

**SECOND AMENDED AND RESTATED BYLAWS OF
CITIZENS OF THE WORLD CHARTER SCHOOLS - KANSAS CITY
A Missouri Nonprofit Public Benefit Corporation**

ARTICLE I. EDUCATIONAL AND CHARITABLE PURPOSES

Section 1. General Purpose. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Missouri Nonprofit Corporation Act (the “Law”) for educational and charitable purposes.

This corporation is organized and shall be operated exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the “Code”). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code section 501(c)(3), or (b) by a corporation, contributions to which are deductible under Code section 170(c)(2).

Section 2. Specific Purpose. As a Local Education Agency, the specific purpose of this corporation is to create and operate public charter schools focused on serving diverse neighborhood communities and which provide an excellent education to a socioeconomically, racially and culturally diverse student body. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated educational and charitable purposes, or in any other charitable activities.

ARTICLE II. OFFICES

Section 1. Principal Office. The principal office of the corporation for the transaction of the business of the corporation shall be fixed and located at such place within or without the State of Missouri as the Board of Directors (the “Board”) shall determine. By resolution, the Board is granted full power and authority to change such principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the Board at any place or places.

ARTICLE III. MEMBER

Section 1. Member. The sole member of this corporation shall be Citizens of the World Charter Schools, a California nonprofit public benefit corporation (the “Member”).

Section 2. Transfer or Assignment. The Member may not transfer or assign its membership interest or any rights arising therefrom.

Section 3. No Liability. The Member shall not, as such, be personally liable to the creditors of the corporation for any indebtedness, liability or obligation, and any or all creditors of the corporation shall look only to the assets of the corporation for payment.

ARTICLE IV. DIRECTORS

Section 1. Powers. Subject to the limitations of the corporation's Articles of Incorporation, the powers reserved to the Member, these Bylaws, and the Law, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a 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. Subject to the same limitations, the Board shall have all powers permitted to or conferred by Law on the board of directors of a nonprofit public benefit corporation.

Section 2. Number of Directors. The number of directors shall consist of not less than three (3) nor more than nine (9) directors, with the exact number of directors to be fixed within such limits by resolution of the Board as enacted from time to time.

Section 3. Election and Term of Office. Directors shall be elected at each annual meeting of the Board, but directors may be elected at any special meeting of the Board held for that purpose. Each director shall hold office for a term of three (3) years and until a successor has been elected and qualified. By resolution, the Board may arrange for terms to be staggered, including by establishing one or two year terms for certain initial directors. Directors may succeed themselves in office.

Section 4. Resignation. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected before such time, to take office when the resignation becomes effective. The Member shall be provided immediate notice of any resignation or notice thereof.

Section 5. Removal. Any director may be removed without cause by the affirmative vote of a majority of the directors then in office.

Section 6. Vacancies. Vacancies on the Board shall be filled by the affirmative vote of a majority of the remaining directors then in office, or by a sole remaining director. Each director so elected shall hold office until the expiration of the term of his or her predecessor and until his or her successor has been elected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director, or if the authorized number of directors is increased. The Board may declare vacant the office of a director who has been declared of unsound mind by a final order of court, is convicted of a felony, or is found by a final order of judgment of any court to have breached a duty to the corporation arising under sections 355.416 to 355.426 of the Law.

Section 7. Place of Meeting. Regular or special meetings of the Board shall be held at any place within or without the State of Missouri which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 8. Regular Meetings. Regular meetings of the Board shall be held on such dates and at such times as may be fixed by the Board with at least 72 hours advance notice (exclusive of weekends and holidays), which notice shall (i) include a tentative agenda for the meeting, (ii) specify the date, time and location of the regular meeting, and, if the meeting will be conducted by telephone or other electronic means, the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting, (iii) specify whether the meeting, any portion of the meeting or a vote will be closed to the public and if so, the date, time and location of such closed meeting or vote and the reason for closure by referring to the applicable subsection of section 610.021 of the Revised Statutes of Missouri allowing it to be closed, and (iv) be posted in a location that is freely accessible to members of the public in accordance with the provisions of sections 610.010 to 610.030 of the Revised Statutes of Missouri (the "Sunshine Law"). Such regular meetings shall include an annual meeting to elect directors then up for election, and to conduct all other business as may properly come before the Board. The annual meeting shall take place at such time and place as determined by resolution of the Board. No business, other than business the general nature of which was set forth in the public notice of the regular meeting, may be transacted at such regular meeting. Minutes shall be kept of each regular meeting of the Board.

