

**AMENDED AND RESTATED
BYLAWS
OF
CIVICORPS SCHOOLS**
a California nonprofit public benefit corporation

Effective August 26, 2009

ARTICLE I
NAME, OFFICES, PURPOSE & ACTIVITIES

1.1. Name. The name of this nonprofit public benefit corporation is and shall be Civicorps Schools (hereinafter, the "Corporation").

1.2. Principal Office. The principal office for the transaction of the business of the Corporation (the "Principal Executive Office") is fixed and located in Alameda County, California. The Board of Directors of the Corporation (collectively, the "Board" and individually, a "Director") is granted full power and authority to change the Principal Executive Office from one location to another. Any change of this location shall be noted by the Secretary of the Corporation on these Bylaws opposite this Section, or this Section may be amended to state the new location.

1.3. Other Offices. The Board may at any time establish branch or subordinate offices at any place or places where the Corporation carries on its activities.

1.4. Purposes. The Corporation is organized and shall be operated exclusively for the purposes set forth in Article SECOND of the Articles of Incorporation of the Corporation, as amended (the "Articles").

1.5. No Partisan Activities. This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law (the "Law") for the purposes described in the Articles, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

1.6. No Activities Not in Furtherance of Exempt Purposes. The Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Articles.

1.7. Dedication of Assets. The properties and assets of this Corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of

this Corporation, upon dissolution or otherwise, shall inure to the benefit of any director or officer of this Corporation or to any private person or individual.

ARTICLE II
MEMBERSHIP

2.1. Members. The Corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Directors.

ARTICLE III
DIRECTORS

3.1. Powers. General Corporate Powers. Subject to the provisions of the Law, any other applicable laws, and any limitations in the Articles or these Bylaws (as the same may be adopted and amended by the Board from time to time), the activities and affairs of the Corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

3.2. Number of Directors. The Board shall consist of at least five but no more than twenty-five Directors, unless changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The exact number of Directors shall be fixed, within those limits, by a resolution adopted by the Board.

3.3. Qualification, Selection and Term of Office of Directors.

(a) Selection. Directors shall be selected on the basis of their knowledge of and commitment to the programs and activities of the Corporation and on their experience, skills or training that will assist the Corporation in carrying out its primary purpose; provided however, that each school district that charters a school operated by the Corporation shall have the right to nominate a person for election to the Board of Directors of the Corporation and, upon the expiration of such director's term or in the event of such director's resignation or removal for any reason, shall have the right to nominate a successor for election to the Board of Directors of the Corporation.

(b) Terms. Except as hereafter provided, all directors of the Corporation shall be elected to terms of two years. The terms of directors are to be staggered so that, in so far as is practicable, the terms of approximately half of the directors expire at the end of each fiscal year. Initially, the President shall determine the expiration of the term of each director so as to achieve this objective, with approximately half of the directors thus having terms that expire at the end of one year. Thereafter all terms shall be for two years except as hereafter provided. Elections for directors shall be held annually for those directors who are nominated and wish to continue to serve and whose terms expire in the succeeding fiscal year. At these annual elections new directors may also be elected. The initial terms of new directors may be

either one or two years as determined by the President in order to achieve the objective stated above. New directors may be elected at regularly scheduled or specially called meetings other than the meeting at which annual elections are held, in which case the initial terms of such directors may be set for less than a full term as determined by the President in order to achieve the objective stated above. Thereafter if such directors are reelected they shall serve for a term of two years unless they are removed or resign.

3.4 Vacancies.

(a) Events Causing Vacancy. A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) on the death, resignation, or removal of any Director, (ii) the declaration by resolution of the Board of a vacancy of the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under Sections 5230 and following of the Law, (iii) the adoption of a resolution by a majority of the Directors then in office to remove a Director without cause; (iv) the failure of a Director to attend more than 33-1/3% of all meetings of the Board of Directors held in the last full calendar year, or (v) the increase of the authorized number of Directors.

