

**FOURTH AMENDED AND RESTATED BYLAWS
OF
ROCKETSHIP EDUCATION**

DBA ROCKETSHIP PUBLIC SCHOOLS

(A California Nonprofit Public Benefit Corporation)

**Article I
NAME**

Section 1. NAME. The name of this corporation is Rocketship Education (the “Corporation”) doing business as Rocketship Public Schools.

**Article II
PRINCIPAL OFFICE OF THE CORPORATION**

Section 1. PRINCIPAL OFFICE OF THE CORPORATION. The principal office for the transaction of the activities and affairs of the Corporation is 350 Twin Dolphin Drive, Suite 109, Redwood City, State of California. The Corporation’s Board of Directors (the “Board of Directors”) may change the location of the principal office. Any such change of location must be noted by the Secretary on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

Section 2. OTHER OFFICES OF THE CORPORATION. The Board of Directors may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to conduct its activities.

**Article III
GENERAL AND SPECIFIC PURPOSES; LIMITATIONS**

Section 1. GENERAL AND SPECIFIC PURPOSES. The purpose of the Corporation is to manage, operate, guide, direct and promote one or more public charter schools. Also in the context of these purposes, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation.

The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

**Article IV
CONSTRUCTION AND DEFINITIONS**

Section 1. CONSTRUCTION AND DEFINITIONS. Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Public Benefit Corporation Law, Cal Corp. Code Section 5110 (2001) (the “CNPBCL”) shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term “person” includes both a legal entity and a natural person.

**Article V
DEDICATION OF ASSETS**

Section 1. DEDICATION OF ASSETS. The Corporation’s assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of the Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the Corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or association that is organized and operated exclusively for educational, public or charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3) or shall be distributed to the federal government, or to a state or local government, for a public purpose.

**Article VI
CORPORATIONS WITHOUT MEMBERS**

Section 1. CORPORATIONS WITHOUT MEMBERS. The Corporation shall have no members within the meaning of the CNPBCL.

**Article VII
BOARD OF DIRECTORS**

Section 1. GENERAL POWERS. Subject to the provisions and limitations of the CNPBCL and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the Corporation’s activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board of Directors may delegate the management of the Corporation’s activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

Section 2. SPECIFIC POWERS. Without prejudice to the general powers set forth in Article VII, Section 1 of these bylaws, but subject to the same limitations, the Board of Directors shall have the power to:

- a. Appoint and remove, at the pleasure of the Board of Directors, all corporate officers, agents, and employees; prescribe powers and duties for them as are

consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

- b. Change the principal office or the principal business office in California from one location to another; cause the Corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in California for holding any meeting of the Board of Directors.
- c. Borrow money and incur indebtedness on the Corporation's behalf and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use a corporate seal; and alter the forms of the seal and certificates.

Section 3. DESIGNATED DIRECTORS AND TERMS. The authorized number of directors of the Corporation shall be no fewer than three (3) and no more than twenty-five (25), unless changed by amendments to these bylaws. The exact authorized number of directors shall be fixed, within the limits set forth in these bylaws, by the Board of Directors. All directors shall be designated and elected by the existing Board of Directors. All directors are to be designated and elected at a meeting of the Board of Directors.

Section 4. RESTRICTION ON INTERESTED PERSONS AS DIRECTORS. No persons serving on the Board of Directors may be interested persons. An interested person is (a) any person compensated by the Corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. The Board of Directors may adopt other policies circumscribing potential conflicts of interest.

Section 5. DIRECTORS' TERM. Each director shall hold office for a term of two (2) years and until a successor director has been designated and qualified, unless such director is otherwise removed from office in accordance with these bylaws.

Section 6. NOMINATIONS BY COMMITTEE. The Board of Directors may, as it deems appropriate, create a Nominating Committee to assist the Board of Directors in the recruitment, review and nomination of potential new Directors, and to designate qualified candidates for election by the Board of Directors. The Nominating Committee shall be made up of at least two members of the Executive Committee and any additional Directors as the Board of Directors deems appropriate. The Nominating Committee shall work with the Chief Executive Officer and his/her staff to develop criteria for board membership, identify potential candidates for outreach efforts, and develop a recruiting plan for potential candidates. The Nominating Committee shall make a formal recommendation to the full Board of Directors to elect a potential candidate, and the full Board of Directors shall vote on such appointment.

