

AMENDED AND RESTATED
BY LAWS
OF
KIPP
KANSAS CITY

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KIPP KANSAS CITY

BYLAWS

ARTICLE I STRUCTURE

Section 1.1 Structure. KIPP Kansas City (the “Corporation”) is a nonprofit corporation organized under Missouri Nonprofit Corporation Law, Chapter 355 RSMo (the “Statute”). The Articles of Incorporation of the Corporation (as amended from time to time, the “Articles of Incorporation”) were filed in the office of the Secretary of State of the State of Missouri on October 12, 2006.

Section 1.2 Purposes. The Corporation has been organized for the purposes set forth in the Articles of Incorporation. The Corporation will take no action that is inconsistent with the Articles of Incorporation or these Bylaws.

Section 1.3 Single Member. As provided in the Articles of Incorporation, the Corporation shall have a single member. The single member (the “Member”) shall have only the rights set out in the Articles of Incorporation. To the extent permitted by law, the Member shall take all action by written consent and there shall be no meetings of members or voting processes as contemplated by the Nonprofit Corporation Law.

ARTICLE II OFFICES

Section 2.1 Principal Place of Business. The principal place of business of the Corporation shall be located in Kansas City, Missouri. The Corporation may have such other offices, either within or without the State of Missouri, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

Section 2.2 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Missouri a registered office and a registered agent whose office is the Corporation’s registered office, as required by the Statute. The registered office may but need not be identical with the principal office of the Corporation in the State of Missouri, and the address of the registered office may be changed from time to time by the Board of Directors in accordance with applicable law.

ARTICLE III BOARD OF DIRECTORS

Section 3.1 Powers. The business, affairs and property of the Corporation shall be managed and controlled by the Board of Directors, and all corporate powers shall be vested in and exercised by the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Bylaws.

Section 3.2 Number of Directors. The authorized number of Directors shall not be less than three (3), with the exact number of directors to be fixed by the Board of Directors from time to time.

Section 3.3 Election and Term of Office. The initial Directors shall serve until the first annual meeting of the Board of Directors. Thereafter, Directors shall be elected by a majority vote of the Directors then in office and each Director shall serve a term of one to three (3) years. The terms of the Directors elected at the first annual meeting of the Board shall be established by the Board of Directors. Any person serving as a Director shall hold office until the earlier to occur of (a) the expiration of the term for which he or she is appointed and until his or her successor has been appointed and qualified or (b) his or her death, resignation or removal as hereinafter provided.

Section 3.4 Removal. A Director may be removed from office at any time with or without cause by a vote of a majority of the directors then in office. In addition, as provide by the Articles of Incorporation, the Member may remove one or more Directors, with or without cause, at any time.

Section 3.5 Resignation. A Director may resign at any time by giving written notice to the Chair of the Board, or the Secretary. Any resignation shall take effect upon receipt of notice or at any later time specified in that notice. Unless otherwise specified in the notice of resignation, affirmative acceptance of the resignation shall not be necessary to make it effective. If the resignation specifies a later effective date, a successor may be elected prior to such effective date to take office when the resignation becomes effective.

Section 3.6 Vacancies. Any newly created Directorships and any vacancies on the Board of Directors, arising at any time and from any cause, may be filled at any meeting of the Board of Directors by a majority of the remaining Directors. A Director so elected shall serve until the next annual meeting and until his or her successor is elected and qualified.

Section 3.7 Meetings. To the extent that the Board of Directors and the Corporation are subject to Missouri's public meetings laws, RSMo §§ 610.010 to 610.035, meetings of the Board of Directors shall be held at the time and place provided in the notice prepared in compliance with such laws. The annual meeting of the Board shall be held in the month of August in each year, at a date, time and place fixed by the Board, for the election of officers and Directors and for the transaction of such business as may properly come before the meeting. Regular meetings of the Directors shall be held quarterly and may be held at such time and place as shall from time to time be determined by the Board. Special meetings may be called by the Chair of the Board or the Secretary upon the written request of twenty percent of the Directors then in office. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 3.8 Notice of Meetings. In addition to the notice requirements of the Missouri public meetings laws, notice of the date, time and place of each regular, special or annual meeting of the Board of Directors, and, to the extent possible a written agenda stating all matters upon which action is proposed to be taken shall be given to each Director by personal delivery, regular mail, telephone or e-mail at least 48 hours before the day on which the meeting is to be held. In a meeting where an amendment to these Bylaws will be considered, a notice shall be given to each

Director stating the purpose of the meeting to consider a proposed amendment of these Bylaws and containing or accompanied by a copy or summary of the amendment or statement of the general nature of the amendment. Furthermore, notice of any meeting of the Board of Directors need not be given to any Director who submits a signed written waiver and files such waiver with the minutes or the corporate records or attends or participates in a meeting unless the Director at the beginning of the meeting or promptly upon the Director's arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to any action taken at the meeting.

