BYLAWS

LAST REVISED AND APPROVED
MAY 18, 2022

In addition to the enclosed mentioned bylaws as adopted by the Odyssey Charter School, Inc. Board of Directors, the Board shall adhere to rules, policies, and procedures as outlined in the individual charter school contracts, the Employment Policies Handbook, and all local, state, and federal laws with regards to public charter schools.

FIRST AMENDMENT TO
AMENDED AND RESTATED BYLAWS

OF

ODYSSEY CHARTER SCHOOL, INC.

THIS FIRST AMENDMENT TO AMENDED AND RESTATED BYLAWS ("Amendment"), of Odyssey Charter School, Inc. ("Corporation"), is intended to amend the Amended and Restated Bylaws of the Corporation, which were adopted and effective as of August 23, 2012.

WHEREAS, the Corporation would like to amend its Amended and Restated Bylaws pertaining to quorum.

NOW THERFORE, in consideration of the foregoing premises, the Amended and Restated Bylaws are amended as follows:

1. The "Quorum" subsection Section IV, Operation of Board of Directors, is amended as follows:

   Quorum: ~~A majority of the members of the Board present at a meeting~~ One half (1/2) of the authorized Directors then in the office shall constitute a quorum for the transaction of business. ~~So long as a quorum of the Board is physically present at the meeting,~~ Directors may participate via telephone conference or other interactive electronic technology in the event of extraordinary circumstances as determined by the Board. The telephone or interactive electronic technology must allow for the Director(s) attending the meeting in such manner to hear the Directors and public attending the meeting in person, and for the Directors and public attending the meeting in person to hear the Directors attending electronically. Directors attending the meeting in such manner will be counted as part of quorum. The act of a majority of the Directors present, in person or electronically, at any meeting at which there is a quorum shall be the act of the Board of Directors except where otherwise specifically provided by statutes or by these Bylaws.

2. All other provisions of the Amended and Restated Bylaws will remain the same, and the Amended and Restated Bylaws, as amended hereby, shall remain in full force and effect.

The foregoing First Amendment to Amended and Restated Bylaws of Odyssey Charter School, Inc., was adopted and approved this 18 day of December 2014.

Secretary

Printed Name: Jessicah Nichols

SECOND AMENDMENT TO
AMENDED AND RESTATED BYLAWS

OF

ODYSSEY CHARTER SCHOOL, INC.

THIS SECOND AMENDMENT TO AMENDED AND RESTATED BYLAWS ("Amendment"), of Odyssey Charter School, Inc. ("Corporation"), is intended to amend the Amended and Restated Bylaws of the Corporation, which were adopted and effective as of August 23, 2012, and which were further amended by the First Amendment to Amended and Restated Bylaws, which were adopted and effective December 18, 2014 ("referred to collectively herein as the "Amended and Restated Bylaws").

WHEREAS, the Corporation would like to amend its Amended and Restated Bylaws pertaining to compensation to clarify that expense reimbursement for board members does not constitute compensation; and

WHEREAS, the Corporation would like to amend its Amended and Restated Bylaws relating to quorum, in order to comply with Charter School Grant Program Guidelines adopted by the Florida Department of Education, and effective June 2015.

NOW THERFORE, in consideration of the foregoing premises, the Amended and Restated Bylaws are amended as follows:

1. The "Compensation" subsection Section II, Membership, is amended as follows:

   Compensation: Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving ~~compensation~~ reimbursement for expenses incurred for serving the Corporation as a Director or in any other capacity.

2. The "Quorum" subsection Section IV, Operation of Board of Directors, is amended as follows:

   Quorum: ~~One half (1/2)~~ A majority of the authorized Directors then in the office shall constitute a quorum for the transaction of business. Directors may participate via telephone conference or other interactive electronic technology in the event of extraordinary circumstances as determined by the Board. The telephone or interactive electronic technology must allow for the Director(s) attending the meeting in such manner to hear the Directors and public attending the meeting in person, and for the Directors and public attending the meeting in person to hear the Directors attending electronically. Directors attending the meeting in such manner will be counted as part of quorum. The act of a majority of the Directors present, in person or electronically, at any meeting at which there is a quorum shall be the act of the Board of Directors except where otherwise specifically provided by statutes or by these Bylaws.

3. All other provisions of the Amended and Restated Bylaws will remain the same, and the Amended and Restated Bylaws, as amended hereby, shall remain in full force and effect.