Section 7. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE. If more people have been nominated for director than can be elected, no Corporation funds may be expended to support a nominee for director without the authorization of the Board of Directors.

Section 8. EVENTS CAUSING VACANCIES ON BOARD. A vacancy or vacancies on the Board of Directors shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the Board of Directors of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under Chapter 2, Article 3 of the CNPBCL; (c) the increase of the authorized number of directors; or (d) the failure of the Board of Directors, at any meeting of the Board of Directors at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Section 9. RESIGNATION OF DIRECTORS. Except as provided below, any director may resign by giving written notice to the Chairman of the Board of Directors, or to the Chief Executive Officer, or the Secretary of the Board of Directors. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board of Directors may elect a successor to take office as of the date when the resignation becomes effective.

Section 10. DIRECTOR MAY NOT RESIGN IF NO DIRECTOR REMAINS. Except on notice to the California Attorney General, no director may resign if the Corporation would be left without a duly elected director or directors.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in compliance with the provisions of the Ralph M. Brown Act. (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code) (as amended, the "Brown Act").¹ Any vacancy caused by the removal of a director shall be filled as provided in Section 11 of this Article VII.

Section 12. VACANCIES FILLED BY BOARD. Vacancies on the Board of Directors may be filled by approval of the Board of Directors or, if the number of directors then in office is less than a quorum, by (a) the unanimous consent of the directors then in office, (b) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with CNPBCL Section 5211, or (c) a sole remaining director.

Section 13. NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires unless the reduction also explicitly provides for the removal of that specified director in accordance with these bylaws and the CNPBCL.

¹ Rocketship Education Inc. shall operate under the terms of the Brown Act whenever it is considered to be a public agency by virtue of operating one or more California public charter schools.

Section 14. PLACE OF BOARD OF DIRECTORS MEETINGS. Meetings shall be held within the physical boundaries of the county in which the greatest number of pupils enrolled in those charter schools managed by the Corporation reside. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Brown Act. The Corporation and its Board shall comply with Education Code Section 47604.1.

Section 15. MEETINGS; ANNUAL MEETINGS. All meetings of the Board of Directors and its committees shall be called, noticed, and held in compliance with the applicable provisions of the Brown Act and the Tennessee Open Meetings Law. All approved Board meeting minutes shall be posted on the Corporation's website.

The Board of Directors shall meet no less than annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as may be specified by resolution of the Board of Directors.

Section 16. REGULAR MEETINGS. Regular meetings of the Board of Directors, including annual meetings, shall be held at such times and places as may from time to time be fixed by the Board of Directors. At least 72 hours before a regular meeting, the Board of Directors, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting. The agenda shall also be posted on the Corporation's Internet Web site.

Section 17. SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose may be called at any time by the Chairman of the Board of Directors or a majority of the Board of Directors. If a Chairman of the Board has not been elected then the Chief Executive Officer is authorized to call a special meeting in place of the Chairman of the Board. The party calling a special meeting shall determine the place, date, and time thereof.

Section 18. NOTICE OF SPECIAL MEETINGS. In accordance with the Brown Act, special meetings of the Board of Directors may be held only after twenty-four (24) hours notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty-four (24) hour notice of the special meeting. The Board of Directors shall also adhere to any additional notice requirements pursuant to California open meeting laws applicable to the Corporation.

Section 19. QUORUM. A majority of the directors then in office shall constitute a quorum. All acts or decisions of the Board of Directors will be by majority vote based upon the presence of a quorum. Should there be fewer than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy. The vote or abstention of each Board member present for each action taken shall be publicly reported.

Section 20. TELECONFERENCE MEETINGS. Directors may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with:

- a. At a minimum, a quorum of directors shall participate in the teleconference meeting from locations within the physical boundaries of the county in which the greatest number of pupils in those charter schools managed by the Corporation reside;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the Board of Directors elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a director participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the Board of Directors directly at each teleconference location; and
- f. Members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

Section 21. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any Board of Directors meeting to another time or place. If a meeting is adjourned for more than twenty-four (24) hours, notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

Section 22. COMPENSATION AND REIMBURSEMENT. Directors may not receive compensation for their services as directors or officers, and may only receive such reimbursement of expenses as the Board of Directors may establish by resolution to be just and reasonable as to the Corporation at the time that the resolution is adopted.

