

AMENDED AND RESTATED  
BYLAWS  
  
OF  
  
THE ODYSSEY SCHOOL  
(Revised Effective as of May 17, 2017)

ARTICLE 1

NAME AND OFFICE

The name of the company is The Odyssey School (the “Company”). The principal office of the Company shall be 6550 E. 21st Avenue, Denver, Colorado 80207 or at such other location in the State of Colorado as may be determined by the Board of Directors.

ARTICLE 2

FOUNDATION PURPOSES

Section 1. Purposes. The purposes of the Company, as stated in its Articles of Incorporation, are to operate exclusively for charitable, scientific and education purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Section 2. Mission Statement. To the extent consistent with the requirements of Section 501(c)(3) of the Code, the Company shall, through its staff and other supporting resources, serve to educate certain individuals living in or near Denver, Colorado.

ARTICLE 3

MEMBERS

There are no members of the Company.

ARTICLE 4

ORGANIZATION

Section 1. Organization. The organization of the Company reflects the interests of distinct groups: the children and their families, the school administration, the staff, and the community.

Section 2. School Administration. The Director of School/Executive Director, with assistance from the faculty, will administer and carry out the total program of the school as approved by the Board of Directors and will have the responsibility for the daily operation of the school.

## ARTICLE 5

### BOARD OF DIRECTORS

Section 1. General Powers. The business and affairs of the Company shall be managed under the direction of a full Board of Directors. The Board of Directors shall have full power to act on behalf of the Company as permitted by the statutes of the State of Colorado, the Code, the Articles of Incorporation of the Company filed October 7, 1997, as subsequently amended or restated (the "Articles of Incorporation"), and these Bylaws, as amended from time to time.

Section 2. Composition of the Board of Directors. Unless otherwise provided in the Articles of Incorporation, the Board of Directors shall be composed of the following persons:

1. Three parents or guardians of students (the "Family Directors")
2. Two staff members (the "Staff Directors")
3. A minimum of five and maximum of ten community members (the "Community Directors").

Section 3. Number. Subject to the following section 4, the number of Directors shall not be less than 10 nor more than 15 members.

Section 4. Election, Tenure. The term of Family Directors and Staff Directors shall commence at the beginning of the annual meeting of directors following their election and continue until the beginning of the annual meeting of directors in the third year following their election. Family Directors shall be elected by a plurality of voting parents and guardians of students (hereafter, "family") to succeed any Family Directors whose terms have expired or are expiring. Staff Directors shall be elected by a plurality of voting staff to succeed any Staff Directors whose terms have expired or are expiring. If at any time there should be no family member or no staff member willing to fill a vacant position as Family Director or Staff Director, that position may be left vacant until the next regularly scheduled election of such directors.

Throughout the year at any regularly scheduled Board meeting, Community Directors shall be appointed by the consensus or majority vote by the current Board as set forth in Section 13 of this Article 5, after the Board has sought nominations and input from the school community, to succeed any Community Directors whose terms have expired. Community Directors may be family members or staff, but the Board shall endeavor to have there at all times be at least three Community Directors who are neither family nor staff.

All Directors shall serve three-year terms expiring at the beginning of the annual meeting of directors in the third year of a term, except as otherwise set out in Article 6, section 3 of these Bylaws.

Section 5. Annual Meeting. A regular annual meeting of the Board of Directors shall be held at the meeting where the Board elects its officers for the upcoming year or at a date and time to be determined by the Chair of the Board for the transaction of business as may come before the meeting.

Section 6. Regular Meetings. In addition to the annual meeting, there shall not be less than 6 regular meetings of the Board of Directors, at dates and times to be fixed by the Chair of the Board, provided that at least one meeting will be held every 60 days, with the exception of the summer months when school is not in session, in which no more than 90 days shall pass between meetings.

Section 7. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any five Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place within the City of Denver as the place for holding any special meeting of the Board of Directors called by them.

Section 8. Telephonic and Electronic Meetings. Any meeting of the Board of Directors may be conducted through the use of telephone or any means of electronic communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting. A written record of the meeting shall be kept. Any such meeting held by telephonic or electronic means shall require that a phone or other electronic equipment be placed at the school where member of the public may listen in and hear the meeting.

