

**COMMUNITY EDUCATION ASSOCIATION, INC.
DBA Odyssey Charter School**

BYLAWS

Duly adopted this 27th day of August, 2015

The governing Board (“Board”) of Community Education Association, Inc. DBA Odyssey Charter School (“school or Odyssey”) adopts the following bylaws, designed to advance the Odyssey’s Mission in a manner consistent with its Vision.

MISSION

To provide a challenging, high-quality education that creates an enthusiasm for learning through an innovative, hands-on curriculum while maintaining a focus on the needs of each student.

VISION

Odyssey School will equip students with the skills they need to become self-motivated, life-long learners, by providing a learning environment which respects children’s learning styles, develops individual talents, and creates independent thinkers. Odyssey offers a rigorous academic program while providing a supportive atmosphere that recognizes that children have different interests and learning styles.

BYLAWS

ARTICLE I: GENERAL PROVISIONS

1.1. Purpose of Corporation.

The purpose of the corporation, *Community Education Association, Inc. DBA Odyssey Charter School (“school or Odyssey”)*, is to engage as a nonprofit and charitable organization in educational activities as specified in the charter contract between Odyssey and the Georgia Charter Schools Commission (“Charter”), consistently with the United States Internal Revenue Code and the Georgia Nonprofit Corporation Code (“Code”).

1.2 Purpose of Board.

The Odyssey Board oversees and governs Odyssey’s pursuit of educational activities and serves other functions as specified in the Charter.

1.3. Purpose of Bylaws.

These bylaws state the rules that the Board has determined are necessary and appropriate for for the regulation and management of Odyssey Charter School and are adopted in order to fulfill the objectives of Odyssey as stated in the articles of incorporation duly filed with the Office of the Georgia Secretary of State. All sections of these bylaws will be automatically amended to conform to future statutes and other forms of applicable law.

1.4. Registered Office and Agent.

The Board will designate a registered agent and registered office for service of legal process; these designations are to be filed with the Georgia Secretary of State as required by the Code. The Board may change these designations at any time. In the event the Board fails to make a designation, or a registered agent resigns without a new designation of a registered agent and office, then the President of the Odyssey Board, and the school's address, are to be filed with the Georgia Secretary of State as the registered agent and office of Odyssey until the Board makes some other affirmative designation.

1.5. Board Meeting Protocol.

It is understood that in the transaction of its business the meetings of the Board, as well as meetings of its executive and other committees, may be conducted with informality; however, this informality does not apply to procedural requirements required in the articles of incorporation, these bylaws, or the Code. When circumstances warrant, any meeting or a portion of a meeting will be conducted according to generally understood principles of parliamentary procedure as stated in the articles of incorporation, these bylaws, or a recognized procedural reference authority. The procedural reference authority for the Board is designated as the latest edition of Robert's Rules of Order, Newly Revised.

ARTICLE II: GOVERNING BOARD

2.1. Establishment and Function.

Subject to these bylaws, the business and affairs of Odyssey will be managed under the direction of the Board. The Members will in all cases act as a board, and they may adopt such rules and regulations for the conduct of their meetings and the management of the corporation as they may deem proper, not inconsistent with Odyssey's articles of incorporation, these bylaws, and the laws of this State. They will have and may exercise all of the powers that may be exercised or performed by Odyssey. The roles and responsibilities of the Board include but are not limited to the following:

- Employee all school staff
- Financial development and management
- Fiduciary Duties
- General program oversight
- Coordination of long-term planning
- Overseeing and evaluating the work of the Principal
- Setting a framework for the budget process and authorizing the annual budget
- Approving large resource expenditures, significant program changes, expansion into new program areas, and building and facility issues
- Adopting an annual budget
- Locating new buildings or changing the location of the school's administrative offices
- Creating or increasing indebtedness
- Adopting online and offline education programs and curriculums
- Designating depositories of school funds
- On behalf of Odyssey, entering into contracts not previously approved in the annual budget and that involve funds in excess of \$5,000.00
- On behalf of Odyssey, entering into contracts with and making appropriations to Charter school districts, professional service providers, or education service centers
- Other responsibilities as deemed necessary or provided for by applicable law.

For additional duties, reference the Board Roles and Responsibilities Policy.

2.2. Composition and Term.

The Board will consist of not less than five nor more than thirteen Members, the precise number to be fixed by Odyssey from time to time. The number of Board Members (each a "Member") may be increased or decreased by super majority of the Board then in office to be in compliance with the Board Terms, Appointments, and Elections Policy.

Each Member will have voting rights and be eligible to vote. The Members of the Board will be elected by a majority vote of the Board and will serve until the election of their successors or their earlier resignation or removal. Each Member will serve for a term of three (3) years and until their successors are elected. A Board Member may serve up to four (4) successive terms if he or she is re-elected in accordance with these Bylaws. This section will be automatically amended to conform to any future statutes that conflict with this section.

In order to maintain the continuity of the Board, no more than three Members of the Board may be replaced in any given year by election.

2.3. Qualifications.

The Board reserves the right to expand its capacities by an internal Board election through a super majority of the Board then in office.

2.4. Vacancies.

The Board President will exert his or her best effort to fill any vacancy upon resignation, removal, or death of any Board Member for the unexpired portion of the term by appointing a suitable person, whose appointment must meet with the approval of a super majority of the entire Board.

2.5. Resignation and Removal.

A Member of the Board may resign from office by submitting such resignation, in writing, to the Board President.

All Members and officers of Odyssey serve at the will of the Board and may be removed as Members or officers at any time, with or without cause, at any regular or special meeting of the Board, by the affirmative vote of a majority of the Board.

