

BYLAWS OF ODYSSEY CHARTER SCHOOL, INC.

I

OFFICES

1.1 Location. The corporation, hereinafter referred to OCS, may have such offices, either within or without the State of Utah, as the Board of Directors may designate or as the business of OCS may require from time to time.

II

BOARD OF TRUSTEES

2.1 Powers and Duties. All corporate powers and duties shall be exercised by or under the authority of the business and affairs of the corporation managed under the direction of the Board of Trustees.

2.2 Numbers of and Composition of Officers

a. There will be no less than five and no more than seven members of the Board of Trustees.

b. There may be Adjunct Board Members appointed by the Board of Trustees. Adjunct Board Members shall have no vote on matters to be decided by the Board of Trustees, but shall be bound by fiduciary duties, including but not limited to the duties of confidentiality, loyalty and good faith.

2.3 Terms of Trustees

a. In the initial term, all Trustees and Adjunct (non-voting) Board Members, will be appointed by the executive committee. Two Trustees will serve until May at the end of the first full school year after the school opens; three Trustees shall serve until May at the end of the second full school year after the school opens; the remaining two Trustees shall serve until November of the year after they were appointed.

b. Thereafter, elections for the Board of Trustees will be held each September or February in years in which a Trustee's term is due to expire. After the initial term, all Members of the Board of Trustees will be elected to a two-year term of service. The term year shall be October 1 through September 30 and March 1 through February 28 or February 29 in leap years. Adjunct (non-voting) Board Members may be appointed and removed by and at the pleasure of the Board of Trustees.

2.4 Elections

- a. Voting. Voting in elections shall occur by family. Members eligible to vote have no more than a total of one vote total as a family. Members that have children that are full, half and/or step-siblings at OCS shall only have a combined total of one vote.
- b. Each eligible Member, as a family, will have one vote for each of three open Trustee seats, which shall be the first two Board of Trustees' seats open at the end of the first school year that classes are held.
- c. The four remaining Board of Trustees' seats shall be elected by majority vote of the Founding Members when those seats open upon their terms expiring.
- d. The body of eligible members shall then have a vote to ratify each Trustee elected by the Founding Members through a simple majority.
- e. The Founding Members may override a non-ratification vote by the eligible Members through a super-majority vote of two-thirds.
- f. At the expiration of seven school years after the school opens for classes (2012), the four Founding Member – elected Trustee seats shall no longer be elected by the Founding Members, but by a vote of all the eligible Members.
- g. All elections will be decided by a nominee receiving more votes than other nominees. For example, if there are ten nominees for three open Trustee seats, each eligible voter would cast three votes, one for three different candidates, and the three nominees who receive the three highest number of votes shall win the three open Trustee seats.
- h. Each Trustee will hold an equal seat. A newly formed Board of Trustees shall decide by majority vote which Trustee shall have which responsibilities after considering the talents and abilities of each Trustee and the needs of any supporting organization. The Board of Trustees shall elect a Chairman of the Board from among the Trustees with voting authority. The duties of Treasurer, Secretary and other duties shall be assigned and noted in the corporate minutes. Interested individuals will run generally for the Board of Trustees and not for a specific title, position, responsibility or duty on the board.

2.5 Duties

- a. Chairman of the Board (Chairman). The Chairman shall preside at all meetings of the Board of Trustees, shall see that all orders and resolutions of the Board of Trustees are carried into effect and shall perform such other duties as the Board of Trustees may from time to time prescribe.
- b. Secretary. The Secretary shall attend all meetings of the Board of Trustees and shall be responsible for and insure the preparation of and recording of all votes and all minutes of all such meetings in a book to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Trustees when required. The Secretary shall have the responsibility of authenticating records of OCS. The Secretary shall perform such other duties incident to the office of Secretary or as prescribed from time to time to perform by the Board of Trustees.

c. Trustees. Trustees shall attend all meetings of the Board of Trustees and shall perform such other duties incident to being a Trustee as prescribed to perform by the Board of Trustees from time to time.

d. Director/Principal. The Director/Principal of OCS shall be the individual hired by the Board of Trustees to run the school on a day-to-day basis, as its chief executive officer. The Director/Principal shall attend all meetings of the Board of Trustees and report directly to the Board of Trustees.

e. Adjunct (non-voting) Board Members. Other individuals may be designated by the Board of Trustees as Adjunct Board Members, serve at the pleasure of the Board of Trustees, and shall exercise such powers and perform such duties as may be delegated to them by the Board of Trustees.

