

New Charter School Proposal  
for  
**American Principles Academy**

## Required Information

### *Charter School Information*

1. Name of Proposed Charter School: American Principles Academy
2. Name of Applicant: Cedar Charter Holders
3. Authorized Agent: Karen Thelin
4. Mailing Address: 4355 Sagebrush Dr., Enoch, UT, 84721
5. Phone Number: 801.494.7446
6. Email Address: karenthelin@gmail.com
7. New School Location and Location's School District(s): Cedar City, Iron County School District

### *Governance Structure*

*In this section provide information regarding the governance structure. The governing body of a charter school is responsible for the policy decisions of the school*

*Below, list the names and positions of all Board Members (officers, members, directors) of the school, and their positions. List their area of expertise (education, legal, finance, parent) and any other charters in which they have ever had affiliations. Add rows as necessary.*

<b>Name</b>	<b>Position</b>	<b>Area of Expertise</b>	<b>Any Charter Affiliations</b>
Karen Thelin	Chair	Nursing	APA
Scott Herrick	Vice Chair	Educator	Liberty Academy/APA
Matt Howard	Treasurer	Finance	None
Kami Merrill	Secretary	Parent	None
Kelly Hofeling	Parent Advocate	Homeschool Educator	None
Casey Anderson	Community Outreach	Counselor	None

### *Enrollment*

8. Year School will start: 2023
9. Grades Served: K-8

Does the proposed grade configuration match the resident district grade configuration?

Yes

No: *Describe the difference.*

10.	10. Grades and Specific Number of Students Served by Grade													Max Enrollment
Year 1	K	1	2	3	4	5	6	7	8	9	10	11	12	
<b>SY25</b>	90	96	96	96	96	96	96	96	96					858
Year 2	K	1	2	3	4	5	6	7	8	9	10	11	12	
<b>SY26</b>	90	96	96	96	96	96	96	96	96					858
Year 3	K	1	2	3	4	5	6	7	8	9	10	11	12	
<b>SY27</b>	90	96	96	96	96	96	96	96	96					858

### ***Waivers***

11. Is this proposal seeking special treatment under UCA §53G-5-301?

Yes: *Provide a justification.*

No

12. Is this proposal seeking priority consideration under UCA §53G-5-504?

Yes: *Provide a justification.*

No

*A charter school may apply to the State Board of Education for a waiver of any rule that inhibits or hinders the school from accomplishing its mission or educational goals set out in its charter.*

13. List any waiver requests here (i.e., Rule numbers and titles).

- R277-552-3. Charter School Authorization Process, Subsection 10
- R277-552-4. Timelines - Charter School Starting Date and Facilities, Subsection 1

We would like to request waivers from these rules in order to start school in the Fall of 2023. There is a significant financial need to start school soon, and we believe that we can convince the board that we are able to overcome any obstacles of starting in Fall of 2023. The significant financial need relates to the facility situation. Cedar City is a small rural city with limited options

to accommodate a school. In fact, we have been watching the market as it relates to our charter school vision for a couple of years now. The best option that we have found just opened up this month<sup>1</sup>. Vivint is vacating a facility that they were using as a call center. The facility is large enough to accommodate one classroom for each grade. The facility is in great shape and will require little financial input to remodel it for our purposes. Factoring in the Charter School Start-up and Implementation Grant, the all-in cost would come in around 18% of our budgeted expenses over the lease term, and in our opinion is miraculously inexpensive, not to mention it falls far below the State's recommendation of under 25% of our overall budget for expenses. We currently have a letter of intent with the owner that allows us to secure the facility in September of 2022 as long as we begin operating the school in Spring of 2023 (which is when we would need to begin the leasehold improvements). The lease will go through June of 2025, which is when we expect our final constructed facility to be ready. Please read more about our facility plan in Section 3 of the proposal, and we are prepared to submit more details for this waiver during the application process. One thing we would like to request, which would eliminate the need for these waivers, is for the State Charter School Board to consider our application in September of 2022. We are prepared to have our full application in by the end of July. By considering our application in September of 2022, the SCSB would meet the October 1 deadline to notify the State Superintendent, and Cedar Charter Holders could meet the October 1 deadline to apply for the start-up finding.

### ***Signatures***

WE, THE UNDERSIGNED, do hereby certify that, to the best of our knowledge and belief, the data in this proposal are true and correct. Therefore, this proposal for charter school status and funding is hereby submitted with the full approval and support of the governing body of the proposed charter school.

Name of Authorized Agent Karen Thelin

Signature of Authorized Agent



Name of Charter School Board Chair (if different than Authorized Agent)

Signature of Charter School Board Chair (if different than Authorized Agent)

<sup>1</sup> <https://drive.google.com/drive/folders/1bSBmwdo--ZHdtuRQTrbYtSupktYEdD6G?usp=sharing>

## 1. Key Elements

### 1a. State the proposed school's mission.

Our school's mission is to provide a classical education ensuring that every student achieves academic success and develops virtuous character based on concrete measurements.

### 1b. State the legislative purpose(s) outlined in UCA 53G-5-104 which this school specifically satisfies.

1. Continue to improve student learning. Our data tracking methods of student data will allow us to track improvements of student learning. We will implement weekly reading and math assessments, and even daily participation trackers.
2. Encourage the use of different and innovative teaching methods. Although Direct Instruction, including choral responses from the students, may not be considered "different and innovative" from a national perspective, there are no schools implementing those methods on a school-wide scale in Iron County.
3. Increase choice of learning opportunities for students. Currently there are no charter schools in Cedar City with available seats, and only one charter school serving Elementary students. The existing charter school serving Elementary students in Cedar City is not classical and emphasizes a "self-directed" method of teaching. There is demand for a "Direct Instruction" method of teaching.
4. Establish new models of public schools and a new form of accountability for schools that emphasizes the measurement of learning outcomes and the creation of innovative measurement tools. We will implement measurement tools that track individual student data on an hourly basis. Some examples of data trackers that we will use can be found [here](#).
5. Provide opportunities for greater parental involvement in management decisions at the school level. Charter schools provide these opportunities by nature due to the fact that they are run by an independent board made up of parent volunteers. In our case 100% of our board members intend to enroll children at the school.
6. Expand public school choice. As mentioned, there is only one charter option in Cedar City for our elementary-aged students. The existing school is a Montessori school which is extremely different from our proposed classical-education model.

### 1c. Explain how this school will promote the State Charter School Board's mission and vision.

There are currently no open seats at the only existing elementary charter school in Cedar City. This new school will promote the SCSB's mission by advancing school choice. This new school will also provide an opportunity for parents and students to experience a model of education that has not existed in their County - using uniforms, direct instruction, and leveled-learning. This new school will also promote the SCSB's vision because it will give more students access to this approach to education, which may better suit their unique learning needs.

### 1d. List the school's key elements. The key elements of the Charter School, as set forth in the application, are programs and processes that are defining characteristics and make this school unique.

Some of the school's key elements will be:

- Leveled learning - students learn with peers at their precise level for the subjects of Reading, Math, and Spelling, not just with their homeroom peers
- Small group sizes for Reading, Math, and Spelling - groups usually ranging from 5 students to 25 students
- Daily homework opportunities
- Uniforms
- A Character Development Program designed to teach the students good etiquette and responsible civic engagement
- A teacher and a paraprofessional in every general ed classroom
- Classical literature instruction
- Cursive writing beginning in Kindergarten
- Latin courses for all 7th and 8th graders
- Accommodations made for homeschoolers by designing the academic program and daily schedule to facilitate their children's success.