2.6. Compensation

Voting Board Members will receive no compensation for their service other than reasonable expenses.

2.7. Powers.

(1) The Board may exercise all powers granted to it as they determine to be expedient and necessary for the interests of Odyssey, subject to the articles of incorporation, these bylaws, and all applicable Georgia and Federal laws and code.

(2) If some catastrophic event occurs that precludes Odyssey or the Board from assembling, then those Board Members who are capable of assembling, either in person or through a communications system that permits all of the participants to hear each other, will convene as required and take any necessary action to preserve the corporation until the emergency ceases. Quorum will consist of a majority of the Board Members who participate in the initial emergency session. Each emergency session will be convened by any manner of notice reasonable, prudent or practicable in the circumstances. The available Board Members will designate as many Members of Odyssey as necessary to serve as acting Board Members so that there are at least five persons acting as Board Members for Odyssey until the emergency conditions cease. The acting Board may exercise any and all emergency powers authorized under the Code, in the name of Odyssey, without regard to requirements of Membership approval, if the action taken is reasonably necessary during the presence of emergency conditions.

2.8. Duties of all Board Members.

All Board Members will: Chair or otherwise serve on a Board committee or school-wide subcommittee. Encourage teamwork within the group. Provide leadership in implementing the curriculum/vision/goals. Facilitate communication among Members. Ensure that at least one Member that is not the President or CFO is a current public notary.

2.9. Compliance with Laws Governing Student Records

The Board will ensure that Odyssey complies with the Family Education Rights Privacy Act (“FERPA”), 20 U.S.C. Section 1232g et seq.

2.10. Non-Liability of Directors

No Director will be personally liable for the debts, liabilities, or other obligations of Odyssey.

2.11. Contracts with Directors, Officers, Board Members

No director of Odyssey or any firm, association, or other entity in which one or more of Odyssey's directors, officers, or Board Members are directors have a material financial interest, will be interested, directly, or indirectly, in the contract or transaction, unless (a) the material facts regarding that director's, officer's, or Board Member's financial interest in such contract or transaction or regarding such common directorship, officer, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all Members of the Board prior to the Board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that without counting the votes of the interested directors, officers, or Board Members; (c) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that Odyssey could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) Odyssey for its own benefit enters into the transaction, which is fair and reasonable to Odyssey at the time the transaction was entered into.

This section does not apply to a transaction that is part of an educational or charitable program of Odyssey if it (a) is approved or authorized by Odyssey in good faith and without unjustified favoritism and (b) results in a benefit to one or more directors, officers, Board Members, or their families because they are in the class of persons intended to be benefited by the educational or charitable program of Odyssey.

2.12. Loans to Directors, Officers, or Board Members

Odyssey will not lend or provide any money or property to or guarantee the obligation of any director, officer, or Board Member. Provided, however, that Odyssey may advance money to a director, officer, or Board Member of Odyssey for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of Odyssey.

**ARTICLE III:
OFFICERS and COMMITTEES**

3.1. Offices and Term.

The officers of Odyssey will consist of a President, Vice President, Secretary, and a CFO who will be elected by the Board or appointed as provided in these bylaws. Each officer will be elected or appointed for a term of office running until the next annual meeting of the Board, or such other term as provided by resolution of the Board or the appointment to office. Each officer will serve for the term of office for which he is elected or appointed and until his successor has been elected or appointed and has qualified or his earlier resignation, removal from office or death. Officers will be elected or appointed from Members of the Board annually after the election or appointment of new Board Members.

3.2. Qualifications for Odyssey Board Members and Officers.

Officers must be regular Members of the Board. The Odyssey Principal will not serve as a voting Member of the Board. No Odyssey employee may serve as a Board Member, other than the Principal who will at all times serve as an ex-officio, non-voting Board Member.

3.3. Board President.

The President will be the principal executive officer of Odyssey and, subject to the general direction of the Board, will supervise and control the business and affairs of the corporation. The President will, when present, preside at all meetings of the Board. The President, Vice-President, or other designated Board Officer, with the CFO or any other proper officer of the corporation thereunto authorized by the Board, may sign deeds, mortgages, bonds, contracts, or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof is expressly delegated by the Board or by these Bylaws to some other officer or agent of the corporation, or is required by law to be otherwise signed or executed; and in general will perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. The President will have authority to institute or defend legal proceedings when the Members are deadlocked. The President will have charge of the seal of Odyssey and will perform such other duties and have such other powers as may from time to time be delegated to him or her by the Board.

3.4. Board Vice-President.

The Vice-President will perform the duties of the principal executive officer of Odyssey in the absence of the President. The vice-president will perform such other duties and have such other powers as may from time to time be delegated to him or her by the President of Odyssey's Board.

The corporation may have one or more Vice Presidents, elected by the Board and will have such duties as will be delegated to them by the President or the Board.

3.5. Board Chief Financial Officer (CFO).

The CFO will be charged with the management of the financial affairs of Odyssey and will have the power to recommend action concerning the Board's affairs to the President. The CFO will cause to be kept and maintained, adequate and correct books, accounts of the Odyssey's properties and transactions, and accurate financial reports. The CFO will send or cause to be given to the Members of the Board such financial statements and reports as are required to be given by law, by these bylaws, or by the Board. Odyssey financial records and reports will be open to inspection by any Board Member at all reasonable times. The CFO will be the chair of the Finance Committee, will prepare a budget in conjunction with the Odyssey Principal, and will monitor financial compliance to the annual budget.

