

FEB 16 2006

ARTICLES OF INCORPORATION
OF
ROCKETSHIP EDUCATION
(A California Nonprofit Public Benefit Corporation)

I.

The name of the Corporation shall be Rocketship Education.

II.

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purposes for which this Corporation is organized are to manage, operate, guide, direct and promote one or more California public charter schools.

The Corporation is organized and operated exclusively for educational and charitable purposes pursuant to and within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the Corporation. The Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

III.

The name and address in the State of California of this Corporation's initial agent for service of process is:

John Danner
550 Kingsley Avenue
Palo Alto, CA 94301

IV.

All corporate property is irrevocably dedicated to the purposes set forth in the second article above. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any of its directors, members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article II.

No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not

participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Subject to the provisions of the nonprofit public benefit provisions of the Nonprofit Corporation Law of the State of California, and any limitations in the articles or bylaws relating to action to be approved by the members or by a majority of all members, if any, the activities and affairs of this Corporation shall be conducted and all the powers shall be exercised by or under the direction of the board of directors.

The number of directors shall be as provided for in the bylaws. The bylaws shall prescribe the qualifications, mode of election, and term of office of directors.

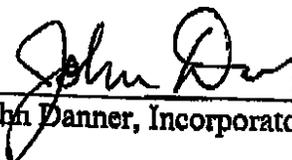
V.

The authorized number and qualifications of members of the corporation, if any, the different classes of membership, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

VI.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or association which is organized and operated exclusively for educational, public or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Dated: 2/6/05



John Danner, Incorporator



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

DBA ROCKETSHIP PUBLIC SCHOOLS

(A California Nonprofit Public Benefit Corporation)

**Article I
NAME**

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

**Article II
PRINCIPAL OFFICE OF THE CORPORATION**

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

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

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

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

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

**Article IV
CONSTRUCTION AND DEFINITIONS**

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

**Article V
DEDICATION OF ASSETS**

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

**Article VI
CORPORATIONS WITHOUT MEMBERS**

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

**Article VII
BOARD OF DIRECTORS**

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article VIII OFFICERS OF THE CORPORATION

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Article IX CONTRACTS WITH DIRECTORS

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

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

Article X
CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES

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

Article XI
LOANS TO DIRECTORS AND OFFICERS

Section 1. LOANS TO DIRECTORS AND OFFICERS. This Corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General; provided, however, that the Corporation may advance money to a director or officer of the Corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses of the Corporation.

Article XII
INDEMNIFICATION

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

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

Article XIII
INSURANCE

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

**Article XIV
MAINTENANCE OF CORPORATE RECORDS**

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

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

**Article XV
INSPECTION RIGHTS**

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

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

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

**Article XVI
REQUIRED REPORTS**

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

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

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

Article XVII BYLAW AMENDMENTS

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

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

**Article XVIII
FISCAL YEAR**

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

CERTIFICATE OF BOARD PRESIDENT

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

6/12/2020

Date

Louis Jordan

6C00202EF21D4F6...

President

**CONFLICT OF INTEREST CODE FOR
ROCKETSHIP EDUCATION**

The Political Reform Act (Government Code Section 81000, et seq.) requires state and local government agencies to adopt and promulgate conflict of interest codes. The Fair Political Practices Commission ("FPPC") has adopted a regulation (2 Cal. Code of Regs. Sec. 18730) which contains the terms of a standard conflict of interest code, which can be incorporated by reference in an agency's code. After public notice and hearing, it may be amended by the FPPC to conform to amendments in the Political Reform Act. Therefore, the terms of 2 California Code of Regulations Section 18730 and any amendments to it duly adopted by the FPPC are hereby incorporated by reference. This regulation and the attached Appendices, designating officials and employees and establishing disclosure categories, shall constitute the conflict of interest code of **Rocketship Education**.

Individuals holding designated positions shall file their statements of economic interest with **Rocketship Education**, which will make the statements available for public inspection and reproduction. (Gov. Code Section 81008.) All statements will be retained by **Rocketship Education**.