1e. Describe the academic goals of this school.

Our academic goals will be developed around the following priorities:

- At least 70% of our students will progress in reading and math by at least one grade level of growth each year, as measured by EOY Acadience composite scores and Saxon math EOY Tests

## 2. Program of Instruction

2a. Does the school intend to offer any of the following programs: N/A

2b. Briefly present the overall vision for how the school will operate.

The charter school program will accommodate the massive homeschool population of Cedar City. Cedar City Homeschoolers page on Facebook has 806 members - the largest City Homeschool group we could find on Facebook. There is a strong hesitancy for families in Cedar City to participate in traditional public school. Many homeschool families indicate they would participate in public education in a school that aligned with their philosophy and values. Yet a challenge for entry is that many home school students progress in their education at rates more variant than public school students, which creates a challenge for those families when enrolling their children in public schools as they find their children don't "fit" neatly into a particular grade level.

The Elementary school will assess each incoming student and place them in an achievement-leveled group in the skills areas of Reading, Math and Spelling. This allows students to enroll in the correct grade according to their age and receive grade-level instruction in their homeroom, but also receive instruction at their performance level in the skills acquisition areas. Elementary students will transition between homeroom classrooms and "break-out" rooms (small classrooms) for Reading, Math and Spelling. Grade-level Science and History may also be leveled according to the student's learning aptitude (the content will remain consistent by grade and will conform to Utah Core standards). The uniform code will be reflective of the dignity and importance of school, and will provide equality in the school hallways and a sense of the importance of school which will help students focus on their responsibilities to become excellent students and virtuous individuals.

The Character Development program will be engrained within the daily structure. Students

will wear name tags, practice proper etiquette as taught in the classrooms, and participate in Character Development programs such as workshops, videos, and “meet and greets” where they will have the opportunity to meet new people and introduce themselves properly to others.

The overarching character theme at the school will be the “Builders” theme. This theme teaches children to practice “Builder” behavior instead of “Wrecker” behavior. Monthly Builders themes will be implemented throughout the school and each class will have a Builder awarded each month for their positive character traits.

2c. Describe the school’s overarching educational philosophy.

American Principles Academy will be a classical-liberal arts school with an aim to educate both the minds and hearts of our students. Human flourishing is the goal of a classical education. We will engage in the pursuit of truth, beauty, and virtue alongside our students. We will focus our efforts in the domains of the liberal arts, including mathematics, social, and physical sciences with an emphasis on ethics, morality, the ability to solve complex problems and a desire to continue to learn. We will employ the disciplines of humility and diligence to our scholarly efforts. Our students will flourish as they become academically proficient, develop strong moral character, and develop a desire to impact their community in positive ways. At school, on a daily basis, we will enthusiastically engage in the learning and practice of the skills required to accomplish these ends.

2d. Provide a description of the intended educational program that includes methods of instruction and either sample curriculum choices or a description of how curriculum will be selected/developed.

**ELEMENTARY PROGRAM**

Our Elementary School program will center on 2 pillars: Academic Achievement and Character Development. We believe children in grades K-6 need a balance of rigorous academics, creative and expressive learning, and positive social skill development – all in a motivating, cheerful environment that encourages enthusiasm for learning and love of school. Caring and nurturing relationships with teachers and friends are the foundation of all we will do.

***Elementary Academics***

**Achievement Grouping:** We will utilize achievement grouping for the skills areas of reading, spelling and math. All students will be assessed and groups will be formed that will allow all students to be taught at their precise instructional level, with peers within their age band (K-3 or 4-6), for that subject. These “fluid groups” will be composed of approximately 5-25 students, allowing for small classes as needed. We know that student learning is not entirely predictable, so students will be consistently assessed (daily and weekly) and if a student “zooms” ahead, they will be able to move to a higher level. Likewise, if a student needs extra repetition of a concept, or experiences absences which put them behind, they will be able to join a different group and repeat the instruction that was missed or was challenging for them. Achievement grouping supports student positive mental development and protects students from anxiety and depression by avoiding placing students with students performing far above them in these skills subjects. Advanced students for their age are likewise placed in groups that provide appropriate challenges so boredom or engagement challenges can be avoided. Because all students will go to their skills groups at the same time in the school day, and the

groups will not be not labeled in any way (no numbers, colors, or letters), our students will not typically be conscious of the “position” of their group (higher, lower) in relation to other groups. Avoiding stigma is one of the goals of our achievement groups. It is our belief that these achievement groups are the most efficient way to allow students to gain skills in the fastest, most emotionally positive environment possible.

Our elementary students will attend a homeroom class that has a General Education Teacher and a Paraeducator (who we will call an “Instructor”). This supplemental employee will make it possible for the General Education Teacher to teach the content scheduled for the day, with the Instructor providing support as needed. The content taught in the homeroom will achieve the specific grade-level Utah Core requirements. The placement of a Paraeducator in every elementary homeroom also expands the least-restrictive environment options for our special needs students.

We will consult with Homeschool families to identify the precise academic needs of their students and facilitate a smooth transition to school.

### ***Early Elementary Courses (K-2)***

Reading Mastery, Connecting Math Concepts, Spalding Spelling, Cursive Writing, Shurley Grammar, Language For Learning, Language for Thinking, Comprehension A, Physical Education. CORE KNOWLEDGE Science, History, Poetry, Literature and Geography, Music, and Art (Monart Drawing).

### ***Upper Elementary Courses (3-6)***

Saxon Math, Corrective Mathematics, Reading Mastery, Corrective Reading: Decoding and Comprehension, Literature-Based Direct Instruction, Spalding Spelling, Latin Roots, Spelling with Morphographs, Physical Education, Shurley Grammar, CORE KNOWLEDGE Science, History, Poetry, Literature and Geography, Music, and Art (Monart Drawing).

### ***Character Education***

Our mission statement outlines our commitment to two pillars: academic excellence and strong character development. As a student progresses through elementary and secondary education, the Builders and Ambassadors programs will teach virtuous character, social and communication proficiencies, community service, civic engagement, leadership, professionalism and other skills to assist students to become positive and contributing citizens in their communities. In order to establish an excellent institution and a loving, positive atmosphere, we believe we must build a foundation of virtuous character in our students and ourselves. We also believe that mental training goes hand-in-hand with the formation of a good character. We will firmly plant these ideals into our institution through a district-wide Builders Theme and Ambassadors Program. All staff, parents and students will work together to build our school on the principles of Expectations, Effort, Enthusiasm, Encouragement and Excellence.

The CHAMPS program (Safe & Effective Schools by Randy Sprick) will also be implemented district-wide to support student self-management and positive school culture development.

Civic education is a highly important aspect of our program. Students will engage in lessons and activities including Constitution Day, Veterans Day, Memorial Day, and focus on the American Ideals of Liberty, Equality, Democracy, Respect for the Rule of Law, and Patriotism.

## **SECONDARY PROGRAM**

### **Junior High**

In Junior High we add the following to our School-wide mission statement in order to provide an emphasis on these students to their impending high school career. Mission Statement:

Assist students in their efforts to become student scholars by providing an academically rigorous liberal arts program that prepares them for advanced study at the high school level and beyond.

Utilizing a program rooted in classical education principles, students will be exposed to a language-rich curriculum built for a maturing mind. Our academic program will emphasize learning through language (writing, speaking, reading) rather than pictures, videos or television.

The trivium model of learning will be a key part of our pedagogical approach, with a focus on continual engagement in the learning process through 3 phases: supplying the mind with facts (grammar), providing logical tools to organize facts (logic), and equipping students to express conclusions based on application of the logic (rhetoric).