3.6. Board Secretary.

The Secretary will be charged with authenticating the records of the corporation. The Secretary shall have charge of the corporation's minute book and seal. The Secretary shall be responsible for the minutes of all the meetings of the Governing board and for maintenance of the official records of the board meetings. The Secretary shall also perform such other duties and have such other powers and responsibilities and may be assigned to him or her from time to time by the Director and /or the Governing Board. Prior to election as Secretary he/she has been on the board for one year or has previous board experience.

- (a) The Secretary shall attend all meetings of the Governing Board and record all votes, actions and the minutes of all proceedings in a book to be kept for that purpose and shall perform like duties for the executive and other committees when required.
- (b) She/He shall give, or cause to be given, notice of all meetings of the Governing Board.
- (c) She/He shall be under the supervision of the president/ she/He shall perform such other duties and have such other authority and powers as the Governing Board may from time to time prescribe or as the president may from time to time delegate.

3.7. Other Board Officers

The Board, by resolution, may create or add permanent officer positions. The Board will adopt and publish a description of duties for each new officer position. The bylaws will be automatically amended to include each new officer position and the description thereof.

The Board, by resolution, may commission, or otherwise appoint special officers. Any commission or other appointment of a special officer will include the termination of the commission or appointment. No special appointment may last longer than the annual term of regular officers without re-authorization of the Board.

3.8. Board Assistants.

The Board may from time to time as needed appoint one or more assistants to perform specific duties delegated to them by the President of the Board, such as keeping records of Board actions, overseeing the taking of minutes at Board meetings, distributing copies of the minutes and agendas at board meetings and maintaining records of the Board other than records containing personnel information.

3.9. Principal.

The Principal will: (a) Manage daily operations of school; (b) Supervise all school administrative, teaching, and support staff and otherwise meet all criteria outlined in the job description of the Principal; (c) Ensure that the charter contract goals are being met; (d) Facilitate and implement Board decisions; (e) Facilitate and implement school's vision and goals; (f) Report to the Board.

3.10. Committees.

Standing or Temporary committees composed of at least one Members of the Board that the Board determines are necessary and proper from time to time may be established by action of the Board. The charge of each standing committee is reflected within this section of these bylaws. The Board is to designate the chair of each standing committee. The charge and chair of each temporary committee will be stated in the motion creating a temporary committee. The chair of each committee will appoint the remaining Members of that committee; unless its full Membership is designated at the time a temporary committee is created. If the committee's charge and function does not involve the management responsibility for the affairs of Odyssey, then persons who are not currently Members of the Board may also be designated to serve on such committees. These committees may not exercise the authority of the Board when prohibited by the Code. Each committee will report regularly to the Board at meetings and make any recommendation to the Board it determines to be appropriate. The chair and Membership of each committee will serve at the pleasure of the Board. Committee Membership will continue until the next annual meeting of the Board or dissolution of the committee by the Board or its charge. Committee Members may be removed by majority vote of the Members of the Board. Each standing committee is to be established by the inclusion of its name and charge in the following paragraphs of this section, and adopted in accordance with these bylaws:

- (1) Any committees the Board or the Members will deem necessary.

The Board may expand the charge of any committee generally or for a specific project when circumstances warrant.

3.11. Creation of Powers of Committees

The Board, by resolution adopted by a majority of the Board Members then in office, may create one or more committees, to serve at the pleasure of the Board. Appointments to committees of the Board will be by majority vote of the Board. The Board may appoint one or more Board Members as alternate Members of any such committee, who may replace any absent Member at any meeting. Any such committee will have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may:

- (a) Take any final action on any matter. In particular, all decisions made at committee level are considered recommendations to the Board and will need to be ratified by a majority of the Board then in office.
- (b) Exercise the authority of the Board when prohibited by the Code.
- (c) Fill vacancies on the Board or any committee of the Board;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or subject to repeal;
- (f) Create any other committees of the Board or appoint the Members of committees of the Board;
- (g) Approve any contract or transaction to which the Charter School is a party and in which one or more of its directors, officers, or Board Members has a material financial interest;
- (h) Violate the procedures mandated by the Georgia Open Meetings Act (“OMA”)

3.12. Committee Meetings and Actions

Meetings and actions of committees of the Board will be governed by, held, and taken under the provisions of these bylaws concerning meetings and other Board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by Board resolution or, if none, by resolution of the committee. Minutes of each committee meeting will be kept and will be filed with the Odyssey records. Special requirements of committee meetings include:

- (a) No committee meeting may be held without the presence of the Committee Chair or his/her designee from the Board.

- (b) All committee recommendations must be forwarded to the Board by the Committee Chair with a recommendation to approve, disapprove, or no action taken, by a majority vote of all committee Members.

The Board may adopt other particular rules for the governance of any committee as long as the rules are consistent with these bylaws. If the Governing Board has not adopted other particular rules, the committee may do so, as long as these rules are consistent with Odyssey's bylaws.

**ARTICLE IV:
MEETINGS and VOTING**

4.1. Quorum and Voting.

A majority of said Members will constitute a quorum for the transaction of business. All resolutions adopted and all business transacted by the Board will require the affirmative vote of a majority of the Members present at the meeting. The affirmative vote of the majority of Members present may constitute an act of the Board, unless otherwise specified by policy or by these bylaws. "Members present" will mean all Members physically present together with those Members not physically present who can hear and are heard by the Members physically present.

4.2. Record of Vote

An affirmative vote of a majority of the Members of the Board, duly recorded, indicating how each Member voted, will be used in order to take action.

