

Odyssey School FASA Bylaws
Effective December 1, 2021

Section I
Organizational Incorporation

The Articles of Incorporation for Odyssey Family and School Association, Inc. a Domestic Nonprofit Corporation, dated November 29, 2021, control number 21297519 issued by the State of Georgia is approved in its entirety and incorporated into Odyssey Family and School Association bylaws.

Section II
Mission

The Odyssey Family and School Association, Incorporation (here in after referred to as Odyssey FASA) is a non-profit organization whose purpose is to strengthen, enhance and encourage the educational and social environment of the Odyssey School. Its goals are to complement the school curriculum with additional opportunities for families, teachers and scholars to learn, socialize, communicate and grow.

Section III
Membership

Section 3.01. Qualification. All members of the faculty and staff and all parents, guardians or other persons with a child enrolled and attending Odyssey School shall be considered voting members of the organization upon payment of their yearly dues. Yearly dues are \$10 per individual and may be offered as packages with various incentives at the Board's discretion. The School Principal and Vice-Principal (or their designee) shall be non-voting advisory members of the organization.

Section 3.02 Rights and responsibilities. The members shall have the right and responsibility to attend meetings and events sponsored by the organization, serve and/or chair committees, and be nominated and elected to office. Voting members shall have the right to vote on all business of the Odyssey FASA

Section 3.03. Quorum. The members present at any membership meeting of the organization, provided at least ten (10) members are present, shall constitute a quorum for the transaction of business. In the absence of a quorum the membership may not take action.

Section 3.04. Meetings. There shall be at least one general annual meeting of the membership in August at which time the budget is approved. A meeting of the general membership may also take place in April to allow for election of new officers. Additional business or special meetings may be held alone or in conjunction with an event sponsored by the organization as is determined by the Executive Board.

Section IV

Executive Board

Section 4.01. Membership. The Executive Board shall consist of the elected officers of the organization.

Section 4.02. Authority. The affairs, activities and operation of the organization shall be managed by the Executive Board. The Executive Board shall transact necessary business during the intervals between the meetings of the membership and such other business as may be referred to it by the membership or these Bylaws. The Executive Board shall create the calendar of events for the year. The Executive Board may create Standing and Special Committees approve the plans and work of these committees, shall prepare and submit a budget to the membership for approval, and in general, conduct the business and activities of the organization.

Section 4.03. Meetings. The Executive Board shall meet to prepare for general membership meetings and to conduct the affairs of the organization; for the Executive Board to be called into session a minimum of a quorum must be in attendance. The Principal/Vice Principal may be invited to attend Executive Board meetings

Section 4.04. Quorum. A quorum of the Executive Board for the conduct of business shall consist of at least half of the filled positions plus one.

Section 4.05. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Executive Board (including amendment of these Bylaws and Budget) may be taken without a meeting if a quorum of the Board consents in writing. Such consents shall have the same force and effect as a unanimous vote of the Board.

Section 4.06. Participation in Virtual Meeting. Members of the Board may participate in a virtual meeting (i.e. conference call, video conferencing) as long as members participating in such meeting can hear one another.

Section 4.07. Reimbursement. Executive Board members shall serve without compensation with the exception that expenses incurred in the furtherance of the organization's business are allowed to be reimbursed with documentation in accordance with the organization's financial policies, and prior approval.

Section 4.08. Electronic Communications. Executive Board members shall utilize the Odyssey School domain email addresses that are provided by the school to the Executive Board for all official communications.

Section V

Officers and Their Elections

Section 5.01. Officers. The officers of this organization shall include a President, Vice President, Secretary, and Treasurer. Additional officer(s) may be elected or appointed by the Executive Board from time to time as needed. All officers must make every effort to attend the scheduled meetings, on time either in person or via electronic means.

Section 5.02. Election. A nominating committee shall begin seeking nominees in March of the year in which the candidates will be elected, and they will develop a slate of candidates. Serving on the

nominating committee doesn't preclude an individual for running as an executive board officer. The candidates shall be announced no later than the fourth Friday of March. Additional nominees may be solicited from the floor on the day of the election. Only those who have consented to serve shall be eligible for nomination, either by the committee or from the floor. Officers shall be elected at the April meeting of the organization by the members present. Officers shall assume their official duties on the last day of the current school year following their election.

Section 5.03. Term. Officers shall serve a single term to be comprised of two years with no more than one term in the same office. If possible, there should be an overlap of officers to ensure continuity from year to year. If there is no candidate for a particular office, then that standing officer may continue on for one more year. The term of office, including the extension, should be no longer than three years in the same office. Membership on the Executive Board may also be terminated by resignation; the Board member's associated student no longer attends Odyssey School or dismissal by a majority vote of the Executive Board.