Section 9. Notice. Notice stating the date, place and hour of any annual or regular meeting of the Board of Directors shall be given not less than ten (10) days nor more than fifty (50) days prior thereto by written notice delivered personally or sent by mail, email or other means to each Director at his or her address as shown by the records of the Company. Notice stating the date, place and hour of any special meeting of the Board of Directors shall be given at least 72 hours prior thereto by written notice delivered personally or sent by mail, email or other means to each Director at his or her address shown by the records of the Company; provided, however, that the notice period may be reduced to 24 hours if the Chair of the Board determines that an emergency requires such shortened notice, and in which event all Directors shall be notified of the meeting by electronic means. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If emailed, such notice shall be deemed to be delivered when sent to the Director's last known email address. Any Director may waive notice of any meeting in writing, as provided by law. The attendance of a Director at any meeting shall constitute a waiver of such notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular meeting or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

The public shall be given notice of all meetings of the Board and of any meeting of a

committee of the Board, at which three or more Directors may be present. The timing and manner of such notice shall comply with the requirements of the applicable provisions of the Colorado Open Meetings Law, or any subsequently enacted legislation containing such requirements.

Section 10. Quorum. A simple majority of the Directors of the Board of Directors then in office shall constitute a quorum for the transaction of business at any meeting. The act of a majority of the members of the Board of Directors then in office and permitted to vote on a matter at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws. Any action required by law to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing, setting forth the actions so taken, shall be signed by a majority of the Directors then in office. Such consent shall have the same force and effect as a unanimous vote or full consensus of the Board.

Section 11. Compensation. Directors, as such, shall not receive any compensation for their services, but by resolution of the Board of Directors they may receive reasonable and necessary expenses, if any, for attendance at each annual, regular or special meeting of the Board of Directors and for conducting official business of the Board of Directors. In no event may any sums or expenses be paid which would constitute self-dealing within the meaning of Section 4941 of the Code.

Section 12. Vacancies. Any vacancy occurring on the Board of Directors and any directorship to be filled by reason of any increase in the number of Directors may be filled by the consensus or majority vote by the Board as set forth in Section 13 of this Article 5, subject to the constituency requirements in Section 2 of this Article 5. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office at which time a successor shall be elected to a new term, as set forth in Section 4 of this Article 5.

Section 13. Decision-Making. Decisions at Board meetings will be made by consensus. When consensus cannot be reached, the issue on which the Board cannot reach agreement will be tabled until the next regularly scheduled or special meeting of the Board. If consensus is not reached at this meeting in a timely manner, then the issue will be decided by majority vote.

Section 14. Role as Directors. Although Family Directors, Staff Directors, and Community Directors are elected to the Board by different means, all serve in the same capacity as Directors, and in casting any vote as a Director, all are expected to vote in the manner they believe to be in the best interest of the Company and its mission, rather than as directed or suggested by any constituency. Notwithstanding the foregoing, it shall not be improper for a Director to convey the concerns or opinions of a constituency to the Board, or to report back to a constituency discussions of the Board, other than discussions held in Executive Session.

Section 15. Recusal of Staff Directors. Staff Directors shall be recused from: (1) attendance at any portion of a meeting conducted in executive session for purposes of discussing a personnel matter; (2) discussion and voting on any matter that involves direct supervision of the Executive Director or other officer of the Company, such as performance evaluations and

setting of bonuses; and (3) voting on, but not from discussing, any matter that directly affects the pay of the Staff Director.

## ARTICLE 6

### BOARD OFFICERS

Section 1. Officers of the Board of Directors. The officers of the Board of Directors shall consist of a Chair, a Past-Chair, a Chair Elect, a Secretary and a Treasurer.

Section 2. Election, Terms and Vacancies of Officers. The officers of the Board of Directors shall be elected at the Board's annual meeting by consensus or a majority vote of all of the members of the Board of Directors then in office from among voting members of the Board as set forth in Section 13 of the Article 5. Such officers shall serve for a term of one year or until their successors have been elected and qualified. Officers may be eligible for re-election. Any vacancy among the officers may be filled at any duly constituted meeting of the Board of Directors.