4.3. Open Meetings and Open Records Act.

The Board will abide by the Georgia Open Meetings Act, O.C.G.A. 50-14-1, et seq., and Open Records Act, O.C.G.A. 50-18-70, et seq., which are Exhibits A and B, respectively, to these bylaws and incorporated herein by reference.

4.4. Annual Meeting.

The annual meeting of the Board will be held each year on such date as may be determined by the Board, for the purpose of electing Members/Officers and transacting any and all business that may properly come before the meeting and such annual meeting will be held at such place, either within or without the State of Georgia, as may be determined by the Board and as will be designated in the notice of said meeting. Attendance at such meeting in person or by proxy will constitute a waiver of notice thereof. As required by the Code, at its annual meeting each year the Odyssey Board will receive reports from the Principal concerning the activities of Odyssey, and from the CFO concerning the financial condition of Odyssey.

4.5. Special Meetings; How Called.

Special meetings of the Board may be called for any purpose whatsoever, at any other time by: (1) the President, (2) the Vice President, or (3) any three Members of the Board. The purpose of each special meeting must be stated in the notice.

4.6. Notice of Meetings.

The Principal or Board President will give notice of the time, date, and location of each regular monthly meeting of the Board not less than seven (7) days before the scheduled meeting date. Normally, the notice is to be sent by email to the address of each Member and to any party required by law. Any notice mailed first class will be considered effective upon dispatch. Any notice transmitted by any other means will be considered effective when it is received. In emergencies where seven days' notice cannot be given, notice may be made by any reasonable mean as directed by the Board. Meeting notices must include a description of any proposal that is required to be approved under Georgia law. Notice of any annual or special meeting may be waived by instrument in writing executed before or after the meeting. Attendance in person at any annual or special meeting will constitute a waiver of notice thereof.

4.7. Consent in Lieu of Meeting.

Any action to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in writing, setting forth the action so taken, will be consented to in writing by the majority of the Members. The action and the vote is then to be restated at the next public meeting and become part of the formal minutes.

4.8. Location of Meetings.

A meeting of the Odyssey Board may be held at any place in the United States. Although the designation of a usual meeting date, time or location is reserved to Odyssey, the Board may determine a different location for a particular meeting as circumstances warrant.

4.9. Use of Contemporaneous Communications Systems for Board Meetings.

The Board, or any Board committee, may utilize a contemporaneous communications system in which all participants in the meeting can hear each other; and participation in a meeting by this system constitutes the presence of the participant at the meeting. All Members present, both those physically present and those attending by contemporaneous communications, will constitute a quorum if required.

The Board, or any Board committee, may utilize electronic forms of communication that affords every recipient the opportunity to review all the information presented and allows Members to exchange ideas and thoughts (it is anticipated that the committees will utilize email to communicate during the time between scheduled meetings).

4.10. Use of Contemporaneous Communications Systems for Board Votes or Actions.

The Board, or any Board committee, may utilize any form of electronic communication system available to them to vote on any given issue or action where all voting Members are copied on the vote.

**ARTICLE V:
FISCAL PROVISIONS and RECORDS**

5.1. Contracts.

The Board is empowered to execute contracts on behalf of Odyssey subject to the limitations of these bylaws. The Board lacks capacity to contract on its own behalf, and no Member has authority to enter any contract on behalf of the Board. The Board President and CFO have general authority to execute on behalf of Odyssey any contract(s) in the furtherance of Odyssey's charitable and educational purposes. The Board may, by resolution, grant one or more additional Board Members and the Principal general authority to execute such contracts or limited authority to execute specified contracts. The Board may, by resolution, authorize the Principal to grant, on an as-needed basis, a designee limited authority to execute specified contracts in the furtherance of Odyssey's charitable and educational purposes

5.2. Drafts and Notes.

All checks, drafts or orders for payment of money, notes or other evidences of indebtedness issued in the name of Odyssey, will be signed by such officers or agents as determined by Board Policy and/or approved Odyssey Financial Policies.

5.3. Authorized Signatories.

The Board will designate appropriate authorized signatories for all contracts, deposit accounts, and other accounts.

5.4. Deposits.

All funds of Odyssey will be deposited from time to time to the credit of Odyssey in such banks, trust companies, or other depositories as the Board determines.

5.5. Gifts.

The Board may accept on behalf of Odyssey any contribution, gift, or bequest or devise for the general purpose or for any special purpose of Odyssey.

5.6. Budget and Fiscal Year.

The fiscal year of Odyssey will begin on the first day of July and end on the last day of June of the following year. Not less than thirty (30) days prior to the beginning of the next fiscal year, the Board will approve the budget for the upcoming fiscal year.

5.7. Records.

Odyssey will keep correct and complete books and records of account and will also keep minutes of all proceedings of its Board and committees having any of the authority of the Board and will keep, at the office of the Principal, a record giving the names and addresses of the board Members entitled to vote. All books and records of the Board may be inspected by any other board Member, or his agent or attorney for any proper purpose, at any reasonable time.

**ARTICLE VI:
INSPECTION RIGHTS**

6.1. Board Members' right to inspect.

Every Board Member will have the right at any time to inspect the Odyssey's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by Georgia and federal law. The inspection may be made in person or by the board Member's agent or attorney. The Right of Inspection includes the right to copy and make extracts of documents as permitted by Georgia and federal law. The right to inspect may be circumscribed in instances where the right to inspect conflicts with Georgia or federal law pertaining to access to books, records, and documents.