(b) Resignations. Except as provided in this Section 3.4(b), any Director may resign effective upon giving written notice to the President or the Secretary of the Board, 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 may elect a successor to take office as of the date when the resignation becomes effective. The resignation shall be effective regardless of whether it is accepted by the Corporation. Except on notice to the California Attorney General, no Director may resign if the Corporation would be left without at least one duly elected Director in charge of its affairs.

(c) Filling Vacancies. Vacancies on the Board shall be filled by approval of the Board or, if the number of Directors then in office is less than a quorum, by (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of Directors then in office at a meeting held according to notice or waivers of notice complying with California Corporations Code Section 5211, or (3) a sole remaining Director.

(d) 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 expire.

3.5 Interested Persons and Transactions.

(a) During Term. No person serving on the Board of Directors may be an interested person. For purposes of this Section 3.5, an interested person is either (i) any person currently being compensated by the corporation for services rendered to the corporation within the previous twelve months, whether as a full-time or part-time employee, independent contractor, employee of an independent contractor, or otherwise excluding any reasonable compensation paid to a director as a director; (ii) any person having any personal financial

interest, direct or indirect, in any entity currently being compensated by the corporation for services rendered to the corporation within the previous twelve months; or (iii) 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 any person described in the above subparagraphs (i) and (ii); provided, however, an interested person as defined in subparagraphs (i) and (ii) above or a related family member as defined in subparagraph (iii) above may serve if the Board of Directors approves the interested person's engagement by the corporation as a person compensated under subparagraph (i) or (ii) above as being in the best interests of the corporation.

(b) After Term. For a period of twelve months following the termination of any person's service on the Board of Directors, the corporation shall not (i) contract with or otherwise arrange for such person, or 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, to render services to the corporation for compensation, whether as a full-time or part-time employee, independent contractor, employee of an independent contractor, or otherwise, or (ii) contract with or otherwise arrange for any entity in which any person described in subparagraph (i) above has any personal financial interest, direct or indirect, to render services to the corporation for compensation.

3.6 Place of Meetings; Meetings by Telephone. Regular and special meetings of the Board may be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice or there is no notice, designated by resolution of the Board or, if not so designated, at the Principal Executive Office. Notwithstanding the above provisions of this Section 3.6, a regular or special meeting of the Board may be held at any place consented to in writing by all the Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in the meeting can hear one another, and all such Directors shall be deemed to be present in person at such meeting.

3.7 Regular Meetings. Regular meetings of the Board shall be held at such time and place as the Board may fix from time to time. The first regular meeting of the fiscal year shall be the annual meeting of the Board.

3.8 Special Meetings.

(a) Authority to Call. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board, the President, any Vice President or any two Directors.

(b) Notice.

(1) Manner of Giving. Notice of the time and place of special meetings shall be given to each Director by one of the following methods by: (i) personal delivery of written notice; (ii) first-class mail, postage paid; (iii) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, either directly to the Director or to a person at the Director's office who would reasonably be

expected to communicate such notice promptly to the Director; (iv) facsimile transmission; (v) electronic mail; or (vi) other usual and customary communications technology. All such notices shall be given or sent to the Director's address, telephone number or other usual and customary technological communications receipt address as shown on the records of the Corporation.

(2) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, facsimile transmission, electronic mail or other usual and customary communications technology shall be delivered, telephoned, or sent at least forty-eight hours before the time set for the meeting.

(3) Notice Consents. The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the Principal Executive Office.

3.9 Quorum. Five Directors shall constitute a quorum for the transaction of business, provided that if the number of Directors is less than eight, a majority of the number of Directors in office shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 3.11. Every action taken or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between Corporations having common directorships, (iii) creation of and appointments to committees of the Board, (iv) compensation of Directors and officers, and (v) indemnification of Directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

3.10 Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3.11 Adjournment. A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

3.12 Notice of Adjourned Meeting. Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four hours, in which case notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the Directors who were not present at the time of the adjournment.

3.13 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors, individually or collectively, consent in writing to that action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Corporations Code Section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as a unanimous vote of the Board. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.14 Fees and Compensation of Directors. The Directors shall serve without compensation, but shall be entitled to reimbursement of expenses, as may be determined by resolution of the Board to be fair and reasonable as to the Corporation at the time that the resolution is adopted.