**CONFLICT OF INTEREST CODE FOR
ROCKETSHIP EDUCATION**

**APPENDIX A
DESIGNATED POSITIONS**

<u>Designated Position</u>	<u>Assigned Disclosure Category</u>
Board Members	1, 4
Chief Executive Officer	1, 2
Chief Business Officer	1, 2
Chief Program Officer	1, 2
Chief Growth & Community Engagement Officer	1, 2
Vice President of Schools	1, 2
Vice President, Facilities and Treasury	1, 2
Vice President, Strategy and Scalability	1, 2
Vice President, Human Resources	3
Vice President, of Personalized Learning and Achievement	3
Controller	2
Senior Director, Operations	3
Senior Director, Integrated Special Education	3
Legal Counsel	1, 2
School Principal	3
Consultants/New Positions	*

* The Chief Executive Officer may determine in writing that a particular consultant or new position, although a "designated position," is hired to perform a range of duties that is limited in scope and thus is not required to fully comply with the disclosure requirements described in this section. Such written determination shall include a description of the consultant's or new position's duties and, based upon that description, a statement of the extent of disclosure requirements. The Chief Executive Officer's determination is a public record and shall be retained for public inspection in the same manner and location as this conflict of interest code. (Gov. Code Sec. 81008.)

APPENDIX B

DISCLOSURE CATEGORIES

Category 1. Designated positions assigned to this category must report:

Interests in real property of the type and legal designation that can be utilized for public school use within the jurisdiction.

Category 2. Designated positions assigned to this category must report:

Investments and business positions in business entities and income (including receipt of gifts, loans, and travel payments) from sources of the type that are contractors engaged in the performance of work, training, consulting or services, or are sources that manufacture or sell supplies, instructional materials, machinery, equipment, or vehicles of the type utilized by Rocketship Education.

Category 3. Designated positions assigned to this category must report:

Investments and business positions in business entities and sources of income (including receipt of gifts, loans, and travel payments) from sources of the type that are contractors engaged in the performance of work, training, consulting or services, or are sources that manufacture or sell supplies, instructional materials, machinery, equipment, or vehicles of the type utilized by the designated position's department. For the purposes of this category, a principal's department is his or her entire school.

Category 4. Designated positions assigned to this category must report:

Investments and business positions in business entities and sources of income (including receipt of gifts, loans, and travel payments) from sources of the type that provide financial accounting auditing services.

This is the last page of the conflict of interest code of the **Rocketship Education**.



CERTIFICATION OF FPPC APPROVAL

Pursuant to Government Code Section 87303, the conflict of interest code for the **Rocketship Education** was approved on 3/23/ 2017. This code will become effective on 4/22/ 2017.

A handwritten signature in black ink, appearing to be "B. Lau", written over a horizontal line.

Brian G. Lau

Senior Commission Counsel

Fair Political Practices Commission



Rocketship Public Schools National Board of Directors



Louis Jordan, Chair
Co-owner, Tympany Vineyards

Louis Jordan retired from the Starbucks Coffee Company in early 2013 where he held the position of SVP, Corporate Finance since 2009. At Starbucks, Louis was responsible for a number of Finance functions, including: Marketing, Category and Global Pricing, Real Estate and Store Development, Global Supply Chain, Digital Ventures, Global Planning and Reporting and Treasury and Risk Management. Prior to joining Starbucks, Louis spent six years at Nike where he served as Chief Financial Officer of Nike Inc.'s Global Retail and Digital Commerce operations, and had finance responsibility for Nike-owned retail first quality stores, factory stores and digital commerce activities worldwide. Before Nike, Louis held finance management positions at a number of Fortune 500 companies including Gap, Citibank, DuPont, Dun & Bradstreet and Duracell. Louis holds a Bachelor of Arts degree from Westmar College and a Master of Arts degree from Brown University. He received his MBA in Finance from the Kelley School of Business at Indiana University.



Deborah McGriff
Managing Partner, NewSchools Venture Fund

Deborah has been committed to transforming the lives of underserved urban school students for more than four decades. In 1993, Deborah became the first public school superintendent to join EdisonLearning (formerly Edison Schools). Prior to joining EdisonLearning, Deborah served as the first female General Superintendent of Detroit Public Schools. She was a teacher and administrator in the New York City Public Schools for more than a decade. Deborah is former President of the Education Industry Association. She serves on the executive committee of the National Alliance for Public Charter Schools, Policy Innovators in Education Network, and is a founder and national board member of the Black Alliance for Educational Options. She also serves on the advisory board of the Games and Learning Publishing Council, Hechinger Report, Program on Education Policy and Governance at Harvard's John F. Kennedy School of Government and is a member of the Review Board for the Broad Prize in Urban Education. Deborah holds a bachelor's degree in education from Norfolk State University, a master's degree in education with a specialization in reading pedagogy from Queens College of the City University of New York, and a doctorate in Administration, Policy and Urban Education from Fordham University.