2.6. Resignation of Trustee. Each member of the Board of Trustees of OCS serves in that capacity voluntarily, and may resign at any time during the term by submitting his or her resignation in writing to the Board of Trustees or the corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date.

2.7 Vacancies. In the event of resignation or involuntary removal of a Trustee from the Board of Trustees, or vacancies on the Board for any other reason, volunteers will be asked to apply to serve the remainder of the term for the particular seat or seats that are vacant. A volunteer will be selected to serve the remainder of the term for the vacant seat from those applying by a majority vote of the Board of Trustees.

2.8 Meetings. The Board of Trustees will establish the meeting schedule. In scheduling and conducting its meetings, the Board of Trustees shall act in accordance with these bylaws and the laws of the State of Utah. The Board of Trustees will meet at least once a month to discuss the operations of OCS, hear reports and updates from Board Members, consider and adopt policies, and consider requests and concerns from parents, students and teachers.

2.9 Quorum. The Board of Trustees may not act unless a quorum of at least 50% of the number of Trustees is present.

2.10 Voting. Unless otherwise specified in the Bylaws, actions receiving a majority vote of those Trustees present at a board meeting will constitute action by the Board of Trustees, unless the Utah Revised Non-Profit Corporation Act (hereafter referred to as "the Act") requires the vote of a greater number of Trustees. A Trustee who is present at a meeting of the Board of Trustees when corporate action is taken is deemed to have assented to such action unless: (i) such Trustee objects at the beginning of the meeting (or promptly upon his arrival) to holding a meeting or transacting business at the meeting; (ii) such Trustee's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) such Trustee delivers written notice of his or her dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Trustee who votes in favor of the action taken.

2.11 Removal of a Trustee. Any of the Trustees may be removed for cause by the affirmative vote of a super-majority (two-thirds) of the entire Board of Trustees. A Trustee may only be removed at a meeting called for the purpose of removing such Trustee, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is removal of the Trustee.

III

COMMITTEES

3.1 The Board of Trustees may create one or more committees, each consisting of one or more members. Members of committees of the Board of Trustees may be members of the Board of Trustees or they may be other natural persons. Such Committee members shall serve at the pleasure of the Board of Trustees. The creation of a committee and appointment of one or more committee members must be approved by the Board of Trustees.

3.2 Unless otherwise provided in the Act, to the extent specified by the Board of Trustees, each committee may exercise the authority of the Board of Trustees as directed by the Board. However, no such committee shall: (a) authorize distributions; (b) approve the dissolution or merger of OCS, or sale, pledge or transfer all or substantially all of the assets of OCS; (c) fill vacancies on the Board of Trustees or any of its committees; or (d) adopt, amend or repeal these Bylaws. All such committees and their members shall be governed by the same statutory requirements regarding meetings, action without meetings, notice and waiver of notice, quorum and voting requirements as are applicable to the Board of Trustees and its members.

Article IV - INDEMNIFICATION

4.1 Indemnification and Advancement of Expenses. OCS may indemnify any person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Trustee, director, officer, employee or agent of OCS, or is or was serving at the request of OCS as a Board of Trustees member, officer, employee, agent of OCS, or is or was serving at the request of OCS as a Trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust, employee benefit plan or other enterprise, including service on a committee formed for any purpose (and, in each case, his or her heirs, executors and administrators), against all expense, liability and loss (including counsel fee, judgments, fines, ERISA excise taxes, penalties and amounts paid in settlement) actually and reasonably incurred or suffered by such a person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as in effect on the date hereof and as hereafter amended. Such indemnification may include advances of expenses in advance of the final disposition of such action, suit or proceeding, subject to the provision of any applicable statute.

4.2 Non-Exclusivity of Rights. The indemnification and advancement of expenses provisions of Section 4.1 shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of these Bylaws, resolution adopted by the Board of Trustees, agreement, or insurance, purchased by OCS or otherwise, both as to action in an official capacity and as to action in another capacity. OCS is hereby authorized to provide for indemnification and advancement of expenses through its Bylaws, resolution of the Board of Trustees and agreement.

4.3 Insurance. OCS may maintain insurance, at its expense, to protect itself and any individual who is or was a Trustee, member, officer, employee or agent of OCS, or who, while a Trustee, member, officer, employee or agent of OCS, is or was serving at the request of the OCS Board of Trustees or its Director/Principal as a member, officer, partner, employee or agent of OCS or of a partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not OCS would have the power to indemnify such person against such expense, liability or loss under this Article or the Utah Revised Non-Profit Corporation Act.