Junior High courses will utilize direct instruction for grammar-phase learning with a focus on student participation and 100% engagement. Socratic methods will be applied in the Logic and Rhetoric phases as appropriate. Our systematic approach to coursework will result in a sequence that ensures students are accessing the necessary curriculum as well as mastering it before moving on in their studies. The curriculum for each class will be organized by a “180-day plan” that is standardized across American Prep’s managed schools, and each course has established learning objectives and “accountability elements”. See a 180-day plan example [here](#).

Tests and quizzes will be standardized and student scores (absent identifying information) will be shared within the department so teachers can meet monthly and analyze student achievement data, discuss demonstrated best practices, and mentor one another.

### ***Jr. High Subjects of Instruction***

Utah State Standards will be met or exceeded through our curriculum.

Math:

We will utilize the Saxon math sequence which emphasizes incremental skill development using a spiraling practice model to ensure that students master the material and retain it over long periods of time. New material is introduced and students are given an opportunity to practice the new content as well as review previous content in each lesson.

English:

We will provide an academically rigorous 7<sup>th</sup> and 8<sup>th</sup> grade English curriculum. We will follow the English curriculum outlined in the Core Knowledge Scope and Sequence, which includes literature, expository writing, grammar, vocabulary, and spelling. Our English class will utilize the Wordly Wise Vocabulary program, Digging Into Diagramming program, and various Core Knowledge literary selections. Formal logic instruction will be provided in our English classes. Students will take 1 English course in 7<sup>th</sup> grade and 1.5 English courses in 8<sup>th</sup> grade.

History:

History coursework in 7<sup>th</sup> and 8<sup>th</sup> grade will be a combined course of Utah Studies and U.S. History. All core objectives for both U.S. History I and Utah Studies will be met. Students will be exposed to primary sources to aid them in their interpretation and explanation of historical events. This course has an emphasis on reading, effective writing, and analytical skills.

Latin:

All Jr. High students will study Latin for the full year in both grades. Latin instruction focuses on the foundations of the Latin language, as well as Roman history, culture, and mythology.

The class will provide an understanding of Latin's structure and basic components, and is designed to strengthen students' comprehension of the English language. The textbook for this course will be Jenney's Latin. Students learn about Rome's founding, societal practices, and its cultural impact on modern society.

Science:

The 7th and 8th grade science curriculum is designed around the SeeD standards. Junior High Science courses will contain strong logic and rhetoric components including an emphasis on questioning and critical thinking. Students will often be asked to not only provide an answer, but to demonstrate understanding of the questions, and then support conclusions with the knowledge they've gained in previous stages of learning. Writing is a critical part of this stage of learning and all of our Junior High courses will have strong writing components.

***Character Education:***<sup>2</sup>

We are committed to helping students become exceptional citizens as well as great scholars. Thus, every student at American Principles Academy will be a participant in the Character Development Program. This program will be an integral part of the daily curriculum and supports our two-fold mission, which is to champion rigorous academic achievement and strong character development. 4<sup>th</sup> period will be a Leadership class for all Jr. High students where the Ambassador curriculum is presented.

The Ambassador Character Development curriculum is built upon seven areas of focus: social graces, professional behavior, self-management skills, peer leadership experience, community service, civic awareness, and arts/cultural appreciation. These seven focuses will be presented and reinforced through a combination of hands-on, high-energy workshops, service projects, leadership experiences, field trips, and culminating activities. Students and staff will be trained to exemplify the skills taught in each area of focus in their daily interactions and to recognize that the application of those skills leads to academic success.

Leadership and character development is the second pillar of our education program.

2e. Provide a description of how the Utah Core Standards will be taught and assessed in the school.

The Utah Core Standards are taught through our chosen curriculum, primarily in the homeroom classes. They will be assessed through the State's Standardized tests, as well as through Core Knowledge unit tests.

2f. Explain how the school will meet the needs of all students, including special education students, advanced students, students with disabilities, educationally disadvantaged students, and the like.

Our achievement level groups ensure that students can accelerate at the maximum pace possible, learning alongside students at their level. This means that our advanced students are never held back - they can advance at their pace. Educationally disadvantaged students benefit greatly from this model, as we are able to accelerate or "fast cycle" students who have learning gaps to get them caught up to grade level. Many of our curricular programs have fast cycle schedules that allow for this acceleration without creating holes in knowledge.

---

<sup>2</sup> [APA Ambassadors](#)

We will align our Special Education Program with complete fidelity to IDEA and USER (Utah Special Education Rules). We will offer the full continuum of services for disabled students according to the individual student's IEP.

All Special Education teachers, paraeducators and related service personnel will possess the appropriate qualifications, including licensure, according to the requirements of Federal and Utah Law and Rule. All staff members who provide instruction or services to IEP students will receive appropriate training and supervision by a credentialed special educator. Informal and formal evaluations will be conducted by administration to support the quality of instruction and services that are being provided. Coaching will be provided during this process to improve instruction.

Our special education program's emphasis on LRE (least-restrictive environment) is expressed in our commitment to seeing our disabled students educated alongside their typical peers whenever possible. This accomplishes our goal of reducing stigma for disabled students, as well as our academic goal of placing each student in the most motivating learning environment possible, which we have found to be with their peers in most cases.

Our elementary inclusion program will be patterned after the program outlined in detail in this [seven minute video](#) and we invite the reader to view it to understand more clearly how we plan to provide a FAPE to our disabled students.

Our innovative model will provide a paraeducator (Instructor) in every elementary classroom. This will allow nearly all of our elementary-aged disabled students to attend their "regular" general education homeroom classroom and receive the supports they need without being "pulled out" of class. However, for students whose IEPs indicate they need services outside these settings, we will provide the full continuum of placements, including self-contained classrooms.

Between the small skills groups and supported homeroom environments, most disabled students will be taught alongside their peers nearly all of the time they are at school. One of the objectives of our program is to reduce the stigma and lost general education instruction that often occurs when students are pulled away from their peers for learning. Stigma can be very harmful to students and the impacts persist into adulthood. Adults who were identified as "learning disabled" as children are more likely to attempt or commit suicide<sup>34</sup>. Utah has some of the highest rates of childhood anxiety and depression in the country. Our response to these challenges includes creating a school model where students remain with their nondisabled peers whenever it is possible, which is most of the time. The inclusion rate at other schools that run a similar school structure to the American Principles Academy is nearly 90% (the USBE target is 49%). Additionally, this program is proven to be academically successful. The special needs students at other Utah schools that implement this structure score at or above the state average in most subjects and most grades.

---

<sup>34</sup> Kjelsberg E, Neegaard E, Dahl AA. Suicide in adolescent psychiatric inpatients: incidence and predictive factors. *Acta Psychiatr Scand*. 1994 Apr;89(4):235-41. doi: 10.1111/j.1600-0447.1994.tb01507.x. PMID: 8023689.