Section 5.04. Dress Code. Odyssey FASA serves as role models for the students and as representatives of the Odyssey School are expected to project a professional image that sets positive dress and grooming examples for students and shall adhere to standards of dress and appearance that are compatible with an effective learning environment. Consistent with these roles, all Executive Board members shall dress professionally and appropriately and are expected to project a professional image and should dress appropriately for an office/business environment when representing the FASA. The Odyssey FASA must adhere to the Staff Dress Code.

Section 5.05. Vacancies. In the event of a vacancy in the Presidency between elections, the Vice President shall assume the Presidency. A vacancy occurring in any other office shall be filled for the unexpired term by a person elected by a majority vote of the remaining members of the Executive Board.

Section VI

Duties of Officers

Section 6.01. President.

1. The President shall be the principal executive officer of the organization, subject to the control of the Executive Board, shall in general oversee all of the activities of the organization.
2. The President shall be a member of the Executive Board, and when present, shall preside at all meetings of the Executive Board and all meetings of the membership.
3. In the absence of any Executive Board Member the President shall perform or delegate those duties.
4. The President(s) shall chair a minimum of one FASA Event each year.

Section 6.02. Vice-President.

1. The Vice-President shall be a member of the Executive Board, and in the absence of the President, shall perform the duties of the President.
2. The Vice President(s) shall chair a minimum of one FASA Event each year.
3. The Vice-President(s) shall perform such other duties as are assigned by the President or the Executive Board.
4. The Vice-President(s) will be responsible for maintaining social media updates to include, but not limited to, Facebook, Instagram, Twitter, Pinterest, and the FASA website on a weekly basis.
5. The Vice President(s) shall coordinate with the Secretary(s) to ensure consistent and accurate communication with the General Public, School population, FASA general membership and the Executive Board.

Section 6.03. Secretary(s):

1. The Secretary shall be a member of the Executive Board.

2. The Secretary shall chair a minimum of one FASA Event each year.
3. The Secretary shall keep the minutes of the proceedings of the FASA general and Executive Board meetings, distribute meeting minutes to Board members and see that general meeting minutes are posted to the FASA website.
4. The Secretary shall document attendance at meetings,
5. The Secretary shall handle FASA correspondence, perform all duties to the office of Secretary and such other duties as may be assigned by the President or the Executive Board.
6. The Secretary(s) shall coordinate all information with the Vice President to ensure consistent communication with the General Public, School population, FASA general membership and Executive Board

Section 6.04. Treasurer(s):

1. The Treasurer(s) shall be a member of the Executive Board.
2. The Treasurer(s) shall chair at a minimum one FASA Event each year.
3. The Treasurer shall have charge of and be responsible for all funds of the organization in accordance with the Odyssey School and the FASA financial policies documented in these bylaws.
4. Work with the other Executive Board members to plan a yearly budget and assemble said budget report before the August meeting.
5. Balance the bank statement monthly with non-signing signature.
6. Approve or deny expenses within thirty days of receipt of proof of purchase and only approve reimbursements with receipt dated within thirty days.
7. Take part in approval of tentative budget for each Odyssey School FASA event.
8. Verify all deposits on statement for accuracy.
9. Make sure all checks over \$250.00 have two signatures.

10. Prepare and present the budget reports monthly.
11. Answer budgetary questions from the Executive Board and General membership.
12. Document returned checks and communicate to the check writer for payment including any additional fees incurred.
13. Open and close FASA books from dates 08/01-07/31 of fiscal year.
14. Generate closing budget report before first board meeting of the year.
15. Conduct an audit review with three non-signers yearly.
16. Communicate with a tax professional/organization (i.e. tax attorney, Parent Booster USA) as needed to prepare and file the Tax Returns each January and July.
17. Assist tax professional/organization to prepare and file annual FASA 990 Tax Return by December 15 of each year.
18. Signing Treasure(s) shall withdraw any cash funds needed in accordance with event chair.
19. Treasurer must be present at any event handling money to fill out deposit report.
20. If treasurer is unable to attend an event, then a Treasurer shall appoint via written communication any member of the Executive Board to act in place of the treasurer with properly documented procedures documented procedures to complete the deposit report and if necessary complete the bank deposit for the event. Two designees must be present to complete bank deposits for events.
21. Treasurer shall provide a monthly financial report.

Section 6.05. Teacher Representative(s).

Teacher Representative(s) shall be invited to serve as advisors to Odyssey FASA in supporting efforts and events.

Section VII Finances

Section 7.01. Budget. The Executive Board shall present to the membership at the first regular meeting of the membership (in August), or as soon thereafter as practicable, a budget of anticipated revenue and expenses for the year. This budget shall be used to guide the activities of the organization during the year, including serving as approval for anticipated expenditures. Any substantial deviation from the budget must be approved in advance by the membership.