Section 9. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the Chair of the Board (if any), the President, the Secretary, any two (2) directors, or the Member.

Public notice of special meetings of the Board shall be provided at least 24 hours in advance (exclusive of weekends and holidays), unless for good cause such notice is impossible or impractical, in which case as much notice as is reasonably possible shall be given, and shall (i) include a tentative agenda for the special meeting, (ii) specify the date, time and location of the special meeting, and, if the meeting will be conducted by telephone or other electronic means, the mode by which the meeting will be conducted and the designated location where the public may observe and attend the meeting, (iii) specify whether the meeting, any portion of the meeting or a vote will be closed to the public and if so, the date, time and location of such closed meeting or vote and the reason for closure by referring to the applicable subsection of section 610.021 of the Revised Statutes of Missouri allowing it to be closed, and (iv) be posted in a location that is freely accessible to members of the public in accordance with the Sunshine Law. No business, other than business the general nature of which was set forth in the public notice of the special meeting, may be transacted at such special meeting. Minutes shall be kept of each special meeting of the Board. When it is necessary to hold a meeting on less than 24 hours' notice, the nature of the good cause justifying that departure from the normal requirements shall be stated in the minutes.

In addition, special meetings of the Board may only be held upon four days' written notice to the Board by first-class mail or 48 hours' notice delivered (i) personally (which may be oral or written), (ii) by telephone, including a voice messaging system, or (iii) by

“electronic transmission by the corporation” (as defined below). Written notice shall be addressed or delivered to each director at his or her physical or email address, as applicable, as it is shown upon the records of the corporation, or as may have been given to the corporation by the director for purposes of notice, or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held. “Electronic transmission by the corporation” means a communication (a) delivered by (1) facsimile or email when directed to the facsimile number or email address, respectively, for that recipient on record with the corporation, (2) posting on an electronic message board or network which the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered upon the later of the posting or delivery of the separate notice thereof, or (3) other means of electronic communication, and (b) that creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.

Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by electronic means by the person giving the notice to the recipient, as the case may be. Oral notice shall be deemed to have been given at the time it is communicated to the recipient, including by telephone voice messaging system.

Section 10. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 11. Quorum. A majority of the directors then in office constitutes a quorum of the Board for the transaction of business, except to adjourn as provided in Section 13 of this Article. All matters shall be decided by the vote of a majority of directors present at a meeting duly held at which a quorum is present, and every such act or decision shall be the act of the Board, unless a greater number is required by Law, the Articles or these Bylaws. Without limiting the foregoing, the actions listed in Section 15(a) through Section 15(g) shall require the vote of at least two-thirds of all directors then in office in order to be effective. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 12. Participation in Meetings by Conference Telephone. Members of the Board may participate in any meeting through a video or telephone conference or similar communication equipment, so long as all the directors participating in the meeting can hear one another. All such participating directors shall be deemed to be present in person at such meeting.

Section 13. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any Board meeting to another time and place. Notice of the time

and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned, except that if the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the reconvened meeting to the directors who were not present at the time of adjournment.

Section 14. Rights of Inspection. Every director and the Member shall have the absolute right at any reasonable time to inspect and copy any and all books, records, and documents of every kind of the corporation, and to inspect the physical properties of the corporation. The inspections may be made in person or by the director's attorney or by the Member's officers or attorneys. The right of inspection includes the right to copy and make extracts of documents as permitted by Missouri and federal law. This right to inspect may be circumscribed in instances where the right to inspect conflicts with Missouri or federal law pertaining to access to books, records, and documents.

Section 15. Board Committees. The Board may designate and appoint one or more committees, each consisting of at least two (2) directors and no non-director members, and delegate to such committees any of the authority of the Board except with respect to any actions prohibited by Law and:

- (a) The approval of any action for which the Law also requires approval of the Member;
- (b) The filling of vacancies on any committee;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of bylaws or the adoption of new bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of committees of the Board or the members thereof; or
- (g) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Any such committee must be established and the members thereof appointed, by resolution adopted by a majority of the number of directors then in office, and such committee may be designated by any name the Board shall specify. The Board may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board, except that there can be no waiver of committee meeting and voting requirements as may be required under the Sunshine Law. Minutes shall be kept of each meeting of each committee.

Section 16. Advisory Committees. The Board may, by resolution adopted by a majority of the directors then in office, create one or more advisory committees to serve at the pleasure of the Board. Each advisory committee shall have at least one (1) director as a member at all times. Other appointments to such advisory committees need not, but may, be directors. The Board shall appoint and discharge advisory committee members at will. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article applicable to meetings and actions of the Board, except that there can be no waiver of meeting and voting requirements required under the Sunshine Law. Minutes shall be kept of each meeting of each advisory committee.