Section 3.9 Quorum and Voting. A majority of the entire Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the Board of Directors present at the time of a vote, if a quorum is present, shall be the act of the Board of the Directors.

Section 3.10 Committees. The Board of Directors, by resolution adopted by a majority of the entire Board of Directors, may designate from among its members an executive committee and other standing committees, each consisting of two (2) or more Directors. The Board may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. The Chair shall appoint the chairperson of each committee. Such committees shall have all the powers delegated by the Board except that no committee shall have the power (a) to authorize distributions and payments of money, (b) to approve or recommend the dissolution, merger, sale, pledge or transfer of all or substantially all of the Corporation's assets, (c) to elect, appoint or remove Directors or fill vacancies on the

Board of Directors or on a committee, (d) adopt, amend or repeal the Articles of Incorporation or the Bylaws, or (e) to exercise other powers specifically denied the committee by resolution of the Board of Directors or by law. Each committee and each member of each committee shall serve at the pleasure of the Board of Directors.

Section 3.11 Compensation. Persons serving as Directors or members of a committee shall not receive any salary or compensation for their services as Directors or committee members; provided, however, that Directors or committee members shall be entitled to reimbursement for reasonable expenses incurred by them in carrying out their duties as Directors.

Section 3.12 Advisory Board. The Board of Directors may create an advisory board, consisting of persons who are not officers of the Corporation or members of the Board of Directors, to serve at the pleasure of the Board and to report its findings and recommendations, and to carry on such activities (as requested by the Board) on subjects of interest to the Board in which the members of such an advisory board have a particular expertise or capability. The appointment of members of such an advisory board requires Board of Directors approval. Any such advisory board, to the extent provided in the resolution of the Board of Directors, shall act only in an advisory capacity to the Board of Directors, shall have no legal authority to act for the Corporation and shall be clearly titled and held out as the "advisory board."

Section 3.13 Telephone and Electronic Meetings. Members of the Board of Directors may participate in a meeting of the Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 3.14 Action Without a Meeting. Action required or permitted by law to be taken at a Board of Directors' meeting may be taken without a meeting if the action is taken by all members of the Board of Directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each Director, and included in the minutes filed with the corporate records reflecting the action taken. Such action shall be effective when the last Director signs the consent, unless the consent specifies a different effective date.

ARTICLE IV OFFICERS

Section 4.1 Number. The officers of the Corporation shall be a Chair of the Board, Vice Chair, Secretary, Treasurer, and such other officers, if any, as the Board of Directors may from time to time appoint. Any two or more offices may be held by the same person, provided that no individual may act in more than one capacity where action of two or more officers is required. The Chair of the Board must be a Director.

Section 4.2 Election and Term. All officers shall be elected by the Directors at their annual meeting and shall hold office for the term of one year. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her death, resignation or removal.

Section 4.3 Resignation and Removal. An officer may resign by giving written notice of his or her resignation to the Chair or the Secretary of the Board of Directors. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the later date, the Board may fill the pending vacancy before the effective date if it provides that the successor does not take office until the effective date. Any officer may be removed, with or without cause, by a majority vote of the Board of Directors. A vacancy in any office shall be filled for the unexpired term by a majority vote of the Board of Directors.