Alex Terman

Senior Director of Finance and Operations, Valhalla Charitable Foundation

Alex Terman is the Senior Director of Finance and Operations at Valhalla Charitable Foundation. Prior to this he was an independent education consultant, focusing on strategy, finance, and operations for K-12 schools, education technology companies, and related organizations. Prior to starting his consulting practice, Alex served as a Partner at the Learning Accelerator, a non-profit organization that supports the implementation of high-quality blended learning. Alex was the co-founder and CEO of Digital Parent, an online service providing e-learning resources and advice for parents of young children, and served as the Chief Business Officer for the Stupski Foundation, an operating foundation focused on transforming urban school districts. He was also the founding Chief Operating Officer at Leadership Public Schools, a charter management organization serving low-income communities in the Bay Area. In addition to his involvement in education, Alex has worked at America Online and Bain & Company. He has an MBA from Stanford, a BA in History from UC Berkeley, and completed the Broad Residency, a two-year program that prepares participants for leadership roles in public education.



Jolene Slotter

Board Member, Teach for America DC Region

After receiving her MBA, Joey worked for Corning Glass Works in strategic planning. She later transitioned to the Federal Government where she gained valuable policy experience working for an independent commission charged with making recommendations to Congress about Medicare. Joey and her husband Stanley established the Stanley and Jolene Slotter Family Foundation to focus their philanthropy on education, and specifically the need for better education opportunities in underserved communities. She is applying her policy experience to analyzing this issue, and identifying concepts and organizations that improve the quality of education in low income communities in DC. Joey is a member of the TFA DC Region's Stewardship Committee, Gala Executive Committee, and co-chaired the annual gala three times. For Rocketship Public Schools, she coordinated the groundbreaking for Rocketship's first school in DC, which opened in August 2016, and has been greatly instrumental to Rocketship in building our local board and finding new sources of funding. Joey has a Bachelor of Arts from Lycoming College and a Masters of Business Administration from University of Pittsburgh.

Slotter is the Board Chair of Rocketship DC.



Greg Stanger
General Partner, ICONIQ Capital

Greg Stanger brings a broad range of financial leadership experience with high-growth Internet companies. He has served as CFO for oDesk, Chegg and Expedia. He has also been a venture partner at Technology Crossover Ventures and was formerly a corporate development executive at Microsoft. Greg has served on the boards of directors of many successful companies, including Netflix, Kayak, drugstore.com, NexTag, and Expedia. He is currently a trustee of the Yosemite Conservancy. Greg holds an MBA from the University of California at Berkeley and a Bachelor of Science degree from Williams College.



Raymond Raven
CEO, Orthopaedic Surgery Specialists

Ray Raven, born and raised in East Side San Jose, brings a valuable perspective to the Rocketship Board having been educated within the public school district where Rocketship was founded. After successfully navigating his way through the system, Ray earned an undergraduate degree in Molecular Biology & Biochemistry from the University of California, Irvine and a Medical Degree from the University of California, San Francisco. After completing an Orthopaedic Surgery residency at the University of California, San Francisco, Ray received advanced fellowship training in Hand & Upper Extremity Surgery at NYC, Texas and Barcelona, Spain. Ray now serves as managing partner and CEO of Orthopaedic Surgery Specialists, one of the largest private practice orthopaedic medical groups in Los Angeles County. Ray holds several medical device patents and provides consulting services for healthcare companies. During his career as a surgeon, Ray earned an MBA from the Paul Merage School of Business at the University of California, Irvine. Ray enjoys hiking and travel and spends a lot of his free time with his German shepherd dog, Apollo.