<sup>35</sup> <https://www.news-medical.net/news/20170621/Study-finds-high-prevalence-of-suicide-attempts-among-women-with-learning-disabilities.aspx>

Grade	MATH - Spring 2017			MATH - Spring 2018		
	APA 2017	State 2017	Proficiency % Difference	APA 2018	State 2018	Proficiency % Difference
3	31.3%	28.6%	2.7%	31.5%	28.8%	2.7%
4	29.3%	24.4%	4.9%	27.5%	25.8%	1.7%
5	26.3%	18.7%	7.6%	27.0%	19.7%	7.3%
6	22.1%	10.9%	11.2%	22.0%	11.5%	10.5%
7	16.0%	11.2%	4.8%	15.1%	11.5%	3.6%
8	13.1%	8.8%	4.3%	13.6%	8.4%	5.2%
9	13.8%	6.5%	7.3%	12.1%	7.6%	4.5%
10	6.7%	5.7%	1.0%	5.6%	5.4%	0.2%
11	10.0%	7.6%	2.4%	10.0%	4.4%	5.6%
12	50.0%	1.6%	48.4%	50.0%	3.0%	47.0%

Grade	LANGUAGE - Spring 2017			LANGUAGE - Spring 2018		
	APA 2017	State 2017	Proficiency % Difference	APA 2018	State 2018	Proficiency % Difference
3	28.4%	23.3%	5.1%	27.8%	23.3%	4.5%
4	20.3%	16.1%	4.2%	20.6%	18.1%	2.5%
5	20.3%	14.4%	5.9%	22.8%	16.0%	6.8%
6	21.0%	11.5%	9.5%	20.7%	12.4%	8.3%
7	18.6%	7.7%	10.9%	17.5%	9.3%	8.2%
8	15.3%	5.6%	9.7%	14.5%	6.6%	7.9%
9	14.3%	4.8%	9.5%	13.9%	6.5%	7.4%
10	13.0%	4.7%	8.3%	9.8%	7.2%	2.6%
11	12.0%	2.9%	9.1%	12.0%	7.7%	4.3%
12	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%

2g. If any grades 9-12 will be served, explain the proposed graduation requirements.

N/A

### 3. Market Analysis

3a. State the school’s intended location. Be as specific as possible. If the exact location is unknown, describe the characteristics of the areas the school will be seeking and how the governing board will find and acquire the location.

Cedar City or the surrounding areas (Enoch or Hamilton Fort).  
 We hope to be authorized to begin our first year of school in Fall of 2023. Our school has been contemplated and planned for nearly 4 years as of the date of this proposal. We believe that we have sufficient demand, resources, and plans to operate successfully in Fall of 2023. By engaging American Preparatory Schools (APS) as our Educational Management Organization, we will be able to accelerate our efforts to open swiftly, and overcome hurdles that would normally inhibit a school from opening this quickly.  
 For example, APS has in place proficient systems and practices to provide the services of Accounting and Human Resources beginning the day after our charter approval. Likewise, their academic programs can be quickly replicated and they have assured us that they do have the resources and staff to be able to replicate the academic model within a few months. The two most challenging aspects of opening quickly that we anticipate are 1. facility occupation and 2. staffing.

1. Facility Plan. From a facilities perspective, there are compelling reasons to open Fall of 2023. After staffing costs, facilities expense will be our next biggest expense and the expense that we have the most control over. We don’t believe that it is financially

responsible to begin construction on a new facility without first testing our market and proving our model. Therefore, we are strongly compelled to begin our operations in a leased facility while we test our market and develop our facility plans. To this end, we have procured a rare facility that would accommodate approximately 35% of our maximum enrollment for Year 1 and 2. The facility is a vacated call center. The owner has provided us a [letter of intent to lease](#) beginning with a reduced lease-option payment starting in September 2022 (which will be paid by our Educational Management Organization), and the lease going through August 2025, which will give us the time needed to construct our permanent facility. The estimated cost to remodel the facility to accommodate our school is \$300,000 and the lease rate for the term of the lease is \$874,000. Assuming we will receive Charter School Startup and Implementation Grants, and including ancillary facility costs of utilities and Common Area Maintenance charges, we anticipate that our total facility expense as a percentage of our expenses will fall around 18%, which falls well below the State's recommended 25%. Our final, constructed facility already has an initial floorplan developed and we have already been in contact with multiple landowners for a final site. We are looking for a site that is at least 10 acres in size that is located outside of Cedar City's city limits so that we will qualify for USDA rural development financing, which gives us lower financing rates and longer financing terms which will greatly help our budget. APS has experience and financial resources to aid us in renovating the leased facility and constructing the final facility.

2. Staffing. APS will provide many professional services, which will negate our need to hire people in these roles: CFO/Accountant/CPA, Human Resource Director, Operations Director, IT Director, Character Development Director, Administrative Director, Elementary Director, Secondary Director, Compliance Director. The staff that we will need to hire for Year 1 will be: 7 Elementary Teachers, 7 Instructors, 2 Jr. High Teachers, 1 School Counselor, 1 Special Ed Teacher, 1 Operational/IT manager, 1 Front Office Staff/Clerk, 1 Music Teacher, and 1 PE Teacher. We have multiple educators on our governing board and based on our understanding of the labor market in Cedar City, we don't believe that it will be difficult to staff our program.

3b. Justify why this school's educational program is needed in the selected location.

As stated, Cedar City has a very large homeschool population. Many of the homeschool families do not feel that a traditional public school is trustworthy and are seeking a classical education model. This is evidenced by the many letters of support that we have procured from the population, which include letters of support from the Cedar City mayor, Iron County Commission, the Iron County School Board and Superintendent, and many parents. These letters of support can be found [here](#).

3c. Provide the demographic information for the selected location.

We anticipate the population of the school to be as follows:

- Ethnic or racial minority: mirror the surrounding district (Iron County), which is approximately 84% Caucasian and 16% minority<sup>5</sup>.
- We anticipate a special ed population that matches Iron County School District - 12%

<sup>5</sup> <https://schools.utah.gov/data/reports?mid=1424&tid=4>

of their students are special needs.

- We anticipate an economically disadvantaged population of 40-45%, which is on par with the Iron County School District which reports 43%.
- We anticipate that our ELL percentage will align with the local charter schools which is reported at 4%.

3d. Explain in detail how the proposed mission, vision, and program of instruction align with the educational needs of the population described in 3c.

First, our special ed program will provide services with an expanded LRE for students on IEPs. Direct Instruction immensely helps ELL students as it allows them to verbalize responses in a choral manner with their peers. This allows them to practice speaking throughout the entire day. Lastly, our focus on character development and higher education through a love of learning will prepare our students to succeed in high school, college, and professionally.

3e. Provide the characteristics of the proposed charter school that sets it apart from other schools in target location.

Currently there are no charter schools in Cedar City with available seats. And there are no classical education charter schools at all in Iron County. In particular, some of the characteristics that will set us apart are:

- Leveled learning - students learn skills with peers at their precise level, not just with their homeroom peers
- Small group sizes for Reading, Math, and Spelling - groups often ranging from 5 students to 25 students
- Daily homework opportunities
- Uniforms
- A Character Development Program designed to teach the students good etiquette, virtuous character and responsible civic engagement
- A teacher and a paraprofessional in every elementary general ed classroom
- Classical literature instruction
- Cursive writing beginning in Kindergarten
- Latin courses for 7th and 8th grade

## Appendix A: Background Information Sheet

Name: Karen Thelin

Role: Chairperson

**Statement of Intent:** My role on the governing board as the chairperson is to bring the mission of a classical and liberal arts education of American Preparatory Academy to the families in Iron County. I want to help provide an effective and engaging educational experience to the students of the school by promoting excellent teaching and an interactive education. As a nurse with a bachelors degree and working as district school nurse for American Preparatory Academy for 5 years, I have the background of the basis of the school and want to continue this option for education to the students in Iron County. I understand the obligations and expectation of being a board member and having my nursing education as my background, hope to be able to consider the well-being of the students attending American Preparatory Academy in caring for those with medical related concerns and accommodating those concerns as best as possible. I am fully committed to the mission, values and education curriculum of this school as they have been written in this application.