6.2. Accounting Records and Minutes.

On written demand on Odyssey, any Member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the Member's interest as a Member. Any such inspection and copying may be made in person or by the Member's agent or attorney. This right of inspection extends to the records of any subsidiary of Odyssey.

**ARTICLE VII:
INDEMNIFICATION**

7.1. Authority to Indemnify.

(a) Odyssey will indemnify or obligate itself to indemnify an individual made a party to a proceeding because he or she is or was a Member, officer, employee or agent of Odyssey, or was serving at the request of Odyssey as a Member, officer or employee or agent of another corporation, partnership, joint venture, trust or other enterprise for reasonable expenses, judgments, fines, penalties and amounts paid in settlement (including attorneys' fees), incurred in connection with the proceeding if the individual acted in a manner he or she believed in good faith to be in or not opposed to the best interests of Odyssey and, in the case of any criminal proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of "nolo contendere" or its equivalent, is not, of itself, determinative that the Member, officer, employee or agent did not meet the standard of conduct set forth above. Indemnification permitted under this Section (a) in connection with a proceeding by or in the right of Odyssey is limited to reasonable expenses incurred in connection with the proceeding.

(b) Under the circumstances prescribed in Section 7.2, Odyssey will indemnify and hold harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of Odyssey to procure a judgment in its favor by reason of the fact he or she is or was a Member, officer, employee or agent of Odyssey, or is or was serving at the request of Odyssey as a Member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit 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 Odyssey; except that no indemnification will be made in respect of any claim, issue or matter as to which such person will have been adjudged to be liable to Odyssey, unless and only to the extent that the court in which such action or suit was brought will determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court will deem proper.

7.2. Mandatory Indemnification.

To the extent that a Member, officer, employee or agent of Odyssey has been successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party, or in defense of any claim, issue or matter therein, because he or she is or was a Member, officer, employee or agent of Odyssey, Odyssey will indemnify the Member, employee or agent against reasonable expenses incurred by him or her in connection therewith.

7.3 Advance for Expenses.

The Corporation will pay for or reimburse the reasonable expenses incurred by a Member, officer, employee or agent of Odyssey who is a party to a proceeding in advance of final disposition of the proceeding if (i) he or she furnishes Odyssey written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 7.1 of this Article 7, and (ii) he or she furnishes Odyssey a written undertaking, executed personally or on his or her behalf, to repay any advances if it is ultimately determined that he or she is not entitled to indemnification. The undertaking required by this section must be an unlimited general obligation but need not be secured and may be accepted without reference to financial ability to make repayment.

7.4. Court-Ordered Indemnification and Advances for Expenses.

A Member, officer, employee or agent of Odyssey who is a party to a proceeding may apply for indemnification or advances for expenses to the court conducting the proceeding or to another court of competent jurisdiction.

7.5 Determination of Indemnification.

Except as provided in Section 7.2 hereof and except as may be ordered by the court, Odyssey may not indemnify a Member, officer, employee or agent under Section A unless authorized thereunder and a determination has been made in the specific case that indemnification of the Member, officer, employee or agent is permissible in the circumstances because he or she has met the standard of conduct set forth in Section 7.1 (a). The determination will be made

- (a) by Odyssey Board by majority vote of a quorum consisting of Members not at the time parties to the proceedings;
- (b) if a quorum cannot be obtained, by majority vote of a committee duly designated by Odyssey Board (in which designation Members who are parties may participate), consisting solely of two or more Members not at the time parties to the proceeding;
- (c) by special legal counsel
 - i. selected by Odyssey Board or its committee in the manner prescribed in paragraph (a) or (b) of this section; or

- ii. if a quorum of Odyssey Board cannot be obtained and a committee cannot be designated or selected by majority vote of the full Corporation Board (in which selection Members who are parties may participate).

7.6. Authorization of Indemnification.

Authorization of indemnification or determination of an obligation to indemnify and evaluation as to the reasonableness of expenses will be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses will be made by those entitled under subsection 7.5(c) to select counsel.

7.7. Other Rights.

The indemnification and advancement of expenses provided by or granted pursuant to this Article 7 will not be deemed exclusive of any other rights, in respect of indemnification or otherwise, to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, resolution, agreement or contract either specifically or in general terms approved by the affirmative vote of a majority of Odyssey Board taken at a meeting the notice of which specified that such bylaw, resolution or agreement would be placed before Odyssey Board, both as to action by a Member, trustee, officer, employee or agent in his or her official capacity and as to action in another capacity while holding such office or position; except that no such other rights, in respect to indemnification or otherwise, may be provided or granted to a Member, trustee, officer, employee or agent pursuant to this Article 7 by Odyssey for liability for (i) any appropriation, in violation of his or her duties, of any business opportunity of Odyssey; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the types of liability set forth in Section 14-2-832 of the Georgia Business Corporation Code dealing with illegal or unauthorized distributions of corporate assets, whether as dividends or in liquidation of Odyssey or otherwise; or (iv) any transaction from which the Member derived an improper material tangible personal benefit.

7.8. Insurance.

The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Member, officer, employee or agent of Odyssey or who, while a Member, officer, employee or agent of Odyssey, is or was serving at the request of Odyssey as a Member, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against liability asserted against or incurred by him or her in that capacity or arising from his or her status as a Member, officer, employee or agent whether or not Odyssey would have power to indemnify him or her against the same liability under this Article 7.

7.9. Continuation of Expenses.

The indemnification and advancement of expenses provided by or granted pursuant to this Article 7 will continue as to a person who has ceased to be a Member, trustee, officer, employee or agent and will inure to the benefit of the heirs, executors and administrators of such a person.