Section 7.02. Obligations. The Executive Board may authorize any officer or officers to enter into contracts or agreements for the purchase of materials or services on behalf of the organization. And all the contracts or agreements shall be electronically stored for no less than 5 years.

Section 7.03. Loans. No loans shall be made by the organization to its officers or members.

Section 7.04. Checks. All checks, drafts, or other orders for the payment of money on behalf of the organization shall be signed by the Treasurer or by any other authorized signatory in writing by the Executive Board. Checks of \$250 or more must have the signature of at least two officers.

Section 7.05. Banking. All funds of the organization shall be credited to such banks, trust companies or other depositories of Odyssey FASA. All deposits and/or disbursements shall be made as soon as practical upon receipt of the funds and/or orders of payment.

Section 7.06. Financial controls. The organization shall adopt appropriate financial controls to ensure the integrity of its funds. All FASA funds of any kind will go through the Treasurer's books.

Section 7.07. Financial Report. The Treasurer shall present a financial report at each membership meeting of the organization and shall prepare a final report at the close of the year in accordance with the organization's financial policies. The Executive Board shall have the report and the accounts examined annually. If the organization grosses less than \$100,000 per year, the financial practices and accounts may be reviewed by an internal audit committee. The internal audit committee shall consist of three or more board or voting members of the organization who are not involved in the routine handling of the organization's finances, including not having signature authority on bank accounts or approval authority over disbursements. If the organization grosses between \$100-200,000 in receipts, an external professional, such as a certified public accountant (CPA), shall be hired by the audit committee to perform a financial review or compilation. A full audit shall be conducted by an external CPA when annual gross receipts equal or exceed \$200,000.

Section 7.08. Financial Report. The treasurer shall present a financial report monthly to the membership and Executive board. The report shall include but not be limited to opening and close of books, all passive to date fundraising, detailed breakdowns of closed FASA events and any pertinent financial information.

Section 7.09. Fiscal Year. The fiscal year of the organization shall be from August 1st to Jul 31st.

Section 7.10. Record retention. All records of the organization shall be maintained and destroyed in accordance with law and standard record retention guidelines. Financial records shall be maintained as follows:

RECORD	HOW TO STORE	PERIOD OF TIME
Year end Treasurer’s financial report/statement	Store in corporate record book and an electronic storage space (i.e. dropbox, google drive, etc.)	Permanent
Treasurer’s reports, periodic	Compile & file records on yearly basis. And stored electronically	Three Years. Store w/financial records. Destroy after three years.
Bank statements, canceled checks, check registers, invoices, receipts, cash tally sheets, investment statements, and related documents	Compile & file records on a yearly basis. And stored electronically	Seven Years. Store w/financial records. Destroy after seven years.

Section VIII

CONFLICTS OF

INTEREST

Section 8.01. Existence of Conflict, Disclosure. The Executive Board should not perform any actions or activities that impair, or appear to impair, their objectivity in the performance of their duties. A conflict of interest exists when the direct, personal, financial or other interest(s) of any director, officer, staff member or contractor competes or appears to compete with the interests of the FASA. If any such conflict of interest arises the interested person shall call it to the attention of the Board for resolution. If the conflict relates to a matter requiring board action, such person shall not

vote on the matter. When there is a doubt as to whether any conflict of interest exists, the matter shall be resolved by a vote of the Board of Directors, excluding the person who is the subject of the possible conflict. The minutes of the meeting of the Board shall reflect that the conflict was disclosed, and the interested person was not present during the final discussion or vote and did not vote on the matter.

Section 8.02. Annual Review. A copy of this conflict-of-interest statement shall be furnished to each board member who is presently serving on the FASA board. Each board member shall sign a conflict disclosure agreement annually.

Section IX

INDEMNIFICATION

Board member agrees to indemnify and hold Odyssey FASA, Odyssey School, their Regents, officers, agents and employees harmless from any liability, loss or damage they may suffer as a result of claims, demands, costs or judgments against them arising out of the activities to be carried out pursuant to the obligations of this Agreement, including, but not limited to, the use by board member of the results obtained from the activities performed by Odyssey FASA under this Agreement.

Odyssey FASA, *to the extent authorized under the Constitution and laws of the State of Georgia*, indemnify and hold board member harmless from liability resulting from the negligent acts or omissions of board member, its agents or employees pertaining to the activities to be carried out pursuant to the obligations of this Agreement; provided, however, that FASA shall not hold board member harmless from claims arising out of the negligence or willful malfeasance of board member, its officers, agents, or any person or entity not subject to FASA's supervision or control.

Section X

AMENDMENTS

These bylaws may be amended at any time. The Executive Board or members of FASA can bring forth amendment recommendations with a minimum of two weeks for deliberation, discussion and consideration. After this time, bylaws can be amended with general membership consensus.