Section 3. Chair, Chair Elect and Past-Chair. The Chair shall preside at all meetings of the Board of Directors and shall perform the duties customary to that office. The Chair will confer with the Executive Director to establish agendas for Board meetings. The Chair shall propose members of all standing and ad hoc committees of the Board of Directors, subject to ratification by majority vote of the Directors. The Chair Elect and Past-Chair will confer with and assist the Chair with duties. The Chair Elect will be the Board Chair following the term(s) of the Chair. In the absence of the Chair, the Chair Elect shall preside at meetings of the Board of Directors and perform all duties incident to the office of the Chair. Once the Chair's term expires, the Chair shall serve one year as Past-Chair. If a Director's term as Chair or Past-Chair extends beyond the Director's term, the Director's term shall be extended so as to allow the Director to complete their term(s) as Chair and Past-Chair.

Section 4. Secretary. The Secretary shall be responsible for drafting the minutes of meetings of the Board of Directors and for giving all notices required by law or these Bylaws and shall have custody of the corporate records and the seal of the Company. Such person shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board of Directors.

Section 5. Treasurer. The Treasurer is responsible for seeing that an accurate account of all receipts and disbursements occurs and shall present a report at the Board Meetings. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall receive, deposit, or disburse the same under the direction of the Board; provided, however, that the Board may appoint a custodian or depository for any such funds or securities. The Board may designate those persons upon whose signature or authority such funds may be disbursed or transferred. The Treasurer shall be the chairperson of the Board's Finance Committee. The Treasurer shall perform all other duties incident to the office of Treasurer, including supervising any independent audit of the Company's books and records and the fiscal activities of the Director of School.

## ARTICLE 7

### OFFICERS AND ADMINISTRATION

Section 1. Executive Director and Other Officers. The Director of School will serve as the Executive Director of the Company, who shall be the Chief Executive Officer of the Company. The Board of Directors shall appoint the Chief Executive of the Company. The Board of Directors may appoint such other administrative officers as it shall deem desirable upon recommendation of the Executive Director. Such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election and Terms of Office. The term of office will commence immediately following the appointment and shall continue until the officer resigns, dies, or is removed by action of the Board of Directors. Successors shall be duly elected and qualified. New offices may be created and filled at any meeting of the Board of Directors.

Section 3. Removal. The Executive Director or any officer appointed by the Board of Directors may be removed by the Board of Directors upon the consensus or vote of a majority of the members of the Board as set forth in Section 13 of Article 5 whenever in their judgment the best interest of the Company would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by consensus or a majority of the Board of Directors as set forth in Section 13 of Article 5.

Section 5. Executive Director. The Executive Director shall be the chief executive officer of the Company and shall, in general, supervise and control all of the business affairs of the Company. The Executive Director may sign, with any other proper officer of the Company authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Company; and, in general, in addition to the duties provided below. He or she shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors from time to time. The Executive Director of the Company shall be a non-member participant in meetings of the Board of Directors and also in meetings of the committees of the Board, at request.

In addition to such additional duties as the Board may assign to the Executive Director from time to time, the Executive Director shall:

1. Promptly and effectively execute all resolutions, policies, rules and regulations adopted by the Board of Directors and perform all duties prescribed by the Directors.
2. Formulate and recommend to the Directors policies, programs and plans for educational development.

3. Establish a management organization to carry out effectively the policies of the Company; ensure that the Company is properly staffed with personnel competent to discharge the responsibilities and to carry out said policies effectively; provide adequate opportunities for development and advancement of personnel; supervise the annual budget and be responsible for all fiscal affairs of the Company.
4. Approve or disapprove the policies and procedures of all such administrative officers and administrative committees. He or she may suspend any action taken by such officer or committee which he or she believes to be in conflict with the general policies and procedures of the Company.
5. Serve as the chief spokesperson for, and interpreter of, the Company to its constituencies and take leadership in obtaining support of the Company from all possible sources.
6. Coordinate the hiring of staff and have responsibility for the dismissal of staff.

Section 6. Compensation. Salaries and other compensation of the Executive Director and of any other officers shall be fixed by resolution of the Board of Directors. The Board of Directors may adjust the stated salaries whenever in its judgment the best interests of the Company would be served thereby. The salaries and other compensation of all other employees shall be determined by the Executive Director, but shall be consistent with a budget adopted by the Board of Directors and with any policies, guidelines, or compensation frameworks which may have been adopted by the Board of Directors.

