Oakland/East Bay Math Circle is an after-school program for middle school students and teachers focused on mathematical discovery guided by prominent, enthusiastic and energetic mathematicians instructors from the Greater Bay area. This program differs from other after-school programs because the teachers who accompany their students to the Math Circle have the option to join colleagues and explore the same advanced mathematical topics that their students are exploring at a more rigorous level. These courses are not based on rigid curricula, but instead foster very flexible environments that will meet the students where they are intellectually, and take them as far as their potential allows. The talk will overview the process of creating the Math Circle including obtaining professional development credit, recruiting teacher and student participants, and developing lessons with mathematicians from the area. We will also discuss creating mathematical lessons for the teachers and students that are active and unlike anything they have seen before because of the wide variety of topics that are discussed and the rigor of the materials that is presented. (Received July 26, 2007)