Section 23. CREATION OF POWERS OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to committees of the Board of Directors shall be by majority vote of the directors then in office. The Board of Directors may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board of Directors' resolution, except that no committee may:

- a. Take any final action on any matter that, under the CNPBCL, also requires approval of a majority of all directors then in office;
- b. Fill vacancies on the Board of Directors or any committee of the Board;
- c. Amend or repeal these bylaws or adopt new bylaws;

- d. Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or subject to repeal;
- e. Create any other committees of the Board of Directors or appoint the members of committees of the Board;
- f. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- g. Approve any contract or transaction to which the Corporation is a party and in which one or more of its directors has a material financial interest.

Section 24. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees of the Board of Directors shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other Board of Directors' actions, and the Brown Act, if applicable, 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 of Directors' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board of Directors may adopt rules for the governance of any committee as long as the rules are not inconsistent with these bylaws. If the Board of Directors has not adopted rules, the committee may do so.

Section 25. NON-LIABILITY OF DIRECTORS. No Director shall be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 26. COMPLIANCE WITH LAWS GOVERNING STUDENT RECORDS. Rocketship Education, Inc. and its Board of Directors shall comply with all applicable provisions of the Family Education Rights Privacy Act ("FERPA") as set forth in Title 20 of the United States Code Section 1232g and attendant regulations as they may be amended from time to time.

Section 27. COMPLIANCE WITH CONFLICT OF INTEREST LAWS. The Corporation shall comply with Government Code Section 1090 and the Political Reform Act (Govt. Code § 8100 *et seq.*)

Article VIII OFFICERS OF THE CORPORATION

Section 1. OFFICES HELD. The officers of this Corporation shall be a Chairperson of the Board of Directors ("Chairman of the Board" or "Chairman"), a Chief Executive Officer, a Secretary of the Board of Directors ("Secretary"), and a Treasurer of the Board of Directors ("Treasurer"). The Corporation, at the Board's direction, may also appoint one or more Presidents, Vice-Presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article VIII, Section 4, of these bylaws. The officers in addition

to the corporate duties set forth in this Article VIII shall also have administrative duties as set forth in any applicable contract for employment or job specification.

Section 2. DUPLICATION OF OFFICE HOLDERS. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as either the Chief Executive Officer or the Chairman of the Board.

Section 3. ELECTION OF OFFICERS. The Board of Directors shall elect from its own members, a Chairman of the Board, a Secretary, and a Treasurer, who shall serve terms concurrent with their term on the Board of Directors.

Section 4. APPOINTMENT OF OTHER OFFICERS. The Board of Directors may by resolution appoint and authorize the Chairman of the Board, the Chief Executive Officer, or another officer to appoint any other officers that the Corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in the bylaws or established by the Board.

Section 5. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the Board of Directors may remove any officer with or without cause. An officer who was not chosen by the Board of Directors may be removed by any other officer on whom the Board of Directors confers the power of removal.

Section 6. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the Board of Directors. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 7. VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 8. CHAIRMAN OF THE BOARD. The Chairman of the Board shall preside at the Board of Directors' meetings and shall exercise and perform such other powers and duties as the Board of Directors may assign from time to time. If there is no Chief Executive Officer, the Chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the Chief Executive Officer of the Corporation set forth in these bylaws.

Section 9. CHIEF EXECUTIVE OFFICER. Subject to such supervisory powers as the Board of Directors may give to the Chairman of the Board, and subject to the control of the Board of Directors, and subject to Chief Executive Officer's contract of employment, the Chief Executive Officer shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers as fully described in any applicable employment contract, agreement, or job specification.

The Chief Executive Officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The

Chief Executive Officer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the Board of Directors. The books of account shall be open to inspection by any director at all reasonable times.

The Chief Executive Officer shall (a) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the Board of Directors may designate; (b) disburse the Corporation's funds as the Board of Directors may order; (c) render to the Chairman of the Board, and the Board of Directors, when requested, an account of all transactions and of the financial condition of the Corporation; and (d) have such other powers and perform such other duties as the Board, contract, job specification, or the bylaws may require.