Section 17. Audit Committee. The audit committee shall be appointed by the Board and shall oversee (i) the preparation of annual financial statements using generally accepted accounting principles and (ii) the annual audit of the corporation in accordance with Section 160.405.4(4) of the Revised Statutes of Missouri and Government Auditing Standards issued by the Comptroller General of the United States.

Section 18. Compensation. Directors and members of committees shall not receive any compensation for their services but, by resolution of the Board, a director's reasonable expenses of Board meeting attendance, if any, may be reimbursed.

ARTICLE V. OFFICERS

Section 1. Required Officers. The officers of the corporation shall be a President, a Secretary and a Treasurer, each of whom shall be chosen by and hold office at the pleasure of the Board. Any number of offices required or permitted by this Article may be held by the same person.

Section 2. Permitted Officers. The Board may choose a Chair of the Board, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as the Board at its pleasure may from time to time determine.

Section 3. Election of Officers. The officers shall be elected by the Board at the annual meeting, or at any regular or special meeting of the Board, and may succeed themselves in office. Each person elected as an officer shall continue in office until the next annual election of officers or until his successor shall have been duly elected and qualified or until his earlier death, resignation or removal in accordance with these Bylaws. Vacancies of officers caused by death, resignation, removal or increase in the number of officers may be filled by the Board at a regular or special meeting.

Section 4. Removal of Officers. Any officer may be removed at any time with or without cause and with or without notice by the affirmative vote of the Board.

Section 5. President. Subject to the discretion and control of the Board, the President shall be the chief executive officer of the corporation and shall have general

supervision, direction and control over the affairs and property of the corporation and over its several officers, and shall have such other powers and perform such other duties as may be delegated by the Board from time to time. If the corporation has no Chair of the Board, then the President shall preside at all meetings of the Board.

Section 6. Secretary. The Secretary shall be the custodian of the seal of the corporation and of the books and records and files thereof. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a minute book of all meetings of the Board and its committees. The Secretary shall also keep, or cause to be kept, at the principal office in the State of Missouri the original or a copy of the Articles of Incorporation and Bylaws of the corporation, as amended to date. The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committee thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 7. Treasurer. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation, including, without limitation, accounts of its assets, liabilities, receipts and disbursements, and shall send or cause to be sent to the directors of the corporation such financial statements and reports as are by law or these Bylaws required to be sent to them. The Treasurer shall deposit, or cause to be deposited, all monies and other valuables in the name and to the credit of the corporation and such depositaries as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or the directors, whenever requested, an account of all transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be delegated by the Board.

Section 8. Compensation. The Board shall decide all matters relating to the compensation of any officer. No salaried officer serving on the Board shall be permitted to vote on his or her own compensation as an officer.

ARTICLE VI. INDEMNIFICATION OF AGENTS OF THE CORPORATION: LIABILITY INSURANCE

Section 1. Indemnification. The corporation shall, to the maximum extent permitted by the Law, indemnify each of its directors, officers, employees, and agents against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was a director, officer, or agent of the corporation, and shall advance to such person expenses incurred in defending any such proceeding to the maximum extent permitted by the Law. For purposes of this Section 1 a “director,” “officer,” “employee,” or “agent” of the corporation includes any person who is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of a corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation. The Board may, in its discretion, provide by resolution for indemnification of, or advance of expenses to, other agents of the corporation, and likewise may refuse to provide for such

indemnification or advance of expenses except to the extent such indemnification is mandatory under the Law.

Section 2. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any school, any director, officer, employee, or agent of the corporation against any liability asserted against or incurred by such person in such capacity or arising out of the person's status as such, whether or not the corporation would have the power to indemnify the person against such liability under the provisions of this Article VI.

ARTICLE VII. NONDISCRIMINATION POLICY

All schools operated by the corporation shall admit students of any race, color, religion, national and ethnic origin to all the rights, privileges, programs, and activities generally accorded or made available to students at the schools. They shall not discriminate on the basis of race, color, religion, national and ethnic origin in the administration of their educational policies, admissions policies, scholarship and loan programs, and athletic and other school-administered programs.

ARTICLE VIII. OTHER PROVISIONS

Section 1. Inspection of Articles and Bylaws. The corporation shall keep in its principal office in the State of Missouri the original copy of its Articles of Incorporation and of these Bylaws, as amended to date, which shall be open to inspection by the Member and the directors and such other persons as required by law, at all reasonable times during office hours.