Ralph A. Weber
Founding Member, Gass Weber Mullins LLC

Ralph A. Weber is one of the five founding members of Gass Weber Mullins, a national trial litigation law firm recognized by the National Law Journal on its national “Hot List” of boutique firms. Mr. Weber has been active as an educator and community supporter. He teaches Trial Advocacy at Marquette University Law School and created a jury research and courtroom facility, the Trial Science Institute. Mr. Weber is also a member of the Northwestern Mutual Board of Trustees and he has founded and worked with several educational, charitable and nonprofit groups, including the Board of Pius XI High School, the Marquette University National Alumni

Board, the Board of the Wisconsin Conservatory of Music, the Marquette University College of Arts & Sciences Alumni Board, and the FC Milwaukee Soccer Club. Mr. Weber clerked for a federal judge after graduating from Columbia Law School (where he served as an editor on the Columbia Law Review) and from Marquette University (B.A., Summa Cum Laude, Phi Beta Kappa).

Weber is Board Chair of Rocketship Wisconsin.



June Nwabara
Regional Director, Dollar General

June is currently the Regional Director of Dollar General. June is results oriented and consistently establishes connections with others facilitating attainment of exceeding goals in a highly productive and professional work environment. She does volunteerism with numerous organizations throughout TN including but not limited to Hands on Nashville, National Civil Rights Museum, and Habitat for Humanity.

Before Dollar General, June was a nine year partner at Starbucks Coffee Company and served as the Regional Director of Operations. She led store operations within TN overseeing 92 stores. She managed a team of district managers to create and maintain the Starbucks Experience for partners and customers.

Prior to joining Starbucks, June spent thirteen years with Darden Restaurants and held numerous positions including General Manager, Divisional Training Manager and Director of Operations. She restored profitability and success to several restaurants and reduced turnover through improved consistency of caring and fairness principles in personnel practices. As GM, she was one of fourteen chosen to sit on the President's Council. June holds a Bachelor of Arts degree in Journalism from Michigan State University. She currently serves on the Executive Board of Directors with Hands on Nashville. In her spare time, she enjoys spending time with her family, friends, and chocolate lab named Lucky, traveling, food and wine pairing while exploring breathtaking locations.



Charmaine Detweiler
Director of the United Way Bay Area and co-chair of the Women's Leadership Council for Renaissance Entrepreneurship Center

Charmaine Detweiler is currently a Director of the United Way Bay Area and co-chair of the Women's Leadership Council for Renaissance Entrepreneurship Center. She brings with her over 35 years of financial management experience. Prior to her current role, Charmaine was most recently Executive Vice President and Chief Financial Officer for New Resource Bank, an innovative community bank servicing the sustainable and green business community, retiring from this position in 2013. Before this, Charmaine served in senior financial

management roles at OneCalifornia Bank, Orrick Herrington & Sutcliffe, LLP and Citigroup. Charmaine holds a bachelor's degree with distinction in Economics from Smith College and an MBA from the University of Chicago Booth School of Business.



Jean-Claude Brizard
Senior Advisor and Deputy Director , Bill & Melinda Gates Foundation

Jean-Claude is a Senior Advisor and Deputy Director at the Bill & Melinda Gates Foundation. Jean-Claude is the former Chief Executive of Chicago Public Schools, and prior to his appointment in Chicago, he was Superintendent of Schools for the Rochester, NY School District. Under Jean-Claude's leadership, both the Chicago Public Schools and the Rochester City School District saw substantial improvements in student performance. Jean-Claude's experience also includes a 21-year career as an educator and administrator with the NYC Department of Education. There, he was a Regional Superintendent, supervising more than 100 schools in the Borough of Brooklyn, and he also served as the system's Executive Director for secondary schools. Jean-Claude is a Fellow of the Broad Center, a Fellow of the third class of the Pahara-Aspen Institute Education Fellowship, and a member of the Aspen Global Leadership Network. A commercial pilot and a native of Haiti, Jean-Claude credits his parents—both of whom were educators—with inspiring him to pursue a career in education. He is married to Dr. K. Brooke Stafford-Brizard and is the proud father of four beautiful children.