3.15 Conflicts of Interest. By assuming his or her office, the Director commits allegiance to the Corporation and acknowledges that the best interests of the Corporation must prevail over any individual interest of his or her own. Each Director shall annually file a Conflict of Interest statement on a form, if any, prescribed by the Board. Each Director who may perceive a possible conflict with respect to any matter which shall come before the Board or any of its committees shall identify such conflict and shall neither deliberate nor vote thereon.

3.16 Minutes of Meeting. The Board shall keep complete records of its meetings.

3.17 Non-Liability of Directors. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

3.18 Loans to Directors and Officers. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; 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 the duties for such Director or officer, provided that, in the absence of such advance, such Director or officer would be entitled to be reimbursed for such expenses by the Corporation.

ARTICLE IV COMMITTEES

4.1. Board Committees.

(a) Definition. As used herein, the term "Board Committee" means a committee created by the Board, each consisting of two or more members, all of whom are also Directors. Appointments to Board Committees shall be by majority vote of the Directors then in office.

(b) Standing Board Committees. The Corporation shall have the following standing Board Committees: the Executive Committee, the Audit Committee, and the Finance Committee. The Executive Committee and the Audit Committee shall be governed by the

respective provisions set forth in Sections 4.1(e) and (f) hereof. The Finance Committee shall be governed by the charter adopted by the Board for such committee, as the same may be amended from time to time by the Board.

(c) Additional Board Committees. The Board may, by resolution adopted by a majority of the Directors then in office, designate additional Board Committees.

(d) Authority and Limitations. Any Board Committee, to the extent provided in the resolution of the Board or by these Bylaws, shall have all the authority of the Board, except that no Board Committee, regardless of Board resolution, may (i) fill vacancies on the Board or in any committee; (ii) fix compensation of the Directors for serving on the Board or on any committee; (iii) amend or repeal Bylaws or adopt new Bylaws; (iv) amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable; (v) create any other Board Committee or appoint the members of Board Committees; (vi) approve any transaction to which the Corporation is a party and one or more Directors have a direct or indirect material financial interest, except where it is not reasonably practicable to obtain Board approval prior to entering into the transaction, provided that all other requirements of California Corporations Code Section 5233(d)(3) are met; or (vii) expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected.

(e) Executive Committee. The Chair of the Board shall act as the Chair of the Executive Committee. Unless limited by a resolution of the Board and subject to the limitations set forth in Section 4.1(d) above, the Executive Committee shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board.

(f) Audit Committee. The Board of Directors shall appoint an Audit Committee which shall comply with the requirements of, and exercise the powers authorized by, the California Nonprofit Integrity Act of 2004 (Act) as the Act may be amended from time-to-time. The Audit Committee shall consist of a chair and as many additional members as from time to time may be determined by the Board. At least one member of the Audit Committee shall have such financial and professional expertise as to be able to understand and fully analyze the financial statements of the Corporation and the overall competency of the auditor. If Finance Committee members serve on the Audit Committee, they shall at all times constitute less than half of the membership of the Audit Committee and none of them may serve concurrently as the Chair of the Audit Committee. In no event shall any person having a material financial interest in any entity doing business with the Corporation or shall any of the Corporation's employees serve on the Audit Committee. Subject to the Board's supervision, the Audit Committee shall have responsibility for recommending to the Board the retention and termination of an independent auditor for the Corporation; conferring with the auditor to ensure that the financial affairs of the Corporation are in order; reviewing and determining whether to accept audits of the Corporation; assuring that any non-audit services performed by the auditing firm conform to standards for independence; approving performance of non-audit services by the auditing firm; and such other duties as the Board may from time to time prescribe by resolution

4.2. Advisory Committees. The Corporation may have such other committees as may from time to time be designated by resolution of the Board. The committees referred to in this

Section 4.2 may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as “advisory” committees.