**ARTICLE VIII:
CODE PROVISIONS INCORPORATED**

8.1. Procedures Where Board Members have Conflicting Interest in Transaction.

The provisions of the Code and of the Rules of the State Board of Education relating to the procedures to be applied where a Board Member has a conflicting interest in a transaction involving Odyssey, are adopted by Odyssey by this reference as a bylaw of Odyssey.

8.2. Sales of Assets Outside Regular Course of Business.

The provisions of the Code relating to the sale of all, or substantially all of the assets of Odyssey outside the regular course of business, are adopted by Odyssey by this reference, as a bylaw of Odyssey.

8.3. Records to be Kept; Right of Inspection.

The provisions of the Code relating to the records of Odyssey are adopted by Odyssey by this reference, as a bylaw of Odyssey. The Board or the Membership may adopt any needful rules or regulation necessary to implement these provisions.

**ARTICLE IX:
AMENDMENTS**

9.1. Amendments to Articles of Incorporation.

Any change in the articles of incorporation of Odyssey is not adopted unless the following has occurred:

(1) Each proposal is submitted to the Board as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the Board' reasons for their recommendation. The Board may condition its recommendation with any reasonable stipulations the Board deems appropriate.

(2) After issuing its proposal, the Board will vote on the proposed change to the articles of incorporation and a majority vote will be required to effectuate such a change.

(3) The minutes of the meeting will contain the vote of the Board and any discussion surrounding the vote.

(4) Once adopted, no change is effective until it is filed with the Georgia Secretary of State as required by the Code.

9.2. Amendments to Bylaws.

Any change in these bylaws is not adopted unless the following has occurred:

(1) Each proposal is submitted to the Board as to whether the proposal should be adopted, be adopted with amendments, or be rejected, and the Board' reasons for their recommendation. The Board may condition its recommendation with any reasonable stipulations it deems appropriate.

(2) After issuing its proposal, the Board will vote on the proposed change to these bylaws and a simple majority vote will be required to effectuate such a change.

(3) The minutes of the meeting will contain the vote of the Board and any discussion surrounding the vote.

(4) Once adopted, any change to these bylaws is immediately effective, unless some later date is designated in the proposal.

ARTICLE X:
SEAL

10.1 Use and Custody.

The seal of the corporation will be in such form as the Board may from time to time determine. In the signature of the corporation followed by the word "Seal" enclosed in parentheses or scroll, will be deemed the seal of the corporation. The seal will be in the custody of the President and affixed by him or her on appropriate papers. The seal may also be used by the Vice-President, CFO, and Secretary as warranted to carry out their duties.

ARTICLE XI
CODE SECTION 501(c)(3) TAX EXEMPTION

11.1 Limitations on Activities. No substantial part of the activities of this Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided by Code Section 501(h), and this Corporation will not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate of public office.

11.2 Prohibition Against Private Instrument. No part of the net earnings of this Corporation will inure to the benefit of, or be distributable to, its Members, officers, or other private persons, except that Odyssey will be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

11.3 Distribution of Assets. Upon dissolution of Odyssey's affairs, the Board will, after paying or making provision for the payment of all liabilities of Odyssey, distribute, transfer, convey, deliver and pay over any of the assets of Odyssey received and held by Odyssey subject to limitations permitting the use only for charitable, educational and similar purposes to any other organization which qualifies to preserve Odyssey's nonprofit tax status under the Code and the Georgia Nonprofit Corporation Code, provided. Any such assets not so disposed of will be disposed of by a court of competent jurisdiction for the county in which the principal office of Odyssey is located, exclusively for such purposes or to such organization or organizations as said Court will determine which are organized and operated for charitable, educational or similar purposes.

Signatures to follow text of bylaws:

I hereby certify that the foregoing Bylaws were duly adopted by the ***Community Education Association, Inc. DBA Odyssey Charter School*** as of August 26, 2015 and that they fully replace any previously approved versions of ***Community Education Association, Inc.*** bylaws and their subsequent amendments. All bylaws and bylaw amendments prior to August 26, 2015 are null and void and have been replaced by this document as of August 26, 2015.

Governing Board Members of ***Community Education Association, Inc.***

Signature

Printed Name/ Title

Date

STATE OF GEORGIA, COUNTY OF _____:

On this day, the aforementioned signatories of this document personally appeared before me and are known to be the person(s) described in and who executed the within and foregoing instrument, and acknowledged that he/she signed the same as his/her voluntary act and deed, for the uses and purposes therein mentioned.

This _____ day of _____, _____

Sworn to and subscribed before me
On the above indicated date:

Notary Signature

Printed Name of Notary

Notary Public Seal, State of Georgia

Commission Expires

Exhibit A to Odyssey Charter School Bylaws

O.C.G.A. § 50-14-1

GEORGIA CODE
Copyright 2015 by The State of Georgia
All rights reserved.