Section 10. SECRETARY. The Secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the Board of Directors may direct, the minutes of all meetings, proceedings, and actions of the Board of Directors, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; the names of the directors present at Board of Directors and committee meetings and the vote or abstention of each Board member present for each action taken.

The Secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors, and of committees of the Board of Directors that these bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Section 11. TREASURER. The Treasurer's duties shall include overseeing or causing to be completed (a) audits; (b) federal and state annual information return filings; and (c) corporate filings. The Treasurer shall also exercise and perform such other powers and duties as the Board of Directors may assign from time to time.

Section 12. PRESIDENTS AND VICE-PRESIDENTS. If the Chief Executive Officer is absent or disabled, the Presidents or Vice-Presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a President or Vice-President designated by the Board of Directors, shall perform all duties of the Chief Executive Officer. When so acting, a President or Vice-President shall have all powers of and be subject to all restrictions on the Chief Executive Officer. The Presidents or Vice-Presidents shall have such other powers and perform such other duties as the Board of Directors or the bylaws may require.

Article IX CONTRACTS WITH DIRECTORS

Section 1. CONTRACTS WITH DIRECTORS. The Corporation shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (or any other corporation, firm, association, or other entity in which one or more of the Corporation's directors are directors and have a material financial interest). Pursuant to Education

Code section 47604.1 (effective Jan. 1, 2020), notwithstanding Article 4 (commencing with Section 1090) of Chapter 1 of Division 4 of Title 1 of the Government Code, an employee of a charter school shall not be disqualified from serving as a member of the governing body of the charter school because of that employee's employment status. A member of the governing body of a charter school who is also an employee of the charter school shall abstain from voting on, or influencing or attempting to influence another member of the governing body regarding, all matters uniquely affecting that member's employment.

Article X
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES. The Corporation shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest unless all of the requirements in the Rocketship Education, Inc. Conflict of Interest Code have been fulfilled.

Article XI
LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation 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 the Corporation.

Article XII
INDEMNIFICATION

Section 1. INDEMNIFICATION. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in CNPBCL Section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the Corporation by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in that section of the CNPBCL.

On written request to the Board of Directors by any person seeking indemnification under CNPBCL Section 5238 (b) or Section 5238 (c) the Board of Directors shall promptly decide under CNPBCL Section 5238 (e) whether the applicable standard of conduct set forth in CNPBCL Section 5238 (b) or Section 5238 (c) has been met and, if so, the Board of Directors shall authorize indemnification.

Article XIII
INSURANCE

Section 1. INSURANCE. This Corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

**Article XIV
MAINTENANCE OF CORPORATE RECORDS**

Section 1. MAINTENANCE OF CORPORATE RECORDS. This Corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the Board of Directors and committees of the Board of Directors; and
- c. Such reports and records as required by law.

**Article XV
INSPECTION RIGHTS**

Section 1. DIRECTORS' RIGHT TO INSPECT. Every director shall have the right at any reasonable time to inspect the Corporation's books, records, documents of every kind, physical properties, and the records of each subsidiary as permitted by California and federal law. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents as permitted by California and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with California or federal law (e.g., restrictions on the release of educational records under FERPA) pertaining to access to books, records, and documents.

Section 2. ACCOUNTING RECORDS AND MINUTES. On written demand on the Corporation, any director may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the Board of Directors and committees of the Board of Directors at any reasonable time for a purpose reasonably related to the director's interest as a director. Any such inspection and copying may be made in person or by the director's agent or attorney. This right of inspection extends to the records of any subsidiary of the Corporation.

Section 3. MAINTENANCE AND INSPECTION OF ARTICLES AND BYLAWS. This Corporation shall keep at its principal California office the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the directors at all reasonable times during office hours. If the Corporation has no business office in California, the Secretary shall, on the written request of any director, furnish to that director a copy of the articles of incorporation and bylaws, as amended to the current date.

**Article XVI
REQUIRED REPORTS**

Section 1. ANNUAL REPORTS. The Board of Directors shall cause an annual report to be sent to the Board of Directors (i.e., itself) within 120 days after the end of the Corporation's fiscal year. That report shall contain the following information, in appropriate detail:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- b. The principal changes in assets and liabilities, including trust funds;
- c. The Corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The Corporation's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the Corporation's books and records.

Section 2. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. The Corporation shall comply with Corporations Code section 6322.