4.3. Meetings and Action of Committees. Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these Bylaws, concerning meetings and other Board action, with such changes in the context of these Bylaws as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of any committee may be called by resolution of the Board or by the chair or any two members of the committee. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules for the governance of any committee not inconsistent with the provisions of these Bylaws. Each committee created by the Board shall serve at the pleasure of the Board, and shall be subject to the control and direction of the Board. Each such committee shall act by not less than a majority of the whole authorized number of its members.

ARTICLE V OFFICERS

5.1. Officers. The officers of the Corporation shall be a Chair of the Board of Directors, a Vice Chair, a President, a Secretary, a Chief Executive Officer and a Treasurer who shall be called the Chief Financial Officer. The Chair of the Board and the President shall be the same person. The Corporation may also have, at the discretion of the Board, one or more additional Vice Chairs, Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.3. The Chair and the Vice Chair shall be appointed from among the Directors. All other officers of the Corporation may, but shall not be required to be, Directors. Any number of offices may be occupied by the same person, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the Chair or the President, and no officer shall execute, acknowledge, or verify any instrument in more than one capacity.

5.2. Election and Terms of Officers. The officers of the Corporation shall be appointed by the Board of Directors for such terms as the Board, in individual cases, deems advisable. The Board may appoint officers or fill vacancies at any time. The officers shall hold office until their successors are chosen, except that the Board may remove an officer at any time as provided in Section 5.4.

5.3. Subordinate Officers. The Board may appoint, and may authorize the Chair or the President to appoint any other officers that the business of the Corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in these Bylaws or determined from time to time by the Board.

5.4. Removal of Officers. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board, by an officer upon whom such power of removal may be conferred by the Board.

5.5. Resignation of Officers. Any officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

5.6. Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by the Board. In such event, a successor shall be appointed to fill his or her predecessor's unexpired term.

5.7. Responsibilities of Officers.

(a) Chair of the Board and President. The Chair of the Board, who shall also be the President, shall preside at meetings of the Board and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board or as prescribed by these Bylaws.

(b) Vice Chair of the Board. In the absence or disability of the Chair, the Vice Chair shall perform all the duties of the Chair, and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair shall also exercise and perform such powers and duties as may be from time to time assigned to him or her by the Board or as prescribed by these Bylaws. The Board may create one or more additional Vice Chairs, who shall have such powers and perform such duties as may be prescribed from time to time by the Board.

(c) Chief Executive Officer. Subject to such supervisory powers, if any, as may be given by the Board to the Chair, and subject to the control of the Board, the Chief Executive Officer shall supervise, direct and control the Corporation's activities, affairs and officers.

(d) Vice Presidents. In the absence or disability of the President, the Vice Presidents, if any, in order of their rank as fixed by the Board or, if not ranked, a Vice President designated by the Board or the Chair, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board or the President.

(e) Secretary. The Secretary shall attend to the following:

(1) Book of Minutes. The Secretary shall attend all meetings of the Board of Directors and its committees, and shall keep or cause to be kept, at the Principal Executive Office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and committees of the Board.

(2) Notices, Seal and Other Duties. The Secretary shall give or cause to be given, notice of all meetings of the Board, and of committees of the Board, required by the Bylaws to be given. He or she shall keep the seal of the Corporation in safe custody. He or she shall have such other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

(f) Chief Financial Officer. The Chief Financial Officer shall attend to the following:

(1) Books of Account. The Chief Financial Officer of the Corporation shall keep and maintain or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses, and other matters customarily included in financial statements. The Chief Financial 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. The books of account shall be open to inspection by any Director at all reasonable times.

(2) Deposit and Disbursement of Money and Valuables. The Chief Financial Officer 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 may be designated by the Board; shall disburse the funds of the Corporation as may be ordered by the Board; shall render to the Chair, President and Directors, whenever they request it, an account of all of his or her transactions as Chief Financial Officer and of the financial condition of the Corporation; and shall have other powers and perform such other duties as may be prescribed by the Board or these Bylaws.