*** Current Through the 2015 Regular Session ***

TITLE 50. STATE GOVERNMENT CHAPTER 14. OPEN AND PUBLIC MEETINGS

O.C.G.A. § 50-14-1 (2015)

§ 50-14-1. Meetings to be open to public; limitation on action to contest agency action; recording; notice of time and place; access to minutes; telecommunications conferences

(a) As used in this chapter, the term:

(1) "Agency" means:

(A) Every state department, agency, board, bureau, office, commission, public corporation, and authority;

(B) Every county, municipal corporation, school district, or other political subdivision of this state;

(C) Every department, agency, board, bureau, office, commission, authority, or similar body of each such county, municipal corporation, or other political subdivision of the state;

(D) Every city, county, regional, or other authority established pursuant to the laws of this state; and

(E) Any nonprofit organization to which there is a direct allocation of tax funds made by the governing body of any agency as defined in this paragraph which constitutes more than 33 1/3 percent of the funds from all sources of such organization; provided, however, that this subparagraph shall not include hospitals, nursing homes, dispensers of pharmaceutical products, or any other type organization, person, or firm furnishing medical or health services to a citizen for which they receive reimbursement from the state whether directly or indirectly; nor shall this term include a subagency or affiliate of such a nonprofit organization from or through which the allocation of tax funds is made.

(2) "Executive session" means a portion of a meeting lawfully closed to the public.

(3) (A) "Meeting" means:

(i) The gathering of a quorum of the members of the governing body of an agency at which any official business, policy, or public matter of the agency is formulated, presented, discussed, or voted upon; or

(ii) The gathering of a quorum of any committee of the members of the governing body of an agency or a quorum of any committee created by the governing body at which any official business, policy, or public matter of the committee is formulated, presented, discussed, or voted upon.

(B) "Meeting" shall not include:

(i) The gathering of a quorum of the members of a governing body or committee for the purpose of making inspections of physical facilities or property under the jurisdiction of such agency at which no other official business of the agency is to be discussed or official action is to be taken;

(ii) The gathering of a quorum of the members of a governing body or committee for the purpose of attending state-wide, multijurisdictional, or regional meetings to participate in seminars or courses of training on matters related to the purpose of the agency or to receive or discuss information on matters related to the purpose of the agency at which no official action is to be taken by the members;

(iii) The gathering of a quorum of the members of a governing body or committee for the purpose of meeting with officials of the legislative or executive branches of the state or federal government at state or federal offices and at which no official action is to be taken by the members;

(iv) The gathering of a quorum of the members of a governing body of an agency for the purpose of traveling to a meeting or gathering as otherwise authorized by this subsection so long as no official business, policy, or public matter is formulated, presented, discussed, or voted upon by the quorum; or

(v) The gathering of a quorum of the members of a governing body of an agency at social, ceremonial, civic, or religious events so long as no official business, policy, or public matter is formulated, presented, discussed, or voted upon by the quorum.

This subparagraph's exclusions from the definition of the term "meeting" shall not apply if it is shown that the primary purpose of the gathering or gatherings is to evade or avoid the requirements for conducting a meeting while discussing or conducting official business.

(b) (1) Except as otherwise provided by law, all meetings shall be open to the public. All votes at any meeting shall be taken in public after due notice of the meeting and compliance with the posting and agenda requirements of this chapter.

(2) Any resolution, rule, regulation, ordinance, or other official action of an agency adopted, taken, or made at a meeting which is not open to the public as required by this chapter shall not be binding. Any action contesting a resolution, rule, regulation, ordinance, or other formal action of an agency based on an alleged violation of this provision shall be commenced within 90 days of the date such contested action was taken or, if the meeting was held in a manner not permitted by law, within 90 days from the date the party alleging the violation knew or should have known about the alleged violation so long as such date is not more than six months after the date the contested action was taken.

(3) Notwithstanding the provisions of paragraph (2) of this subsection, any action under this chapter contesting a zoning decision of a local governing authority shall be commenced within the time allowed by law for appeal of such zoning decision.

(c) The public at all times shall be afforded access to meetings declared open to the public pursuant to subsection (b) of this Code section. Visual and sound recording during open meetings shall be permitted.

(d) (1) Every agency subject to this chapter shall prescribe the time, place, and dates of regular meetings of the agency. Such information shall be available to the general public and a notice containing such information shall be posted at least one week in advance and maintained in a conspicuous place available to the public at the regular place of an agency or committee meeting subject to this chapter as well as on the agency's website, if any. Meetings shall be held in accordance with a regular schedule, but nothing in this subsection shall preclude an agency from canceling or postponing any regularly scheduled meeting.

(2) For any meeting, other than a regularly scheduled meeting of the agency for which notice has already been provided pursuant to this chapter, written or oral notice shall be given at least 24 hours in advance of the meeting to the legal organ in which notices of sheriff's sales are published in the county where regular meetings are held or at the option of the agency to a newspaper having a general circulation in such county at least equal to that of the legal organ; provided, however, that, in counties where the legal organ is published less often than four times weekly, sufficient notice shall be the posting of a written notice for at least 24 hours at the place of regular meetings and, upon written request from any local broadcast or print media outlet whose place of business and physical facilities are located in the county, notice by telephone, facsimile, or e-mail to that requesting media outlet at least 24 hours in advance of the called meeting. Whenever notice is given to a legal organ or other newspaper, that publication shall immediately or as soon as practicable make the information available upon inquiry to any member of the public. Upon written request from any local broadcast or print media outlet, a copy of the meeting's agenda shall be provided by facsimile, e-mail, or mail through a self-addressed, stamped envelope provided by the requestor.

(3) When special circumstances occur and are so declared by an agency, that agency may hold a meeting with less than 24 hours' notice upon giving such notice of the meeting and subjects expected to be considered at the meeting as is reasonable under the circumstances, including notice to the county legal organ or a newspaper having a general circulation in the county at least equal to that of the legal organ, in which event the reason for holding the meeting within 24 hours and the nature of the notice shall be recorded in the minutes. Such reasonable notice shall also include, upon written request within the previous calendar year from any local broadcast or print media outlet whose place of business and physical facilities are located in the county, notice by telephone, facsimile, or e-mail to that requesting media outlet.