Julia Stigletz
Partner, GSV AcceleraTE

Julia is currently a Partner at GSV AcceleraTE, a venture capital firm investing in early stage companies in the education and talent technology sector. She previously was one of the first leadership hires at Coursera, joining the company one month after the company launched as their 12th employee. Her most recent role at Coursera was Vice President of Enterprise, where she found and led Coursera's enterprise business. Her team also pioneered Coursera's Industry Content Partnerships (including Google, IBM and Cisco), and started the Coursera for Refugee program, which to date has reached over ten thousand refugees. Before Coursera she managed the Google Apps for Education team. Julia started out as a fourth grade teacher in East San Jose through Teach For America (Bay Area finalist for the Sue Lehmann award for teaching excellence) and went on to lead professional development for TFA in the Bay Area. Julia holds a BA from Pomona College, an MBA from Stanford Graduate School of Business, and an MA in

education from Stanford University. Julia sits on the boards of Fairygodboss, Team4Tech and Rocketship Public Schools, and is member of McKinsey's Consortium on the Advancement of Adult Learning and Development (CAALD)



Michael Fox
CEO, Goodwill Industries Silicon Valley

Michael Fox is CEO Goodwill Industries Silicon Valley. As the newly appointed CEO of Goodwill Silicon Valley Mr. Fox led a team that took the organization from a loss from operations of 1.7 million dollars to a gain of 1.1 million dollars in one year. Previously, Mr. Fox spent almost 20 years at M.E. Fox & Company, one of the Bay Area's leading wholesale beverage distributors, including over six years as president. Mr. Fox is past Chairman of the Silicon Valley San Jose Chamber of Commerce; San Jose Chamber PAC, San Jose Mineta Airport Expansion Initiative, and West Valley Mission College bond measure. He has held numerous campaign and political positions including finance chair Jim Cunneen for Congress, finance chair Dolores Carr for District Attorney, finance chair Able Maldonado for State Senate, and Mayor Ron Gonzales's kitchen cabinet. Mr. Fox was co-founder and chair Baseball San Jose, and currently serves as finance chair for Team San Jose. Mr. Fox received his B.A. at the University of San Diego and a Trans Global MBA at St. Mary's College.



Daniel Velasco
Chief Growth and Impact Officer, Latinos for Education

Dr. Daniel Velasco is Chief Growth and Impact Officer at Latinos for Education, where he brings 13 years of experience in education, entrepreneurship, fundraising, and strategy. He joined as VP of Strategy and Programs in 2017 after five years at Johns Hopkins University's School of Education. Before that, he taught with Teach For America and consulted on issues including evaluation policy, teacher retention, and adult learning and development. He sits on the boards of Rocketship Public Schools and the National Center for Teacher Residencies. Dr. Velasco was honored in 2016 by New York Mayor Bill de Blasio in recognition for national service. Dr. Velasco is program faculty at Harvard's School Turnaround Leadership program since 2013. Originally from Peru, he was raised in Venezuela and came to the U.S. as a child. He earned a BA with Honors in Political Science from the University of Central Florida and is a graduate of the ICN Business School in France. He holds master's degrees in Education Policy and Management from Harvard and International Development and Social Change from Clark University. He earned multiple executive certifications including Strategic Planning and Scaling for

Impact from Harvard Business School. He earned a doctorate in Educational Leadership and Entrepreneurship from Johns Hopkins University with an emphasis on Human Capital Development.



Mai Huong Ho-Tran
Lead PT, Kaiser Permanente North California Region

Mai Huong Ho-Tran is a parent of two Rocketeers from Rocketship Spark Academy. She is very active in her school community, including contributing her language skills to translations, as she is fluent in English, Vietnamese, and Spanish. She is a practicing physical therapist with over 16 years of experience, and is currently the Lead PT for Kaiser Permanente's Northern California region in chronic pain. She received her Master's in Physical Therapy from Chapman University and her transitional DPT from UCSF/SFSU's Graduate Program in Physical Therapy. She currently serves as clinical faculty for UCSF/SFSU and has guest lectured and taught continuing education courses for Kaiser Permanente locally and regionally, with the American Association of Pain Psychology and multiple community venues for the City of San Jose. Her experience also delves deeply into mindfulness, yoga therapy, Tai Chi, somatic movement retraining and spiritual direction. She is a mother, fisherman, yogi, runner, agent of change and life-long learner.

Yolanda Bernal Samano
Property Manager

Yolanda is a proud member of the Rocketship Fuerza Community Prep. Her oldest son attends the first grade. Since joining Fuerza she has been an avid participant in getting other parents involved by strengthening their voice around the achievement gap and access to quality education. She was part of the Fuerza reauthorization team, an active member of the Innovates Parent leader group as well as the Santa Clara County Parent Coalition. She currently works with the federal government managing their federal properties. She has worked for General Services Administration since 2004.