**Not-for-Profit History:** As a nurse, I have spent many hours in my education to become a better nurse. I am currently in my masters program to become an educator because I believe in the importance of educating others. As a parent, which is considerably non-profit, I am dedicated to the quality of education that my children and other children have access to. I have been a parent volunteering my time for American Preparatory Academy school for 7 years, 5 of that as the district school nurse. I have experience working in an administrative position and attending school board meetings. I am a member of the Church of Jesus Christ of Latter day Saints and as a member, I have held many callings of leadership and teaching. I have had the opportunity to plan and operate organizations at the collegiate level in a volunteer position and mentored other students. I have participated in the policy council of the Head Start program of Iron County which includes their board policy council meetings. I have held positions of treasurer and secretary in college programs, volunteering my time to participate in those positions. With this background, I feel that I have experience to start this charter school. I am willing to continue to learn and grow as necessary in this position of chairperson to make this school operate functionally.

**Employment History:** I have an employment background as a nurse for multiple faculties. My current position in administration as district school nurse for American Preparatory Academy has given me the most experience in the school nursing position. I have worked with COVID response. For 12 years, I have been employed for a family of a disabled child, taking care of her nursing medical care and needs.

**Education History:** I have a double associated registered nursing degree (earned in 2008 from Snow College and 2012 from Weber State University) with a bachelors in nursing (earned in 2017 from Brigham Young University- Idaho). I am currently working towards my masters in nursing education to graduate in April of 2023 from Western Governors University.

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO THE UTAH STATE CHARTER SCHOOL BOARD TO VERIFY ANY INFORMATION PROVIDED. I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.



---

**Applicant's Signature**

## Appendix A: Background Information Sheet

Name: Scott Herrick

Role: Vice Chair

**Statement of Intent:** Having been a Public Educator for seven years, I have seen programs and curriculum that work for students and I have seen the opposite. I intend to do all in my power to provide a successful classical and liberal arts education to as many children as I possibly can.

**Not-for-Profit History:** I have volunteered and had employment with many not-for-profit organizations, including Red cross, Salvation Army, First United Methodist Church Food Pantry, and The Church of Jesus Christ of Latter-Day Saints and the Boy Scouts Of America. I have had leadership positions in my Service with the LDS Church, including instruction of peers, and youth. My current employment is in the LDS Church's Education Department. I also worked in Camp Administration and Instructor for two years and Camp Oljato BSA Summer Camp.

**Employment History:** I am currently a Religious Educator for the Church of Jesus Christ of Latter-Day Saints, I am in the classroom every day during the school year and during the summers my responsibilities revolve around developing learning experiences and lesson plans that will best benefit the education of my students. Previous to this year, I have taught two years of High School English in the State of Texas, and five years as a 6th grade teacher in Texas and Utah. Having experience in Elementary and High School, in Utah and in Texas, gives me a broader perspective on how schools are run and the needs of different demographics. While attending University I worked full time, to avoid any student debt, as a Medical Supervisor and Lab Technician at a Plasma Collection Center.

**Education History:** Bachelor of Science, English Creative Writing from Utah Valley University— 2009-2013

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO THE UTAH STATE CHARTER SCHOOL BOARD TO VERIFY ANY INFORMATION PROVIDED. I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.



---

**Applicant's Signature**

## Appendix A: Background Information Sheet

Name: Kami Merrill

Role: Secretary

**Statement of Intent:** I am a mother of five children ranging in age from 16 down to 5. Over the years my children have attended two different private schools, been homeschooled, and are now attending public school. We have seen which curriculums and programs inspire learning and growth, along with those that don't. There is no one size fits all in education. What works for one family/child, may not work for the next. My goal is to provide a highly successful classical education option to the families of Iron County.

**Not-for-Profit History:** I am on the board of the Iron Dixie Committee of Rights. I help organize many community events such as local election debates, educational meetings on local issues, meetings with elected officials, emergency preparedness seminars, as well as fun, unifying community events such as dances and potlucks. I am also involved in a local Moms For America chapter, which is a study group for mothers learning the constitution and principles of liberty. I assist in our local Liberty Camp for youth, and have partnered in running Liberty Club for Boys.

**Employment History:** I am currently employed at Staheli West as the Customer Success Manager as well as a Parts Specialist. We are an innovative agricultural company manufacturing an implement that simulates natural dew. I have experience working with customers all over the western United States, helping to ensure their success in their agricultural operations. I have previously been employed by Washington County School District teaching P.E. as well as substitute teaching.

**Education History:** I attended Dixie College, but started my family before finishing my schooling there. I am however a dedicated life long self educator and enjoy studying many different topics.

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO THE UTAH STATE CHARTER SCHOOL BOARD TO VERIFY ANY INFORMATION PROVIDED. I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

Kami Jo Merrill

---

**Applicant's Signature**

## Appendix A: Background Information Sheet

Name: Kelly Hofeling

Role: Parent Advocate

**Statement of Intent:** I am a mother to three children ages 7, 4, and 18 months. My children are homeschooled because of my lack of faith in the traditional public school setting. I am hoping to help bring an alternative place of education to Cedar City that can help children grow intellectually as well as emotionally in a safe environment.

**Not-for-Profit History:** I have been a member of a nonprofit organization in Cedar City that is aimed towards helping mothers and families in Iron County. I have served on the board for five of the seven years I have been associated with them. I have helped run fundraising events, social gatherings, and run the administration side of the group.

**Employment History:** I have successfully managed my home for the last seven years. I have also worked in our local schools as an aide in several grades.

**Education History:** Southern Utah University 2010-2014 Bachelors of Science Elementary Education; Specialization Early Childhood Education

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO THE UTAH STATE CHARTER SCHOOL BOARD TO VERIFY ANY INFORMATION PROVIDED. I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

*Kelly Hofeling*

---

**Applicant's Signature**

## Appendix A: Background Information Sheet

Name: Matt Howard

Role: Treasurer

### Statement of Intent:

I intend to serve on the board as treasurer and commit to organizing and preparing the financial records to highest standards. I commit to this application as it has been written.

### Not-for-Profit History:

As the education specialist at The Anasazi Foundation I was responsible for the oversight of all education materials at the foundation and the liaison between the accredited charter school that awarded out students school credit for their work done in the program.

### Employment History:

While working as the Program Director at Arivaca Boys Ranch I oversaw the academic program and coordinated with the charter schools where our students were enrolled remotely. I've been an instructor for Utah State University Extension and currently serve as Operations Director for a mid-sized software company with a variety of responsibilities in finance, operations, and human resources.

### Education History:

Bachelor of Arts, Linguistics - Brigham Young University

Master of Business Administration, University of Arizona

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO THE UTAH STATE CHARTER SCHOOL BOARD TO VERIFY ANY INFORMATION PROVIDED. I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.



---

Applicant's Signature

## Appendix A: Background Information Sheet

Name: Casey Anderson

Role: Community Outreach

**Statement of Intent:** Having been a Vocational Rehabilitation Counselor for 9 years, I have worked directly with children who have disabilities and the local education agencies responsible for their education. I hope to bring this direct experience to this board of directors in order to best serve all of the children of the school to ensure that each child receives a quality education.

**Not-for-Profit History:** I am currently serving on a 501(c)3 organization that supports our local town, where we live. I have served on boards for the Iron County Frontier Homestead State Park and the Cedar City Chamber of Commerce. I have also served in elected capacities on the local level.