(e) (1) Prior to any meeting, the agency or committee holding such meeting shall make available an agenda of all matters expected to come before the agency or committee at such meeting. The agenda shall be available upon request and shall be posted at the meeting site as far in advance of the meeting as reasonably possible, but shall not be required to be available more than two weeks prior to the meeting and shall be posted, at a minimum, at some time during the two-week period immediately prior to the meeting. Failure to include on the agenda an item which becomes necessary to address during the course of a meeting shall not preclude considering and acting upon such item.

(2) (A) A summary of the subjects acted on and those members present at a meeting of any agency shall be written and made available to the public for inspection within two business days of the adjournment of a meeting.

(B) The regular minutes of a meeting subject to this chapter shall be promptly recorded

and such records shall be open to public inspection once approved as official by the agency or its committee, but in no case later than immediately following its next regular meeting; provided, however, that nothing contained in this chapter shall prohibit the earlier release of minutes, whether approved by the agency or not. Such minutes shall, at a minimum, include the names of the members present at the meeting, a description of each motion or other proposal made, the identity of the persons making and seconding the motion or other proposal, and a record of all votes. The name of each person voting for or against a proposal shall be recorded. It shall be presumed that the action taken was approved by each person in attendance unless the minutes reflect the name of the persons voting against the proposal or abstaining.

(C) Minutes of executive sessions shall also be recorded but shall not be open to the public. Such minutes shall specify each issue discussed in executive session by the agency or committee. In the case of executive sessions where matters subject to the attorney-client privilege are discussed, the fact that an attorney-client discussion occurred and its subject shall be identified, but the substance of the discussion need not be recorded and shall not be identified in the minutes. Such minutes shall be kept and preserved for in camera inspection by an appropriate court should a dispute arise as to the propriety of any executive session.

(f) An agency with state-wide jurisdiction or committee of such an agency shall be authorized to conduct meetings by teleconference, provided that any such meeting is conducted in compliance with this chapter.

(g) Under circumstances necessitated by emergency conditions involving public safety or the preservation of property or public services, agencies or committees thereof not otherwise permitted by subsection (f) of this Code section to conduct meetings by teleconference may meet by means of teleconference so long as the notice required by this chapter is provided and means are afforded for the public to have simultaneous access to the teleconference meeting. On any other occasion of the meeting of an agency or committee thereof, and so long as a quorum is present in person, a member may participate by teleconference if necessary due to reasons of health or absence from the jurisdiction so long as the other requirements of this chapter are met. Absent emergency conditions or the written opinion of a physician or other health professional that reasons of health prevent a member's physical presence, no member shall participate by teleconference pursuant to this subsection more than twice in one calendar year.

HISTORY: Code 1981, § 50-14-1, enacted by Ga. L. 1988, p. 235, § 1; Ga. L. 1992, p. 1061, §§ 1, 2; Ga. L. 1993, p. 784, § 1; Ga. L. 1999, p. 549, §§ 1, 2; Ga. L. 2012, p. 218, § 1/ HB 397.

Exhibit B to Odyssey Charter School Bylaws

O.C.G.A. § 50-18-70

GEORGIA CODE
Copyright 2015 by The State of Georgia
All rights reserved.

*** Current Through the 2015 Regular Session ***

TITLE 50. STATE GOVERNMENT
CHAPTER 18. STATE PRINTING AND DOCUMENTS
ARTICLE 4. INSPECTION OF PUBLIC RECORDS

O.C.G.A. § 50-18-70 (2015)

§ 50-18-70. Legislative intent; definitions

(a) The General Assembly finds and declares that the strong public policy of this state is in favor of open government; that open government is essential to a free, open, and democratic society; and that public access to public records should be encouraged to foster confidence in government and so that the public can evaluate the expenditure of public funds and the efficient and proper functioning of its institutions. The General Assembly further finds and declares that there is a strong presumption that public records should be made available for public inspection without delay. This article shall be broadly construed to allow the inspection of governmental records. The exceptions set forth in this article, together with any other exception located elsewhere in the Code, shall be interpreted narrowly to exclude only those portions of records addressed by such exception.

(b) As used in this article, the term:

(1) "Agency" shall have the same meaning as in Code Section 50-14-1 and shall additionally include any association, corporation, or other similar organization that has a membership or ownership body composed primarily of counties, municipal corporations, or school districts of this state, their officers, or any combination thereof and derives more than 33 1/3 percent of its general operating budget from payments from such political subdivisions.

(2) "Public record" means all documents, papers, letters, maps, books, tapes, photographs, computer based or generated information, data, data fields, or similar material prepared and maintained or received by an agency or by a private person or entity in the performance of a service or function for or on behalf of an agency or when such documents have been transferred to a private person or entity by an agency for storage or future governmental use.

HISTORY: Ga. L. 1959, p. 88, § 1; Code 1981, § 50-18-70; Ga. L. 1982, p. 1789, § 1; Ga. L. 1988, p. 243, § 1; Ga. L. 1992, p. 1061, § 5; Ga. L. 1992, p. 1545, § 1; Ga. L. 1992, p. 2829, § 2; Ga. L. 1993, p. 1394, § 2; Ga. L. 1993, p. 1436, §§ 1, 2; Ga. L. 1994, p. 618, § 1; Ga. L. 1998, p. 128, § 50; Ga. L. 1999, p. 552, §§ 1, 2; Ga. L. 2012, p. 173, § 1-38/HB 665; Ga. L. 2012, p. 218, § 2/HB 397.