She attended San Jose State University for her undergraduate degree and graduate degree. She holds a BS on Sociology concentration in Criminology, with minors in Spanish and Mexican-American Studies. Furthering her education with a Master in Counselor Education writing a thesis on how undocumented students could search for resources in their community to fund their higher educational goals. Her passions include speaking to first-generation College students and demystifying college.

Born and raised in San Jose, Yolanda and her husband, Fernando, have two sons. Their weekends are filled with sports and outdoor activities like baseball, basketball and flag football and soccer.



**Peter Philpott,
Vice President, Robert W Baird and Co.**

Peter Philpott is a Vice President at Robert W Baird and Co. a 6,000 employee-owned wealth management, capital markets, asset management, and private equity firm. He is the past chairman of Cook Childrens Health Care System and Foundation boards. He also serves as chairman of the board of ACH Child and Family Services and was past board chair and capital campaign chair for the Union Gospel Mission, a homeless shelter.

He earned his BBA degree from the University of Texas at Arlington and his MBA from

Chicago Booth.



Rocketship Public Schools Senior Leadership Team



Preston Smith
Co-Founder and CEO

Preston Smith co-founded Rocketship in 2006. He has held numerous roles at Rocketship, including teacher, principal, Director of Schools, and Chief Achievement Officer. He has led Rocketship's professional development, leadership development, integrated special education, and student and teacher recruitment. In 2013, he was named CEO. Prior to Rocketship, Preston was founder and Principal of L.U.C.H.A. Elementary School, part of the Alum Rock Unified School District in San Jose, CA. After its first three years of operation, L.U.C.H.A. was the fourth highest performing low-income elementary school in California. Preston began his career in education as a Teach for America Corps (TFA) member at Clyde Arbuckle Elementary School (CA). In 2003, Preston was named "Teacher of the Year" at Arbuckle and was also nominated as one of six finalists for TFA's Sue Lehmann award, given to TFA corps members with the highest classroom academic gains in the nation. Preston is also an Aspen New Schools Fellow.

Preston is a proud Rocketeer parent of Zeke and Phoenix who attend Rocketship Fuerza Community Prep. He earned his Master in Educational Leadership from San Jose State University and graduated from University of North Carolina at Chapel Hill with a degree in Latin American Studies, Phi Beta Kappa.



Lynn Liao
Chief Talent and Strategy Officer

Lynn Liao, Chief Talent and Strategy Officer, is responsible for the teams that develop and implement programs to recruit, develop and retain staff. In addition, Lynn leads teams that analyze data in order to improve our schools and that support organizational strategy and cross-functional projects.

Lynn joins Rocketship from The Broad Center for the Management of School Systems where she co-founded and led the growth of The Broad Residency, a national program to attract and support emerging business leaders to join urban school systems. Under her leadership, the program graduated over 200 Residents, 90% who remain in K-12 education. She most recently served as managing director of network services. The goal of network services is to strengthen and leverage the power of the Broad Center's network of participants and graduates through career services and connecting network members to facilitate knowledge sharing and advance reforms.

Prior to joining The Broad Center, Lynn served as a director at The Broad Foundation and was responsible for the Foundation's portfolio of investments in district and national principal leadership programs. She also served as the Foundation's liaison with districts including New York City, San Diego and Philadelphia supporting their work on district redesign and restructuring.

Lynn earned her BA in Political Economy from the University of California, Berkeley and her Master in Education & Master in Business from Stanford University.



Keysha Bailey
Chief Financial Officer

Keysha Bailey is Rocketship's Chief Financial Officer with leadership responsibility for Finance, Legal and Facilities activities. Keysha was born and raised in the metro New York City area. She earned her BA in Economics from Princeton University and an MBA in Finance from the Wharton School, University of Pennsylvania. As a first generation college grad, Keysha's parents passionately fought for her right to an excellent education. Like many Rocketeer families, her parents understood that educational equity was the key to unlocking lifelong

potential. Keysha is committed to expanding the same opportunities her parents provided her, to the next generation.