**Employment History:** I work as a Vocational Rehabilitation Counselor with the State of Utah. I have been in this position for 9 years. Previous to that I worked as a Social Service Worker for the Paiute Indian Tribe of Utah and Kolob Regional Care and Rehabilitation - a long term skilled nursing facility.

**Education History:** Bachelor of Psychology - SUU 2007; Masters of Science - SUU (2009); Masters of Rehabilitation Counseling - USU (2016)

WITH THE SIGNATURE BELOW, PERMISSION IS HEREBY GRANTED TO THE UTAH STATE CHARTER SCHOOL BOARD TO VERIFY ANY INFORMATION PROVIDED. I AFFIRM THAT THE INFORMATION PRESENTED HEREIN IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

CASEY OWEN ANDERSON

---

**Applicant's Signature**

## **Appendix B: Articles of Incorporation**

Articles of Incorporation must include language stating that neither the charter school authorizer nor the state, including an agency of the state, is liable for the debts or financial obligations of the charter school or persons or entities that operate the charter school. Articles of Incorporation should also include necessary language should the governing board decide to (1) apply for 501(c)(3) status with the IRS or (2) take on debt on behalf of the corporation. However, schools do not need to apply for 501(c)(3), but can incorporate as a Utah nonprofit.

## **Non-Profit Corporation Articles**

### **ARTICLES OF INCORPORATION OF**

#### **Cedar Charter Holders**

**We, the undersigned natural persons all being of the age of eighteen years or more, acting as incorporators under the Utah Revised Nonprofit Corporation Act, adopt the following Articles of Incorporation for such Corporation:**

#### **Article I**

##### **Name**

**The name of the corporation is Cedar Charter Holders**

#### **Article II**

##### **Purpose**

To hold a charter contract with the state charter school board in order to build and operate a charter school in or around Cedar City.

To engage in any and all other lawful purposes, activities and pursuits, which are substantially similar to the foregoing and which are or may hereafter be authorized by Section 501(c)(3) of the Internal Revenue Code and are consistent with those powers described in the Utah Nonprofit Corporation and Cooperation Association Act, as amended and supplemented.

#### **Article III**

##### **Name and Address of Registered Agent**

**The address of the corporation's initial registered office shall be:**

4355 Sagebrush Drive Enoch, UT 84721

**The corporation's initial registered agent at such address shall be:**

Karen Thelin

File Number: 12872570

State of Utah

Department of Commerce

Division of Corporations & Commercial Code

This certifies that this registration has been filed and approved on 26, May 2022 in the office of the Division and hereby issues this Certification thereof.

Leigh Veillette Division Director

## **Article IV**

### **Names and Addresses of Incorporators**

**The name(s) and address(es) of the incorporators are:**

Incorporator #1

Karen Thelin

4355 Sagebrush Drive Enoch, UT 84721 Karen Thelin Signature

**In Witness Whereof I / We have executed these Articles of Incorporation on 26 May 2022 and say:**

**That they are all incorporators herein; that they have read the above and foregoing Articles of Incorporation; know the contents thereof and that the same is true to the best of their knowledge and belief, excepting as to matters herein alleged upon information and belief and as to those matters they believe to be true.**

## **Article V Members**

**The nonprofit corporation will have voting members**

## **Article VI Shares**

**The nonprofit corporation will not issue shares evidencing membership or interests in water or other property rights.**

## **Article VII**

**Directors/Trustees/Officers**

**The name(s), address(es) and signature(s) of the director(s)/trustee(s)/officer(s) are:**

Director #1

Karen Thelin

4355 Sagebrush Drive Enoch, UT 84721

Director #2

Scott Herrick

Director #3

Matt Howard

Director #4

Kami Merrill

2321 W Cove View Drive Cedar City, UT 84720 Signature

Director #5

Kelly Hofeling

Director #6

Casey Anderson

## **Article VIII**

**The period of duration of this corporation is Perpetual**

## **Article IX**

**Principal Place of Business The street address of the principal place of the business is:**

4355 Sagebrush Drive

Enoch, UT, 84721

## **Article X (Amended - added June 22nd, 2022)**

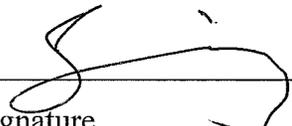
Neither the charter school authorizer nor the state, including an agency of the state, is liable for the debts or financial obligations of the charter school or persons or entities that operate the charter school. The board intends to apply for 501(c)(3) status with the IRS and take on debt on behalf of the corporation.

Under GRAMA {63-2-201}, all registration information maintained by the Division is classified as public record. For confidentiality purposes, the business entity physical address may be provided rather than the residential or private address of any individual affiliated with the entity.

These Articles of Incorporation were revised by the original board of directors on this \_\_\_\_ day of June, 2022.

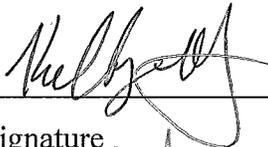
Scott Herrick Vice Chair

Name/Title

  
Signature

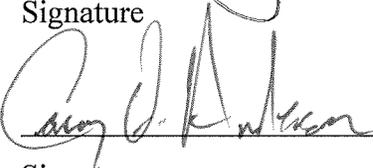
Kelly Hofelinger Parent Advocate

Name/Title

  
Signature

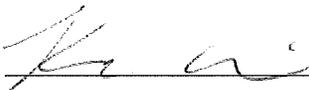
Casey Anderson Community Outreach

Name/Title

  
Signature

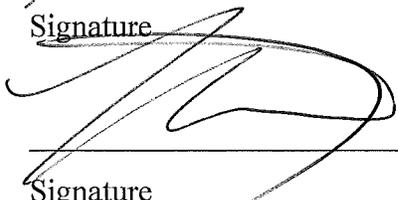
Kami Merrill Secretary

Name/Title

  
Signature

MATTHEW HOWARD TREASURER

Name/Title

  
Signature

Karen Thelin Chair

Name/Title

Karen Thelin  
Signature

## **Appendix C: Governing Board Bylaws**

Bylaws are the rules and procedures for how nonprofit corporations operate and are governed. Although there are no set criteria for bylaw content, they typically set forth internal rules and procedures, including such issues as: (1) the existence and responsibilities of officers; (2) the size of the board and the manner and term of their election; (3) removal of board members; (4) how and when board meetings will be held, (5) who may call meetings; (6) how the board will function; and (7) an obligation to act in accordance with the Utah Open and Public Meetings Act. Limited Liability Corporation bylaws typically do not cover the elements required of a public school.