The foregoing Second Amendment to Amended and Restated Bylaws of Odyssey Charter School, Inc., was adopted and approved by a 2/3 majority of a quorum of the Board of Directors of the Corporation, who received notice of this amendment at least seven (7) days prior to their vote, this 22nd day of July 2015.

Leslie Maloney, President

THIRD AMENDMENT TO
AMENDED AND RESTATED BYLAWS

OF

ODYSSEY CHARTER SCHOOL, INC.

THIS THIRD AMENDMENT TO AMENDED AND RESTATED BYLAWS ("Amendment"), of Odyssey Charter School, Inc. ("Corporation"), is intended to amend the Amended and Restated Bylaws of the Corporation, which were adopted and effective as of August 23, 2012, and which were further amended by the First Amendment to Amended and Restated Bylaws, which were adopted and effective December 18, 2014, and the Second Amendment to Amended and Restated Bylaws, which were adopted and effective July 22, 2015 ("referred to collectively herein as the "Amended and Restated Bylaws").

WHEREAS, the Corporation would like to amend its Amended and Restated Bylaws pertaining to the annual meeting of the Board.

NOW THERFORE, in consideration of the foregoing premises, the Amended and Restated Bylaws are amended as follows:

1. Section 4.a., pertaining to the "Annual Meeting" of the Board of Directors, is amended as follows:

   Annual Meeting: The annual meeting of the Board shall be held on the ~~last Thursday~~ third Wednesday of January of each year at a location designated by the Board, and is open and accessible to the public.

2. All other provisions of the Amended and Restated Bylaws will remain the same, and the Amended and Restated Bylaws, as amended hereby, shall remain in full force and effect.

   The foregoing Third Amendment to Amended and Restated Bylaws of Odyssey Charter School, Inc., was adopted and approved by a 2/3 majority of a quorum of the Board of Directors of the Corporation, who received notice of this amendment at least seven (7) days prior to their vote, this 18th day of May 2022.

Leslie Maloney, President

AMENDED AND RESTATED
BYLAWS
FOR
ODYSSEY CHARTER SCHOOL, INC.
(A Not-for-Profit Corporation)

SECTION 1
NAME, ADDRESS, PURPOSE, AND LIMITATIONS

Name: The name of the corporation is the Odyssey Charter School, Inc., hereinafter referred to as the "Corporation." The Corporation is located within the County of Brevard, Florida. The mailing address of the Corporation is 1755 Eldron Blvd. S.E., Palm Bay, Florida, 32909.

Purpose: The Corporation has been organized exclusively or charitable, educational, literary and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.
The Corporation shall distribute the whole or any part of its income exclusively for such purposes, either directly or by contributions to other educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and the Regulations issued pursuant thereto (the "Code"), as they now exist or as they may hereafter be amended.

Limitations: The following are limitations on the activities, purposes and organization of the Corporation:

a. The Corporation is not organized for and is not to be operated for pecuniary gain or profit.

b. No part of the property of the Corporation and no past of its income or earnings are to accrue to the benefit of any Director or other private individual.

c. The Corporation is prohibited from engaging in any activity contrary to the purposes for which the Corporation is organized.

SECTION 2
MEMBERSHIP

Qualifications for Board of Directors Membership: Qualifications for general membership shall be based upon each individual's ability to serve the board by volunteering time, professional skills, and other abilities deemed important to the board. All Directors shall be elected to the Board (whether due to term expiration or other vacancy) by a majority vote of the current Board of Directors, whether or not the remaining members constitutes a quorum. All members of the Board of Director's shall have fingerprint and background checks conducted and must be free from any legal restrictions that may prevent them from serving on the Board, as required by Florida Law. Board Members must also agree to sign a Board Member Profile agreement that outlines the responsibilities of Directors. All Members of the Board of Directors shall have the right to vote on any issue, except those that may present a conflict of interest, in which event the Director must disclose his or her interest to the Board and must abstain from engaging in any deliberations or discussions and voting. All conflicts of interest shall be handled in accordance with Board policy.

Qualifications for Advisory Board Membership: Qualifications for advisory board membership shall be determined from time to time by the Board of Directors. The Board may establish separate qualifications for individuals, based upon the needs of the Board. Advisory Board members shall have no right to vote and shall bear no fiduciary responsibility or authority for the conduct of the Corporation. The Board of Director's shall appoint as many advisory board members as needed to meet the needs of the school and corporation. Advisory board members shall be appointed at any regular or special board meeting with seven (7) days public notice and may be removed from membership for any reason by a majority vote of the Board of Director's at any regular or special meeting with seven (7) days public notice.