Section 4.4 Executive Director, Head of Schools, Principal, and Other Employees and Agents. The Board of Directors may employ an Executive Director who shall generally supervise, direct and control the activities and affairs of the corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect. In the absence of an Executive Director, the Head of Schools or Chief Operating Officer may see that all orders and resolutions of the Board of Directors are carried into effect. The Executive Director or other named executives, shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board of Directors. The Board of Directors shall employ, on behalf of each school operated by the Corporation, a person who shall act as School Principal having general charge of the day to day affairs of the school he or she is given charge of, subject to the annual policies, work plan and budget as voted by the Board of Directors. The Executive Director, Head of Schools, or Chief Operating Officer shall each have the power to sign alone in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors, to execute and deliver other documents and instruments, and to sign checks, drafts, notes and orders for the payment of money in compliance with approved fiscal policies (subject to Section 5.5 below). The Board of Directors may from time to time appoint such employees and other agents as it shall deem necessary, each of whom shall hold office during the pleasure of the Board of Directors, and shall have such authority, perform such duties and receive such reasonable compensation, if any, as the Board of Directors may from time to time determine.

Section 4.5 Chair of the Board. The Chair of the Board shall preside at all meetings of the Board of Directors. The Chair shall also have such other powers and perform such other duties as the Board of Directors may from time to time prescribe.

Section 4.6 Vice Chair. The Vice Chair shall, in the absence or disability of the Chair of the Board, perform the duties and exercise the powers of the Chair. The Vice Chair may have such powers and perform such duties as may be delegated thereunto by the Chair or prescribed by the Board of Directors.

Section 4.7 Secretary. The Secretary shall keep or cause to be kept a full and complete record of the proceedings of the Board and its committees, shall give or cause to be given notice of all Board meetings as required by law or these Bylaws, and in general shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

Section 4.8 Treasurer. The Treasurer shall be the chief financial officer of the Corporation. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of account. The Treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, and as may be prescribed by these Bylaws or the Board. The books of account shall be open to inspection by any director upon request at all reasonable times. The Treasurer shall 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 designated by the Board, shall disburse or cause to be disbursed the Corporation's funds as ordered by the Board, shall render to the Executive Director and the Board, upon request, an account of the Treasurer's transactions as Treasurer and of the financial condition of the Corporation, and shall exercise and perform such other powers and duties as may be prescribed by these Bylaws or the Board.

ARTICLE V MISCELLANEOUS

Section 5.1 Checks, Notes and Contracts. The Board of Directors is authorized to select such depositories as it shall deem proper for the funds of the Corporation. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 5.2 Indemnification. The Corporation shall have the power to indemnify Directors and officers as provided in its Articles of Incorporation.

Section 5.3 Amendments. These Bylaws may be amended at any meeting of the Board of Directors by a vote of the majority of the entire Board of Directors. Notice must be provided to the Board of Directors for any meeting of the Board of Directors at which an amendment of these Bylaws is to be approved. Such notice must state that the purpose of the meeting is to consider a proposed amendment of these Bylaws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

Section 5.4 Records. The Corporation shall keep as permanent records a record of the minutes of meetings of the Corporation's Board of Directors and a record of actions taken by committees of the Board of Directors. The Corporation shall maintain appropriate accounting

records. The Corporation shall maintain the Corporation's records in written form. The Corporation shall keep a copy of the following records at the Corporation's principal office: (a) the Corporation's Articles of Incorporation or restated Articles of Incorporation and all amendments to the Articles of Incorporation currently in effect, (b) the Corporation's Bylaws or restated Bylaws and all amendments to these Bylaws currently in effect, (c) a list of the names and business or home addresses of the Corporation's current Directors and officers, and (d) the Corporation's most recent annual report delivered to the Secretary of State.

Section 5.5 Distribution of Funds upon Dissolution. In addition to the limitations in Article 7 of the Corporation's Articles of Incorporation, and in accordance with state law, upon the dissolution of the Corporation, after payment or provision for payment of the Corporation's liabilities has been made, the Corporation's remaining assets shall be returned to the Department of Elementary and Secondary Education pursuant to R.S.Mo. §160.405.1(17) and other applicable state law.

ARTICLE VI CONFLICTS OF INTEREST AND DISCLOSURES

Section 6.1 Purpose. The purpose of the conflicts of interest and disclosures policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or Director of the Corporation. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to nonprofit and charitable corporations.

Section 6.2 Definitions.

(a) Interested Person. Any director, officer, employee, or candidate who has a substantial interest, as defined below, is an interested person.

(b) Substantial Interest. Ownership by the individual, the individual's spouse, or the individual's dependent children, whether singularly or collectively, directly or indirectly of:

- (1) 10% or more of any business entity; or
- (2) an interest having a value of \$10,000 or more; or
- (3) the receipt of a salary, gratuity, or other compensation or remuneration of \$5,000 or more, per year from any individual, partnership, organization, or association within any calendar year.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

Section 6.3 Conflicts of Interest Procedures.

