of the President, and when so acting, shall have all other powers of and be subject to all the restrictions upon the President. Any Vice President/First Vice President shall perform such other duties as from time to time may be assigned to him or her by the president or by the Board. The Vice President/First Vice President is automatically expected to assume the role of President upon the expiration of the then-current President's term.

**Section 7. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine. In addition to the foregoing, the Treasurer shall present annually to the Board a report showing in appropriate detail the following: (a) the assets and liabilities of the Corporation as of the end of the fiscal year immediately preceding the date of the report; (b) the principal changes in assets and liabilities during the year immediately preceding the date of the report; (c) the revenue receipts of the Corporation for the year immediately preceding the date of the report; (d) the expenses or disbursements of the Corporation during the year immediately preceding the date of the report.

**Section 8. Secretary.** The Secretary shall keep the minutes of the meeting of the Board in one or more sets of paper or electronic records provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, including, but not limited to FOIA; be custodian of the corporate records, keep a register of contact information of each Director which shall be furnished to the Secretary by such Director; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the president or by the Board.

## **ARTICLE IV COMMITTEES**

**Section 1. Finance Committee.** The Finance Committee shall consist of at least three (3) members including the Treasurer. The Head of School and/or Campus Operations Officer may sit on the Finance Committee. The Finance Committee shall assist in the preparation, review and evaluation of annual budgets and financial reports.

**Section 2. Non-AHEPA Nominating Committee.** The Non-AHEPA Nominating Committee shall consist of at least three (3) and a maximum of six non-AHEPA Board Directors. This committee may invite up to three non-Director, non-AHEPA members to assist in the recruitment and nominating process. This committee is responsible for the nomination of the Board's non-AHEPA Directors for presentation to the non-AHEPA majority Directors for a vote. A majority vote of the non-AHEPA Directors of the Board confirms their election to the Board.

**Section 3. Other Committees.** Other committees not having and exercising the authority of the Board in the management of the Corporation may be appointed in such manner as may be designated at a meeting at which a quorum is present and may consist of one or more Directors or others. Such committees may include (by way of illustration and without requirement or limitation) an election committee, an audit committee, a recruitment/retention committee, a human resources committee, and a curriculum committee. Any committee member may be removed, at any time with or without cause, by the person or persons authorized to appoint such member.

**Section 4. Appointment.** Committee members and committee chairs will be selected and approved by a majority vote of the Board at a regular Board meeting and will be reconfirmed annually by the Board. The authority to select committee members may be delegated to the committee Chair by a majority vote of the Board.

**Section 5. Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

**Section 6. Quorum.** Unless otherwise provided in the resolution of the Board designating a committee, majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

**Section 7. Procedures.** Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

## **ARTICLE V CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**Section 1. Contracts.** The Board President (or Vice President/First Vice President in his/her absence) may enter into and execute contracts after an affirmative vote by the Board majority. Additionally, a majority of the Board may affirmatively vote to allow additional Directors, officers, or agents identified by the Board to enter into and execute contracts.

**Section 2. Checks, Etc.** All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issues in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instruments shall be signed by the treasurer or the president of the Board.

**Section 3. Corporate Funds.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board may select.

**Section 4. Loans.** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. For the sake of clarification, a contract by which the corporation secures goods or services in return for payment shall not be construed to be “evidence of indebtedness” under this Section. Such authority may be general or confined to specific instances. No loan, advance, overdraft or withdrawal by an officer or Director of the Board, other than in the ordinary and usual course of the business of the Corporation, shall be made or permitted. Any authorization for a borrowing may be general or confined to specific instances, and may include authorization to pledge, as security for borrowing so authorized any and all securities and other real or personal property, or both, at any time held by the Corporation.

**Section 5. Donations.** The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

**Section 6. Reimbursements.** All expenses for out-of-state travel funded fully or partially by School funds, whether funded directly by School or reimbursed with funds under School control will be approved by the Board prior to travel.

## **ARTICLE VI BOOKS AND RECORDS**

**Section 1. Books and Records.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and committees having any of the authority of the Board. All books and records of the Corporation may be

inspected by any Director, or his or her agent or attorney, for the proper purpose of any reasonable time.

**Section 2. Financial Accounting.** The Corporation shall use financial accounting practices consistent with the Delaware financial accounting manual; shall obtain an annual audit of its financial affairs by a certified public accountant; and shall, in all respects, comply with the financial accounting requirements imposed under the DGCL and the Charter School Code.

