A growing body of educational research has demonstrated that effective professional development for teachers includes addressing elements of both content and pedagogy, especially the pedagogy that is embedded within content and vice-versa. This literature also draws upon what researchers now know about the effectiveness of learning within communities and engaging in the active construction of knowledge. In the Philadelphia Area Math Teachers’ Circle (PAMTC), we aim to make transparent for teachers some of the tacit pedagogical-content features of the American Institute of Mathematics’ approach to adult-learning within math circles; in particular, beyond modeling active-learning and problem-solving, we also engage in discussions of not only ”how to think like a mathematician” and ”how to be a successful problem-solver,” but also ”how to connect PAMTC problems to curriculum / content” and ”how to facilitate high-quality, student-centered discussions.” This pedagogical-content model, we conjecture, enhances teachers’ experiences within our group—supporting their mathematical growth in problem-solving, as well as providing actionable tools for use in their own classrooms. In this session, we present our model and explore what some of our teachers have said about our approach. (Received August 12, 2014)