Article V - CORPORATE ACTIONS

5.1 Contracts. Unless otherwise required by the Board of Trustees, the Chairman shall execute contracts or other instruments on behalf of or in the name of OCS. The Board of Trustees may from time to time authorize any other officer, assistant officer or agent to enter into any contract or execute any instrument in the name of and on behalf of OCS as it may deem appropriate, and such authority must be confined to specific instances.

5.2 Loans. No loans shall be contracted on behalf of OCS and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Trustees. Such authority may be general or be confined to specific instances.

5.3 Checks, Drafts, Etc. Unless otherwise required by the Board of Trustees, all checks, drafts, bills of exchange and other negotiable instruments of OCS shall be signed either by the Chairman or such other Trustee, officer, assistant officer or agent of OCS as may be authorized so to do by the Board of Trustees. Such authority may be general or confined to specific business, and, if so directed by the Board of Trustees, the signatures of two or more such officers may be required.

5.4 Deposits. All funds of OCS not otherwise employed shall be deposited from time to time to the credit of OCS in such banks or other depositories as the Board of Trustees may authorize.

Article VI - FISCAL YEAR

6.1 The fiscal year of OCS shall be determined by the Board of Trustees, and in the absence of such determination, shall be from July 1 to June 30.

Article VII - CORPORATE SEAL

7.1 The Corporation shall not have a corporate seal.

Article VIII - NOTICE

8.1 Unless otherwise provided for in these Bylaws, the Utah Revised Non-Profit Corporation Act, or other statutes, any notice required shall be in writing except that oral notice is effective if it is reasonable under the circumstances and not prohibited by these Bylaws. Notice may be communicated in person, by telephone, telegraph, teletype or other form of wire or wireless communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice may be communicated by a newspaper of general circulation in the area where published; or by radio, television or other form of public broadcast communication. Written notice to a domestic or foreign corporation authorized to transact business in Utah may be addressed to its registered agent at its registered office or to OCS of its Secretary at its principal office as shown in its most recent annual report or, in the case of a foreign corporation that has not yet delivered an annual report, in its application for a certificate of authority.

Article IX - MISCELLANEOUS

- 1.1. Account Books, Minutes, Etc. OCS shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its board of trustees and committees. All books and records of OCS may be inspected by any trustee or such trustee's authorized agent or attorney, for any proper purpose at any reasonable time.
- 1.2. Conveyances and Encumbrances. Property of OCS may be assigned, conveyed or encumbered by such officers of OCS as may be authorized to do so by the Board of Trustees, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of OCS shall be authorized only in the manner prescribed by applicable statute.
- 1.3. Designated Contributions. OCS may accept any designated contribution, grant, bequest or devise consistent with its general charitable and tax-exempt purposes, as set forth in the articles of incorporation. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designations generally will be honored. However, OCS shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, OCS shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the corporation's tax-exempt purposes.
- 1.4. Conflicts of Interest. If any person who is a trustee or officer of OCS is aware that OCS is about to enter into any business transaction directly or indirectly with such person, any member of that person's family, or any entity in which that person has any legal, equitable or fiduciary interest or position, including without limitation as a

trustee, officer, shareholder, partner, beneficiary or trustee, such person shall (a) immediately inform those charged with approving the transaction on behalf of OCS of such person's interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within such person's knowledge that bear on the advisability of such transaction from standpoint of OCS, and (c) not be entitled to vote on the decision to enter into such transaction.

1.5.Loans to Trustees and Officers Prohibited. No loans shall be made by the corporation to any of its trustees, donees or officers.

1.6.References to Internal Revenue Code. All references in these bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

1.7.Amendments. These Bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a Super-Majority of the Board of Trustees present at any regular meeting or at any special meeting.

1.8.Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

SECRETARY'S CERTIFICATE

I, the undersigned and duly appointed Secretary of Odyssey Charter School, do hereby certify that the foregoing Bylaws were adopted as the Bylaws of Odyssey Charter School on the 21st day of October, 2010, in an open public meeting, and that the same constitute the Bylaws thereof.

In Witness Whereof, I have subscribed my name this ____ day of _____, 201_.

Secretary – Scott Wiersdorf

Amended by Board on 18 October, 2007
Amended by Board on 15 November, 2007
Amended by Board on 21 October, 2010