Section 2. Endorsement of Documents: Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the Chair of the Board, the President, or any Vice President and the Secretary or any Assistant Secretary of the corporation, shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by the Board, but, unless so authorized by the Board, no such person or persons shall have any power or authority to bind the corporation by any contract or engagement to pledge its credit or to render it liable for any purpose or amount.

Section 3. Quality Control. With respect to each public school operated by the corporation, the corporation shall at all times use its best efforts to provide a socioeconomically, culturally, and racially diverse community of students with an intellectually challenging learning environment that develops each individual student's confidence, potential, and individual responsibility as citizens of the world in which we live. Fidelity to such mission shall be evidenced by, with respect to each school operated by the corporation:

(a) Socioeconomic Diversity — Annual Board-adopted enrollment targets and recruitment efforts that ensure that a minimum of 40% of the lottery participants for each school are eligible for the National School Lunch Program (“FRL Eligible”);

(b) Cultural and Racial Diversity — Annual recruitment efforts that ensure that the demographic makeup of each school reflects the school’s diverse community, as described in the approved Charter Petition (“Charter”) for each school operated by the corporation, including ethnic, cultural and racial representation. All actions taken to achieve cultural and racial diversity will be in strict adherence to the law;

(c) Academic Achievement — Annual academic goals, and measureable steps to attain such goals, that ensure students will demonstrate understanding of the Missouri Learning Standards, at least 70% of students who have completed three years at a school will score Proficient or Advanced on the Missouri Assessment Program (“MAP”) Mathematics and Communication Arts assessments, and by its fifth year of operation, each school will earn a MAP Performance Index equivalent to the Missouri Department of Elementary and Secondary Education’s Academic Achievement Status Target of 375 in Mathematics and 375 in Communication Arts. Notwithstanding the foregoing, each school should aim to achieve Proficient or Advanced level results for 100% of its student population without gaps in subgroups and adopt goals through an annual strategic planning process that move toward this target. In addition, the corporation shall ensure that (i) there are adequate systems in place to identify, track and report any significant achievement gaps between any subgroups represented within the school, such as FRL Eligible, students of color (by ethnicity), English Language Learners and others as identified, and (ii) there are no “significant achievement gaps” (as defined below) between the standardized testing results of any “statistically valid” (as defined below) subgroups within the school and those of the majority group of students attending the school. A “significant achievement gap” shall mean a difference of 15 percentage points or more. “Statistically valid” shall mean a sample large enough to protect the privacy of all students when reviewing the relevant testing data. If new state assessments are adopted, the Board shall recalibrate the schools’ academic performance goals based on those new assessments, and shall seek to amend this Section 3(c) accordingly;

(d) Educational Alignment — An instructional model that adheres to the project-based/constructivist academic approach and the educational program as outlined in the Charter; and

(e) Community Engagement — Programs that involve the school community in the activities of the school, including but not limited to: fundraising, site-based councils, school and community events and participation in student-led activities. The corporation shall ensure that tools are used to track, record and report levels of community engagement and support at regular intervals throughout the year.

The Member shall have the right, except as otherwise provided by law, to monitor and inspect the corporation’s schools and records at any reasonable time to determine whether such mission is being met or diligently pursued by the corporation using its best efforts. If, in the reasonable determination of the Member, one or more such mission standards are not being met or so pursued, the Member shall provide written notice of such failure to the corporation in reasonable detail, along with recommendations for satisfaction of such mission standards or the diligent pursuit thereof. The corporation shall implement such recommendations within 60 days of such notice and ensure that such mission standards are met for a period of greater than one year after such notice. The corporation or any school operated by the corporation shall not

engage in “Gross Financial Mismanagement,” which shall mean gross financial mismanagement in accordance with generally accepted accounting principles as may be evidenced by negative audits and/or sworn statements by the Missouri Department of Elementary and Secondary Education or the Missouri Charter Public School Commission or other sponsor of any school charter held by the corporation, or the documentation of gross financial mismanagement by independent auditors. The Member, as such or otherwise, shall have standing to bring a lawsuit or other legal proceeding in any venue, on behalf of the corporation or otherwise, including but not limited to standing or any related rights afforded to members under the Law, to enforce the provisions of these Bylaws, including but not limited to this Section 3.

Section 4. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 5. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Law shall govern the construction of these Bylaws. Section references refer to sections in such Article unless otherwise noted.

Section 6. Amendments. These Bylaws may be amended or repealed by the affirmative vote of at least two-thirds of the number of directors then in office.