Committees: The Board may, by resolution, establish standing committees and special committees of the Board. Unless otherwise specified by resolution of the Board or these Bylaws, the President shall annually appoint the members and the chairmen of the standing committees and shall fill vacancies on any standing committee. Appointments by the President shall be made at the annual meeting of the Board. In addition, the President may, if so authorized by the Board, appoint the members and chairmen of such special committees as the Board may create, which members and chairmen may include persons who are not members of the Board. All committee appointments and chairman appointments must be approved by the Board.

Eligibility: Any eligible person may become a member of the Corporation in the manner and form prescribed by the Board of Directors. The Board of Directors shall have the right to refuse an application for any person for any reason for which to them shall seem sufficient, provided that such a refusal be by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present. Notwithstanding the forgoing, the Board of Directors shall not have the right to refuse any application for any reason based on a reason relating to discrimination.

Authority: All powers of the Corporation shall be exercised by and under the authority of the Board, and the property, business and affairs of the Corporation shall be managed under the Board's direction. Except as specifically set forth to the contrary herein, the Board may not take any action except upon the approval thereof by the affirmative vote of a majority of the Board present at a meeting at which a quorum is present.

Resignation or Removal: A Director of the Corporation may resign at any time by tendering his or her resignation in writing to the Corporation, which resignation shall become effective upon the date specified therein, or if no date is specified, upon receipt by the Corporation at its principal place of business. The Board, by a majority vote, may remove, with or without cause, any Director.

Compensation: Directors will not receive compensation for services rendered in their capacities as Directors. However, nothing herein contained shall be construed to preclude any Director from receiving reimbursement for expenses incurred for serving the Corporation as a Director or in any other capacity. *(Paragraph Amended - July 22, 2015)*

SECTION 3
COMPOSITION OF BOARD OF DIRECTORS

Number: The Board shall be composed of an odd number of members, not less than three (3) Directors or more than nine (9) Directors. The number of Directors shall be determined from time to time by the Board.

Term: Each Director shall serve for an initial term of one (1) year. Directors may be re-elected for additional term(s) approved by the Board.

Requirement to Attend Meetings: If any Director fails to attend three (3) consecutive meetings without sufficient cause (as determined by the President), the Director shall be requested to give explanation. If excessive absences, whether or not consecutive, continue without satisfactory cause, then the President in his discretion may declare the position vacant. If a member of the Board of Directors is unable to attend a Board of Directors' meeting, the members should give notice to the Corporation's principal office.

SECTION 4
OPERATION OF BOARD OF DIRECTORS

Meetings:

a. Annual Meeting: The annual meeting of the Board shall be held on the third Wednesday of January of each year at the Corporation's address, unless the President, or the Board by resolution, provide for a different time and place for the holding of such annual meetings. *(Paragraph Amended – May 18, 2022)*

b. Special Meetings: Special meetings of the Board may be called at any time by the President of the Corporation. Further, special meetings of the Board must be called by the President within fourteen (14) days of receipt of a written request of any two (2) or more Directors. Written notice of special meetings shall be given to each Director not less than two (2) days prior to such meeting or as soon as possible in the event of an emergency. The notice shall set forth the time, place and purpose of the meeting.

c. Regular Meetings: The Board of Directors shall hold a minimum of four (4) regular meetings in each calendar year on such dates as may be called by the President or any three (3) members of the Board of Directors. Four (4) meetings per year must be held in a location that is convenient to stakeholders. Reasonable notice of time and location of the meeting shall be given to all members of the Board.

d. Work Sessions: Work sessions may be called by the President or a majority of Board members for the purpose of discussing Corporation matters. Work sessions shall be for the purpose of general discussion and no formal action shall be taken.

Notice: Reasonable notice of all meetings and work sessions shall be provided to all Board members. Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Director or officer, it shall not be construed to require personal notice;

rather, such notice may be given, unless otherwise required by these Bylaws, either personally or by depositing the same in a post office box in a postpaid envelope or by electronic transmission, in either case addressed to such Director or officer at his address as the same appears in the records of the Corporation; and three (3) days after the same shall be so mailed or delivered to the Director or officer shall be deemed to be the time of the giving of such notice.

Waiver of Notice: Whenever by law, the Articles of Incorporation or these Bylaws notice is required to be given to any Director or officer, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be equivalent to the giving of such notice. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened.