Article XVII BYLAW AMENDMENTS

Section 1. BYLAW AMENDMENTS. The Board of Directors may adopt, amend or repeal any of these bylaws by a majority of the directors present at a meeting duly held at which a quorum is present, except that no amendment shall change any provisions of the Charter(s) of the California public charter school(s) operated by Rocketship Education, Inc., or make any provisions of these bylaws inconsistent with that/those Charter(s), the Corporation's articles of incorporation, or any laws.

The Charter School shall provide written notice to the Santa Clara County Superintendent of any proposed revisions to the Articles of Incorporation and/or Bylaws no less than three (3) weeks prior to consideration of adoption of the revision(s) by the Corporation's Board. Should the County Superintendent or designee indicate that the SCCOE considers the proposed revision(s) to be a material revision to the Corporation's governance structure or Charter(s), the Corporation may not formally adopt such revision(s) unless and until the revision(s) is first approved through the process set forth in Education Code section 47607 for material revision to the Charter. Should the Corporation adopt revision(s) to its Articles of Incorporation and/or Bylaws in accordance with these requirements, it shall provide a final copy of the revised document to the Santa Clara County Office of Education within three (3) business days of the adoption of such revision(s).

**Article XVIII
FISCAL YEAR**

Section 1. FISCAL YEAR OF THE CORPORATION. The fiscal year of the Corporation shall begin on July 1st and end on June 30th of each year.

CERTIFICATE OF BOARD PRESIDENT

I certify that I am the duly elected and acting President of the Board of Directors of Rocketship Education, a California nonprofit public benefit corporation; that these bylaws, consisting of 13 pages, are the bylaws of this Corporation as adopted by the Board of Directors on June 11, 2020; and that these bylaws have not been amended or modified since that date.

6/12/2020

Date

Louis Jordan

President

**BOARD OF DIRECTORS OF
ROCKETSHIP PUBLIC SCHOOLS**

**RESOLUTION AUTHORIZING THE DESIGNATION AND USE OF
PHILANTHROPIC FUNDS TO ESTABLISH AND MAINTAIN THE ROCKETSHIP
PUBLIC SCHOOLS EMPLOYEE RELIEF FUND**

WHEREAS, Rocketship Education d/b/a Rocketship Public Schools (“Rocketship”), a California nonprofit public benefit corporation organized under Section 501(c) (3) of the Internal Revenue Code, is a public elementary charter school organization based in San Jose, CA but which operates a network of public elementary schools not only in California but also in Wisconsin, District of Columbia, and Tennessee;

WHEREAS, Rocketship’s primary mission is to eliminate the achievement gap of low-income children in our lifetime;

WHEREAS, Rocketship believes that it is our responsibility and our privilege to unleash the potential inside every Rocketeer we serve;

WHEREAS, Rocketship’s non-profit network of public elementary charter schools aims to propel student achievement, develop exceptional educators, and partner with parents who enable high-quality public schools to thrive in their community;

WHEREAS, an integral part of Rocketship’s mission is to enable the development of exceptional educators and staff who will make a positive difference in the lives of our Rocketeers;

RESOLVED FURTHER, that due to the on-going impact of COVID-19 virus on our educators and staff, Rocketship would like to establish a Rocketship Employee Relief Fund to ensure that our staff and educators are supported in a way that will ensure excellent outcomes for our students;

RESOLVED FURTHER, that the Board approves the allocation of up to \$110,000¹ of philanthropic funds to be deposited into an Employee Relief Fund created in partnership with a non-profit third party entity, for use and distribution to Rocketship employees who meet certain criteria established in conjunction with the outside foundation;

RESOLVED FURTHER, that the Board finds this contribution to the non-profit third party fund is consistent with Rocketship’s charitable purposes , and the third-party fund shall be restricted to use those funds only for the following purposes: assisting Rocketship employees who meet certain criteria as established by the third-party fund and Rocketship.

¹ The Board also approves the allocation of a small amount of general funds, not to exceed \$10,000, for the creation of the third-party fund.

I HEREBY CERTIFY that the foregoing Resolution was adopted by the Board of Directors of Rocketship Education at its meeting held on June 11, 2020.

DocuSigned by:

Louis Jordan

6C982B2EF21D4E6...

Louis Jordan, President and Chairman