Keysha's background includes two decades of diverse finance and strategic operational experience. She began her career in investment banking with J.P. Morgan in New York where she advised on capital structure and raised over \$10bn in the public debt markets for real estate, energy, and diversified corporate clients. She followed as Principal of a Colorado based construction enterprise, with a focus on resort based development. Upon moving to San Francisco 10 years ago, she led the strategy for over \$2bn in commercial real estate investments including operations, development and joint ventures with Prudential Real Estate Investors. Most recently she has acted as a consultant, focused on advising corporations and not for profit organizations on strategic finance and real estate matters. Additionally, Keysha serves as a Board Member for Envision Education, a charter network with four Bay Area schools. She is also active in the San Francisco community as a member of the Transbay Center Redevelopment citizens advisory committee and as a leader in SF Little League baseball.

She and her husband Joseph are parents of two incredibly energetic boys. A former rugby player and aspiring musician, she loves sports, a good competitive game and playing guitar or bass with her oldest son.



Cheye Calvo
Chief Growth and Community Engagement Officer

Cheye leads Rocketship's growth and community engagement team that partners with communities, stakeholders, parents, and families to grow and support Rocketship's network of highly successful public elementary charter schools. Cheye joined Rocketship after seven years with The SEED Foundation where, as chief expansion officer, he worked with communities across the country to explore innovative educational options for underserved students and opened and sustained urban, public college-preparatory boarding schools. Prior to SEED, Cheye worked for multiple state associations, most notably the National Conference of State Legislatures (NCSL), where he served as a policy expert and directed federal affairs on a diverse array of issues impacting states and communities. Early in his career, Cheye worked for the County Council in his native Prince George's County, Maryland. From 2004 to 2015, Cheye served as the six-time elected mayor of the town of Berwyn Heights, Maryland, just outside of Washington, D.C. In addition to successfully guiding the diverse, vibrant community through tough times, Cheye has been a strong advocate for law enforcement accountability, successfully advancing reform at the state and county levels.

Cheye enjoys hiking, biking, and travel, loves dogs (especially Labrador Retrievers), and has a passion for Italian Renaissance art. He earned his M.A. in History from the University of Wyoming.



Carolyn Davies Lynch
Chief Operating Officer

As Chief Operating Officer of Rocketship Public Schools, Carolyn Davies Lynch leads teams focused on topics including information technology, compliance, school operations, facilities maintenance, nutrition programs, and procurement. Carolyn joined Rocketship in 2011, and prior to her role as COO, she founded Rocketship's Strategy & Scalability team, working to define organizational strategy, build scalable systems supporting growth, and lead development efforts. She came to Rocketship from The Boston Consulting Group, where she led strategic work for organizations ranging from school districts to public health foundations to multinational corporations. Carolyn is a Pahara-Aspen Fellow, and holds an MBA and a Masters of Education from Stanford, and a BA in Applied Math and Economics from Harvard. Her family drives her passion for the idea that all students should have access to a high-quality education; her mother comes from a long line of educators, and her father was first in his family to attend college. Carolyn lives in San Carlos, California, with her husband Jack and their four rambunctious children: Skye, Sojourner, and twins Hawking and Maverick.



Chris Murphy
Chief Communications Officer

Chris leads Marketing and Communications across the Rocketship network. He spent the first decade of his career as a strategic planner for the world's top creative advertising agencies (Fallon, Wieden + Kennedy, Ogilvy) building marketing strategies for blue-chip brands (Citibank), national non-profits (PBS), and global foundations (The Bill & Melinda Gates Foundation). His work was recognized with five EFFIEs – the industry's top honor for marketing effectiveness. While working on a voter advocacy campaign for the Gates Foundation, Chris caught the global health bug. He left the advertising world, moved to Kenya, and built a strategic communications capacity for Sub-Saharan Africa's largest HIV control program. In 2010, he moved to the Bay Area but kept one foot in East Africa as he headed up marketing and development for the pioneering social enterprise Living Goods. Chris went on to lead marketing at Common Sense Media, where he spearheaded a national campaign with Univision to help close the broadband internet access gap and directed a \$30M national PSA campaign.

Born and raised in Green Bay, Wisconsin, Chris is still a season ticket holder to the Green Bay Packers. He is a lifelong skier, average mountain biker and loves hut-hiking around the world. He and his wife Marisa are exhausted/exhilarated parents of twins.

Chris earned his B.S. in Marketing and Cultural Studies from the University of Minnesota and attended graduate school at The Newhouse School of Public Communications at Syracuse University.