Jurisdiction: The Board of Directors shall have control and jurisdiction over the affairs and property of the Corporation, subject to the Articles of Incorporation and these Bylaws. Subject to the Articles of incorporation of the Corporation, the laws of the State of Florida and the United States of America, the Board of Directors is authorized to adopt such policies, rules and regulations as may be necessary and appropriate to implement the provisions of these Bylaws to achieve the purpose and goals of the Corporation. The Board of Directors is authorized to take such other action as may be required by the laws of the State of Florida and the United States of America; or as may be directed by a court of competent jurisdiction. It shall be the duty of the Board of Directors to evaluate the progress of the Corporation and to ensure that the policies, rules and regulations of the Corporation are properly implemented.

Quorum: A majority of the authorized Directors then in the office shall constitute a quorum for the transaction of business. Directors may participate via telephone conference or other interactive electronic technology in the event of extraordinary circumstances as determined by the Board. The telephone or interactive electronic technology must allow for the Director(s) attending the meeting in such manner to hear the Directors and public attending the meeting in person, and for the Directors and public attending the meeting in person to hear the Directors attending electronically. Directors attending the meeting in such manner will be counted as part of quorum. The act of a majority of the Directors present, in person or electronically, at any meeting at which there is a quorum shall be the act of the Board of Directors except where otherwise specifically provided by statutes or by these Bylaws. *(Paragraph Amended - July 22, 2015)*

Fiscal Year: The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

SECTION 5
OFFICERS

Selection: The officers described in this section shall be elected by majority vote by a duly constituted quorum of the Board of Directors at the Corporation's Annual Meeting. Officers' terms shall commence immediately following the Annual Meeting. All Officers must be members of the Board of Directors. A Director may serve as more than one officer.

Composition: The officers of the Corporation shall be elected from and by the Board of Directors and shall include the following positions at a minimum: President, Vice President, Secretary and Treasurer. The terms of office of these officer positions shall be for a minimum of one (1) year, not to exceed three (3) years.

President: The President shall be the principal officer of the Corporation and, subject to the control of the Board, shall in general supervise the business and affairs of the Corporation. The President shall act as a duly authorized representative of the Board and the Corporation in all matters in which the Board has not formally designated some other person to act. The President may sign, upon authorization by the Board, deeds, mortgages, bonds, contracts or other instruments which the Board has authority to execute, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

Vice President: The Vice-President shall act in the place and stead of the President in the event of the President's absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

Secretary: The Secretary shall keep or cause to be kept all of the records of the Corporation, record or cause to be recorded the minutes of the meetings of the Board, send out or cause to be sent out all notices of meetings of the Board and all Committees, attest to the seal of the Corporation where necessary or required, and keep or cause to be kept a register of the names and addresses of each Director. The Secretary shall perform such other duties as may be prescribed by the Board.

Treasurer: The Treasurer shall insure or cause to be insured that a true and accurate accounting of the financial transactions of the Corporation is made and that such accounting is presented to and made available to the Board. The Treasurer shall perform such other duties as may be prescribed by the Board.

Other Officers: Other officers elected by the Board shall have such duties and responsibilities as the Board deems advisable.

Vacancy: Any vacancy occurring in the officers may be filled by a majority vote of the Board of Directors present at any meeting of the Board of Directors at which there shall be a quorum present.

School Principal: The School Principal or his designee shall consult with the President, or other Board Members as needed on school business and shall report to the Board of Directors in all related matters.

SECTION 6
INDEMNIFICATION

Generally: To the extent permitted by law, the Corporation shall indemnify its past or present Directors, and their heirs, executors and administrators, against any and all expenses actually and necessarily incurred by them in the defense or settlement of any actual or threatened action, suit or proceeding in which they, or any of them are made a party, by reason of their being or having been a Director or officer of the Corporation.

Insurance: The Corporation shall purchase and maintain a Director and Officer Liability Policy insuring the Corporation and its individual Directors and Officers against the costs of defending a claim or paying a settlement or decisions.

Non-exclusive: The right of the Director to indemnification by the Corporation shall be in addition to, and not exclusive of, all other rights of indemnification to which he otherwise may be entitled, including any rights to indemnification under the terms of the Director and Officer Liability Policy.

Committee Members: To the extent that insurance is reasonably available, the Corporation shall extend the same indemnification provided in this section VI to non-Director committee members.

SECTION 7
GENERAL

Gender: The masculine gender is used for convenience and is intended to include feminine gender as well.

Amendment: These Bylaws may be amended, altered or rescinded by a vote of two-thirds of the full membership of the Board provided that Directors have received written notice of the proposed change at least seven (7) days prior to the meeting.