## ARTICLE 8

### COMMITTEES

Section 1. Committees. There shall be a Finance Committee of the Board. The Board of Directors may establish one or more additional committees, which may include an Executive Committee. Such committees do not possess decision-making authority, except that which may be expressly granted them by the Board of Directors from time to time, and will serve to make recommendations to and will report to the Board of Directors. All board committees will have at least two directors as members. Any committee which has not been granted decision-making authority may also have non-Directors as members.

The Board by resolution may establish a separate School Accountability Committee, and the Board shall do so for any period of time during which the composition of the Board does not satisfy the legal requirements for the composition of a School Accountability Committee. For any time during which the Board has not established a separate School Accountability Committee, the Board as a whole shall constitute the School Accountability Committee.

Section 2. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the Board of Directors and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee



by a consensus or a majority vote of all of the Directors of the Board of Directors as set forth in Section 13 of Article 5, or unless such member shall cease to qualify as a member thereof.

Section 3. Chair. The chair of each such committee shall be appointed by the Chair of the Board of Directors.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 5. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules and policies adopted by the Board of Directors. Any committee of the Board may provide for telephone or electronic meetings as set forth in Section 8 of Article 5.

## ARTICLE 9

### CONTRACTS, CHECKS, DEPOSITS, GIFTS, LOANS AND PROXIES

Section 1. Contracts. The Board of Directors may authorize any officer or agent of the Company to enter into any contract necessary or proper to carry out the Company's purposes or execute and deliver any instrument in the name of and on behalf of the Company, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidence of indebtedness issued in the name of the Company shall be signed by such officer or agent of the Company and in such manner as shall from time to time be determined by the Board of Directors.

Section 3. Deposits. All funds of the Company shall be deposited from time to time to the credit of the Company in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Company any contribution, gift, bequest or device for the general purpose or for any special purposes of the Company.

## ARTICLE 10

### BOOKS, RECORDS AND ACCOUNTS

The Company shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and shall keep at the principal office a record giving the names and addresses of the Directors. All books and records of the Company may be inspected by any Director, for any proper purpose at any reasonable time.

The Board shall adopt an Open Records Policy governing inspection of the Company's records by members of the public. The books of account shall be audited annually as of the end of its fiscal year by independent certified public accountants retained by the Company at its expense. As a condition to engagement, the auditors for the Company shall be required to provide their audit report to all members of the Board of Directors not later than 120 days after the close of the preceding fiscal year.

ARTICLE 11

FISCAL YEAR

The fiscal year of the Company shall be from July 1 to June 30 of each year.

ARTICLE 12

SEAL

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Company, the state of incorporation, and the words, "Corporate Seal".

ARTICLE 13

AMENDMENTS

These Bylaws may be altered, amended or repealed upon consensus or two-thirds vote of all of the members of the Board of Directors at any annual meeting of the Board of Directors, without notice, or at any regular meeting or special meeting of the Board of Directors if the notice of such meeting contains a statement of the substance of the proposed amendment.

ARTICLE 14

INDEMNIFICATION

Section 1. Definitions. As used in this Article 14, any work or words defined in Sections 7-129-101 et seq. of the Colorado Revised Nonprofit Corporation Act, as amended from time to time (the "Indemnification Sections"), shall have the same meaning as provided in the Indemnification Sections.

Section 2. Indemnification. The Corporation shall indemnify and advance expenses to a Director, employee or agent of the Corporation in connection with a proceeding to the fullest extent permitted by and in accordance with the Indemnification Sections.

Section 3. Governmental Immunity. Nothing in this Article is meant to waive or otherwise impact any governmental immunity that the School and its employees or agents may have as to any claim.

**CERTIFICATE**

I hereby certify that the foregoing Amended and Restated Bylaws, consisting of twelve pages, including this page, constitute the Bylaws of The Odyssey School, adopted by the Board of Directors of the corporation as of May 17, 2017.



Brenda B. Dickhoner  
Brenda Bausch Dickhoner, Secretary