5.8. Compensation of Officers. The Board (or a committee of the Board) shall review the compensation, including benefits, if any, of the Chief Executive Officer, the Chief Financial Officer and any other officer of the Corporation as and when required by state or federal law.

ARTICLE VI INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

6.1. Indemnification. To the fullest extent permitted by law, the Corporation shall indemnify its Directors, officers, employees, and other persons described in Corporations Code 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 Corporations Code. On written request to the Board by any person seeking

indemnification under Corporations Code Section 5238(b) or Section 5238(c), the Board shall promptly decide under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Corporations Code Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

6.2. Advance of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 6.1 of these Bylaws in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

6.3. Contractual Rights of Non-Directors and Non-Officers. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than Directors and officers of this Corporation, or any subsidiary of the Corporation, may be entitled by contract or otherwise.

6.4. Insurance. The Corporation shall have the right, and shall use its best efforts, 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. The foregoing notwithstanding, the Corporation shall not purchase or maintain any insurance to indemnify any Agent of the Corporation for a violation of California Corporations Code Section 5233.

ARTICLE VII RECORDS AND REPORTS

7.1. Maintenance and Inspection of Articles and Bylaws. The Corporation shall keep at its Principal Executive Office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the public at all reasonable times during office hours.

7.2. Maintenance and Inspection of Other Corporate Records. Correct and complete accounting books, records, minutes of proceedings of the Board and any committees of the Board, and a record setting forth the names and addresses of all Directors shall be kept at such place or places designated by the Board, or, in the absence of such designation, at the Principal Executive Office. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form.

7.3. Inspection by Directors. Every Director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Corporation and each of its subsidiary corporations. Inspection may be made

by the Directors in person or by their agents or attorneys, and the right of inspection includes the right to copy and make extracts of documents.

7.4. Annual Reports and Statements.

(a) Annual Reports. The Corporation shall provide to the Directors, within 120 days after the close of its fiscal year, a report containing the following information in detail (i) the assets and liabilities, including the trust funds of the Corporation as of the end of the fiscal year; (ii) the principal changes in assets and liabilities, including trust funds, during the fiscal year; (iii) the revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes for the fiscal year; and (iv) the expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year.

(b) Statements. The Corporation shall provide to the Directors, within one hundred and twenty (120) days after the close of its fiscal year, a statement which briefly describes the amount and circumstances of any indemnification or any transaction in which the Corporation, or its parent or its subsidiary was a party, and in which any Director or officer of the Corporation, or its parent or subsidiary had a direct or indirect material financial interest; provided that a mere common directorship shall not be considered a material financial interest. The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same person involving, in the aggregate, more than fifty thousand dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnification or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any Director or officer. Any statement required by this Section 7.4(b) shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such persons interest in the transaction and, where practical, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.

(c) No Report to Members. The annual report to members referred to in the Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board from issuing annual or other periodic reports as they consider appropriate.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall run from July 1 through June 30.

ARTICLE IX
CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person"

includes both corporations and natural persons. Unless otherwise expressly indicated, references to “Section(s)” and “Article(s)” are to Sections and Articles of these Bylaws.

ARTICLE X
AMENDMENTS

Amendment by Directors. New bylaws may be adopted, or these Bylaws may be amended or repealed, by the approval of a majority vote of the Board; provided, however, that no action may be taken with respect to any new Bylaws or proposed modification of these Bylaws except by unanimous written consent of the Directors then in office or unless notice of the substance of such new Bylaw or modification has been communicated to each Director then in office at least five days prior to the taking of such action. Any amendment, adoption or repeal of a Bylaw attempted in violation of this Article shall be null and void.

CERTIFICATE OF SECRETARY
OF
CIVICORPS SCHOOLS
a California nonprofit public benefit corporation

I hereby certify that I am the duly elected and acting Secretary of CIVICORPS SCHOOLS and that the foregoing Bylaws, comprising 16 pages, including this page, constitute the current Bylaws of that Corporation as duly amended and restated and adopted by resolution of the Board of Directors thereof on [August 26], 2009.

Date: _____, 2009

Stephen Davenport
Secretary