(a) Conflicts of Interest. In connection with any actual or possible conflicts of interest, an interested person must disclose the existence of his or her substantial interest and all material facts relating thereto to the Board of Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the substantial interest and all material facts relating thereto, and after any discussion thereof, the interested person shall leave the Board of Directors or committee meeting while the substantial interest is discussed and voted upon. The remaining Board of Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

- (1) An interested person may make a presentation at the Board of Directors or committee meeting, but after such presentation, he or she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement that results in the conflict of interest.
- (2) The Chair of the Board or chair of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (3) After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain a more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.
- (4) If a more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest and for its own benefit and whether the transaction is fair and reasonable to the Corporation and shall make its decision as to whether to enter into the transaction or arrangement in conformity with such determination.

(d) Violations of the Conflicts of Interest Policy.

- (1) If the Board of Directors or a committee has reasonable cause to believe that a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

- (2) If, after hearing the response of the member and making such further investigation as may be warranted in the circumstances, the Board of Directors or committee determines that the member has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 6.4 Records of Proceedings. The minutes of the Board of Directors and all committees with Board-delegated powers shall contain --

(a) Names of Persons with Substantial Interest. The names of the persons who disclosed or otherwise were found to have a substantial interest in connection with an actual or possible conflict of interest, the nature of the substantial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' or committee's decision as to whether a conflict of interest in fact existed.

(b) Names of Persons Present. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection therewith.

Section 6.5 Compensation Committees. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 6.6 Disclosure Reports

Each Board Member and Executive Officer shall disclose in writing to the Board the following information by May 1 of each year if any such transactions occurred during the previous calendar year

(a) For such person, and all persons within the first degree of consanguinity or affinity of such person, the date and the identities of the parties to each transaction with a total value in excess of five hundred dollars, if any, that such person had with the Corporation, other than compensation received as an employee or payment of any tax, fee or penalty due to the Corporation, and other than transfers for no consideration to the Corporation; and

(b) The date and the identities of the parties to each transaction known to the person with a total value in excess of five hundred dollars, if any, that any business entity in which such person had a substantial interest, had with the Corporation, other than payment of any tax, fee or penalty due to the Corporation or transactions involving payment for providing utility service to the Corporation, and other than transfers for no consideration to the Corporation.

Each Chief Administrative Officer and Chief Purchasing Officer for the Corporation shall disclose in writing to the Board the following information by May 1 of each year.

(c) The name and address of each of the employers of such person from whom income of one thousand dollars or more was received during the year covered by the statement; and

(d) The name and address of each sole proprietorship that such person owned; the name, address and the general nature of the business conducted of each general partnership and joint venture in which such person was a partner or participant; the name and address of each partner or coparticipant for each partnership or joint venture unless such names and addresses are filed by the partnership or joint venture with the secretary of state; the name, address and general nature of the business conducted of any closely held corporation or limited partnership in which the person owned ten percent or more of any class of the outstanding stock or limited partnership units; and the name of any publicly traded corporation or limited partnership that is listed on a regulated stock exchange or automated quotation system in which the person owned two percent or more of any class of outstanding stock, limited partnership units or other equity interests; and

(e) The name and address of each corporation for which such person served in the capacity of a director, officer or receiver.

Section 6.7 Filing of Disclosure Reports. The disclosure reports described in Section 6.6 shall be filed with the Corporation and with the Missouri Ethics Commission. The reports shall be available for public inspection and copying during normal business hours.

Section 6.8 Annual Statements. Each Director, principal officer and member of a committee with Board-delegated powers shall annually sign a statement which affirms that such person:

(a) Receipt. Has received a copy of the conflicts of interest and disclosure policy.

(b) Read and Understands. Has read and understands the policy.

(c) Agrees to Comply. Has agreed to comply with the policy.

(d) Tax Exemption. Understands that the Corporation is a charitable organization and that, in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 6.9 Periodic Reviews. To ensure that the Corporation operates in a manner consistent with its charitable purposes and that it does not engage in activities that could jeopardize its status as an organization exempt from federal income tax, the Corporation may conduct periodic reviews.