**Section 3. Public Records.** All “public records,” as such term is defined in FOIA, shall be collected, assembled, maintained, preserved or destroyed, withheld or disclosed or otherwise made available to the public, all as provided in such chapter.

## **ARTICLE VII COMPENSATION AND INDEMNIFICATION**

**Section 1. Indemnification.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, where civil, criminal, administrative or investigate (other than an action by or in the right of the Corporation) by reason of the fact that he or she is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent or another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys’ fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonably cause to believe his or her conduct was unlawful. This indemnification shall be to the fullest extent authorized or permitted under the DGCL or other applicable law, and shall be subject to the limitations, restrictions, and conditions for indemnification set forth in the DGCL.

The indemnification provided by this section shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any bylaws, agreement, statute, court decision or otherwise, nor or hereafter in effect, both as to action in his or her official capacity, and as to action in another capacity which holding such office, and shall continue to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Expenses incurred in defending a civil or criminal action, suit, or proceeding described in this section may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board on receipt of an undertaking by or on behalf of the

Director, an officer, an employee, or an agent to repay the amount unless it is ultimately determined that the party is entitled to be indemnified by the Corporation as authorized in this section.

**Section 2. Insurance.** The Corporation shall purchase and maintain insurance on behalf of any person who is serving the Corporation in any capacity, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provision of this Article or of the DGCL.

**Section 3. Fidelity Loss.** The Treasurer, at the direction of the Board, shall arrange for and maintain on behalf of the Corporation insurance or other suitable protection against fidelity losses and against such other losses as the Board may deem appropriate.

## **ARTICLE VIII Amendments**

**Section 1. Procedure to Amend Bylaws.** The Board shall have the authority to make, amend or repeal a particular by-law by means of a two-step process. First, any proposed amendment must be introduced at a regular Board meeting for consideration with a minimum waiting period of at least 14 days before a vote on the amendment. Proposed amendments will be publicized in writing among the Board, staff and parents at least seven days prior to the meeting where a vote may be taken. Should the proposed bylaw change not stand as proposed, any modification must be publicized as before with a vote upon the proposed amendment at the next scheduled Board meeting. (See Section 2 for voting requirements.) No by-law adoptions or amendments shall conflict or be inconsistent with governing law (unless a waiver is obtained), applicable policies or regulations of the State of Delaware as may be amended from time to time (unless a waiver is obtained), or the Corporation's charter to operate the School.

**Section 2. Majority Vote and Notice Requirement.** Any amendment, addition or repeal requires a majority vote of the complete Board, rather than a majority of a quorum. Notice of the proposed changes to the by-laws shall be given to Board Directors at least fourteen (14) days prior to the meeting for which the proposed change is on the agenda. In no case shall the Board have the authority to change the mission of the School.

## ARTICLE IX COMPLIANCE AND INTERPRETATION

**Section 1. Compliance.** The Corporation shall at all times operate in compliance with the requirements imposed under the DGCL, the Charter School Code, the Internal Revenue Code, and other applicable laws relating to a nonprofit, tax-exempt corporation operating an open-enrollment charter school. The Corporation shall further operate at all times in compliance with the charter granted to it to operate an open-enrollment charter school under the Charter School Code.

**Section 2. Interpretation.** These Bylaws, and any resolution subsequently adopted by the Board, shall be interpreted consistent with the requirements of Section 1 of this Article.

## ARTICLE X ADDITIONAL PROVISIONS

**Section 1. Plan of Liquidation or Dissolution.** A plan providing for the distribution of assets, not inconsistent with the provisions of these Bylaws or the DGCL, may be adopted by the Board in the process of dissolution and shall be adopted by the Corporation for the purpose of authorizing any transfer or conveyance of assets for which the DGCL requires a plan of distribution, in the following manner: A plan of distribution shall be adopted at a meeting of the Board upon receiving the vote of a majority of the Directors in office.

**Section 2. Severability.** If any of the provisions of these bylaws are held to be partially or wholly invalid or unenforceable for any reason, that holding shall not affect, alter, or impair any of the other provisions of these bylaws or the Odyssey Charter School, Inc. Page 14 of 14 remaining part of any provision that is held to be partially invalid or unenforceable. In such an event, these bylaws shall be construed as if the invalid or unenforceable provisions were omitted.

**Section 3. Seal.** The Corporation shall have no seal.

Adopted and recorded on December 18, 2019,  
by vote of the Odyssey Charter School Board of Directors.