**Bylaws**

**Of**

**Cedar Charter Holders**

**A Utah Non-Profit Corporation**

## ARTICLE I

### OFFICES

- Section 1.1 Business Offices
- Section 1.2 Registered Office

## ARTICLE II

### MEMBERS

- Section 2.1 No Members

## ARTICLE III

### BOARD OF DIRECTORS

- Section 3.1 General Powers
- Section 3.2 Number, Election, Tenure and Qualifications
- Section 3.3 Vacancies
- Section 3.4 Authority and Duties of Directors
- Section 3.5 Regular Meetings
- Section 3.6 Special Meetings
- Section 3.7 Notice
- Section 3.8 Quorum and Voting
- Section 3.9 Compensation
- Section 3.10 Committees

## ARTICLE IV

### OFFICERS AND AGENTS

- Section 4.1 Number and Qualifications
- Section 4.2 Election and Term of Office
- Section 4.3 Compensation
- Section 4.4 Removal
- Section 4.5 Vacancies
- Section 4.6 Authority and Duties of Chair
- Section 4.7 Surety Bonds

## ARTICLE V

### STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

## ARTICLE VI

### DIRECTORS' CONFLICTING INTEREST TRANSACTIONS

- Section 6.1 Conflicting Interest Transactions
- Section 6.2 Prohibition Against Loans to Directors or Officers
- Section 6.3 Voidability of Conflicting Interest Transactions
- Section 6.4 Approval of Conflicting Interest Transactions
- Section 6.5 Party Related to Director

## ARTICLE VII

### INDEMNIFICATION

- Section 7.1 Indemnification
- Section 7.2 Limitation

## ARTICLE VIII

### LIMITATION ON LIABILITY

- Section 8.1 Limitation on Liability

## ARTICLE VIII

### MISCELLANEOUS

- Section 9.1 Books and Records
- Section 9.2 Fiscal Year
- Section 9.3 Conveyances and Encumbrances
- Section 9.4 Designated Contributions
- Section 9.5 Amendments
- Section 9.6 Severability

**Bylaws**  
**Of**  
**Cedar Charter Holders**

**ARTICLE I**

**OFFICES**

Section 1.1 Business Offices. The principal office of Cedar Charter Holders is currently at 4355 Sagebrush Dr., Enoch, UT, 84721. The Corporation may have such other offices within Utah, as the governing Board of Directors may designate or as the affairs of the Corporation may require from time to time.

Section 1.2 Registered Office. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act (“Act”) may, but need not, be the same as the Corporation’s principal business office in Utah. The initial registered office is the office of record referenced above, but is subject to change from time to time by the governing Board of Directors (sometimes referred to herein as, the “Board of Directors”), by the officers of the Corporation, or as otherwise provided by the Act.

**ARTICLE II**

**MEMBERS**

Section 2.1 No Members. The Corporation shall have no members. The membership provisions of these bylaws may be altered from time to time in accordance with the Act, the Corporation’s Articles of Incorporation, and these bylaws, to provide for the classification, qualifications, privileges and appointment of members as may be determined by the governing Board of Directors.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 3.1 General Powers. The business and affairs of the Corporation shall be managed by its governing Board of Directors, except as otherwise provided in the Act, the Articles of Incorporation, or these bylaws.

Section 3.2 Number, Election, Tenure and Qualifications.

(a) The number of directors of the Corporation may be a maximum of seven (7) voting members, but shall not be less than three (3).

(b) Each director shall serve until their resignation, removal or earlier death.

(c) Any director may be removed at any time upon majority vote of the Board of Directors.

Section 3.3 Vacancies. Any director may resign at any time by giving written notice to the Chair of the Board of Directors, or to the Secretary of the Corporation. Such resignation shall take effect at the time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The Board of Directors may or may not elect to fill Board of Directors vacancies above the minimum number of three (3) directors. If the Board of Directors elects to fill Board of Directors vacancies, they will solicit applications from persons willing to fill a Board of Directors vacancy. The Board of Directors will set timelines for such solicitation and review of applications. Upon consideration of applications, the Board of Directors may appoint additional directors. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though that number of directors may constitute less than a quorum. The Board of Directors shall elect a Chair and a Vice-Chair from the board membership and may appoint a Secretary, however the Secretary need not be a voting member of the Board of Directors.

One director shall be a parent elected by the parent population of the school. This shall be the case as long as it is required by Utah State statute.

Section 3.4 Authority and Duties of Directors. The directors of the Corporation shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Chair of the Board of Directors, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) *Chair of the Board of Directors.* The Chair of the Board of Directors is the Chief Administrative Officer and shall (i) preside, when present, at all meetings of the Board of Directors; (ii) see that all orders and resolutions of the Board of Directors are carried into effect; and (iii) perform all other duties incident to the office of Chair of the Board of Directors and as from time to time may be assigned to the Chair of the Board of Directors.

(b) *Vice Chair.* The Vice Chair of the Board of Directors shall (i) in the absence of the Chair of the Board of Directors, preside at all meetings

of the Board of Directors; (ii) perform all other duties incident to the office of Vice Chair as from time to time may be assigned to the Vice Chair by the Board of Directors.

Section 3.5 Regular Meetings. During the start-up phase of operation, defined as that period of time commencing with the granting of a charter until the first day of school, regular meetings of the Board of Directors shall be held at such times and places as may be determined by the Chair of the Board of Directors.

After commencement of the first day of school, regular meetings of the Board of Directors will be held at least quarterly, or as required by Utah law, as scheduled by the Chair of the Board of Directors.

Section 3.6 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board of Directors or a majority of the directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 3.7 Notice. Notice of each meeting of the Board of Directors stating the place, day and time of the meeting shall be given to each director by written notice by personal delivery, first-class mail, or email at least two (2) days prior thereto (and the method need not be the same as to each director). Notice of each meeting shall be publicly made by posting the place, day and time of the meeting twenty-four hours in advance at the school. Additional public notice shall also be made if required by Utah law.

Section 3.8 Quorum and Voting. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice. No director may vote or act by proxy at any meeting of directors.

Section 3.9 Compensation. The Board of Directors may adopt and amend Board compensation schedules, including but not limited to necessary expenses.

Directors as such shall not receive compensation for their services.

Section 3.10 Committees. The Board of Directors may appoint from its members chairpersons who will organize, direct and supervise volunteers comprising committees whose purpose is to advance the work of the Corporation. Numbers and types of committees shall be determined by the Board of Directors.

## ARTICLE IV

## OFFICERS AND AGENTS

Section 4.1 Number and Qualifications. The Board of Directors may elect to conduct the business of the Corporation by hiring officers or by contracting with an education management corporation which will provide services that will oversee the business of the Corporation, including the duties of the Corporate officers.

Section 4.2 Term of Office. If the Corporation elects to hire officers, the officers of the Corporation shall serve at the pleasure of the Board of Directors.

Section 4.3 Compensation. If the Corporation elects to hire officers, the compensation of the officers, shall be as fixed from time to time by the Board of Directors. However, during any period in which the Corporation is a private foundation as described in section 509 (a) of the Internal Revenue Code, no payment of compensation (or payment or reimbursement of expenses) shall be made in any manner so as to result in the imposition of any liability under section 4941 of the Internal Revenue Code.

Section 4.4 Removal. Any officer appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4.5 Vacancies. Any officer may resign at any time, subject to any rights or obligations under any existing contracts between the officer and the Corporation, by giving written notice to the Chair or Secretary of the Board of Directors. An officer's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4.6 Authority and Duties of Officers. The officers of the Corporation shall have the authority and shall exercise the powers and perform the duties specified by the Chair of the Board of Directors, the Board of Directors or these bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) *School Director*. School Director shall, subject to the supervision of the Chair of the Board of Directors and the Board of Directors, (i) have general responsibility for all day-to-day operations of the Corporation; (ii) propose, prepare and present to the Board of Directors specific programs and activities that will further the Corporation's purposes; (iii) direct and supervise the implementation of the programs and activities approved by the Board of Directors and see that all orders and resolutions of the Board of Directors are carried into effect; and (iv) perform all other duties incident to the office of School Director and as from time to time may be assigned to the School Director by the Board of Directors.

(b) *Assistant School Director/Business Manager/Secretary/Treasurer.* The Assistant School Director/Business Manager shall (i) perform all duties incident to the office of Assistant School Director/Business Manager as from time to time may be assigned to the Assistant School Director/Business Manager by the Board of Directors or the School Director (ii) as Treasurer, if required by the Board of Directors, shall give a bond to the faithful discharge of his duties in such sum and with each surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit such all monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned him by the Board of Directors, and (iii) as Secretary, shall: keep the minutes of the meetings of the Board of Directors and any committees of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair of the Board of Directors, the School Director, or the Board of Directors. Assistant Secretaries, if any, shall have the same duties and powers, subject to supervision by the Assistant School Director/Business Manager. In the absence of an appointed Secretary, the Chief Administrative Officer/President or other Board of Directors member may perform or assign the duties described above.

Section 4.7 Surety Bonds. The Board of Directors may require any officer or agent of the Corporation to execute to the Corporation a bond in such sums and with such sureties as shall be satisfactory to the Board of Directors, conditioned upon the faithful performance of such person's duties and for the restoration to the Corporation of all books, papers, vouchers, money and other property of whatever kind in such person's possession or under such person's control belonging to the Corporation.

## ARTICLE V

### STANDARDS OF CONDUCT FOR OFFICERS AND DIRECTORS

Each director and officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of the corporation. In discharging duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more officers or employees of the corporation whom the director or officer reasonably

believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or (iii) in the case of a director, a committee of the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A director or officer is not liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Article V.

## ARTICLE VI

### DIRECTORS' CONFLICTING INTEREST TRANSACTIONS

Section 6.1 Conflicting Interest Transactions. As used in this Article, "conflicting interest transaction" means: a contract, transaction, or other financial relationship between the Corporation and a director of the Corporation, or between the Corporation and a party related to a director, or between the Corporation and an entity in which a director of the Corporation is a director or officer or has a financial interest.

Section 6.2 Prohibition Against Loans to Directors or Officers. No loans shall be made by the Corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until the repayment thereof.

Section 6.3 Voidability of Conflicting Interest Transactions. No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the Corporation, solely because the conflicting interest transaction involves a director of the Corporation or a party related to a director or an entity in which a director of the Corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the Corporation's Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director's vote is counted for such purpose if: (a) the material facts as to the director's relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or (b) the conflicting interest transaction is fair as to the Corporation.

Section 6.4 Approval of Conflicting Interest Transactions. Common or interested directors may be counted in determining the presence of a quorum at a meeting

of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.

Section 6.5 Party Related to Director. For purposes of this Article VI, a “party related to a director” shall mean a spouse, a descendent, an ancestor, a sibling, the spouse or descendent of a sibling, an estate or trust in which the director or a party related to a director has a beneficial interest, or an entity in which a party related to a director is a director, officer, or has a financial interest.

## ARTICLE VII

### INDEMNIFICATION

Section 7.1 Indemnification. To the extent permitted or required by the act (as defined below) and any other applicable law, if any director or officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a director or officer of the Corporation, the Corporation (i) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (ii) shall advance to such person expenses incurred in such proceeding.

The Corporation may in its discretion (but is not obligated in any way) to indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this Article VII, the following terms have the following meanings:

(a) *Act.* The term “act” means the Utah Revised Nonprofit Corporation Act as it exists on the date this article is adopted,

and as the Utah Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Utah Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “act” shall include such amendment only to the extent that the amendment permits a Corporation to provide broader indemnification rights than the Utah Revised Nonprofit Corporation Act permitted prior to the amendment.

(b) *Director or Officer.* The term “director” or “officer” means (i) a director or officer of the Corporation and (ii) while an individual is a director or officer of the Corporation, the individual’s serving at the Corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign Corporation, nonprofit Corporation, or other person or of an employee benefit plan, and (iii) any other position (not with the Corporation itself) in which a director or officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the act.

(c) *Proceeding.* The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.

(d) *Code.* The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

Section 7.2 Limitation. Notwithstanding any other provision of this Article VII, during any period that the Corporation is a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the Corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the Corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

## ARTICLE VIII

### LIMITATION ON LIABILITY

Section 8.1 Limitation on Liability. No director or officer of this Corporation shall be personally liable to the Corporation for civil claims arising from acts or omissions made in the performance of such person's duties as a director or officer, unless the acts or omissions are the result of such person's intentional misconduct.

## ARTICLE VIII

### MISCELLANEOUS

Section 9.1 Books and Records. The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director or such director's authorized agent or attorney for any proper purpose at any reasonable time.

Section 9.2 Fiscal Year. The fiscal year of the Corporation shall be as established by the Board of Directors.

Section 9.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board of Directors, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by applicable statute.

Section 9.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general charitable and tax-exempt purposes, as set forth in the Articles of Incorporation. As so limited, donor-designated contribution will be accepted for special funds, purposes or uses, and such designations will generally be honored, and will always be honored with regard to constraints made upon such donations received as grants and as proscribed by the grant contributor. The Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof, in accordance with designated constraints. Further, the Corporation shall acquire and retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

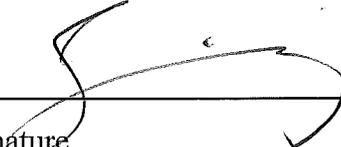
Section 9.5 Amendments. The Articles of Incorporation of the Corporation and these Bylaws may be amended, repealed, altered, or new Bylaws adopted in whole or in part at any time by the affirmative vote of a majority of the members of the Board of Directors in office at the time of the vote.

Section 9.6 Severability. The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

WHEREFORE, these Bylaws are adopted by the Initial Board of Directors this \_\_\_ day of June, 2022.

Scott Herrocks Vice Chair

Name/Title

  
Signature

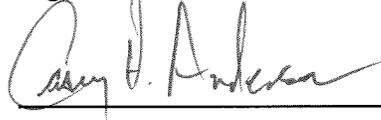
Kelly Hofelmg Parent Advocate

Name/Title

  
Signature

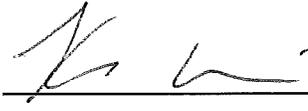
Cacey Anderson Community Outreach

Name/Title

  
Signature

Kami Merrill Secretary

Name/Title

  
Signature

MATTHEW HOWARD TREASURER

Name/Title

  
Signature

Karen Thelin Chair

Name/Title

  
Signature

**Appendix D: Minutes from Governing Board meetings**

Provide the minutes from the governing board meeting where which the Bylaws and Articles of Incorporation were approved.

**The Minutes - Approved 6/28  
Regular Governing Board Meeting  
Cedar Charter Holders**

All meeting materials are available at links on the meeting [agenda](#).

June 22, 2022  
4:30 p.m.

Cedar City Public Library: 303 N 100 E #2610, Cedar City, UT 84721  
Board Members Present: Karen Thelin, Kelly Hofeling, Scott Herrick, Matt Howard, Casey Anderson, Kami Merrill  
Board Members Absent: None  
Staff Present: David Sharette, Carolyn Sharette  
Guests Present: James Thelin

- 1 Welcome
  - 1.1 Upon determining the presence of a quorum, Karen Thelin welcomed the board members that were present at 4:35 pm.
- 2 Presentation and Comments
  - 2.1 Public Comment - The chair invited public comment. None was given.
- 3 Consent Agenda
  - 3.1 None
- 4 Board Business

4.1 Board Creation and Assignments

- 4.1.1 The board made the following board assignments:
- 4.1.2 Karen Thelin - Chair
- 4.1.3 Scott Herrick - Vice Chair
- 4.1.4 Matt Howard - Treasurer
- 4.1.5 Kami Merrill - Secretary
- 4.1.6 Kelly Hofeling - Parent Advocate
- 4.1.7 Casey Anderson - Community Outreach
- 4.1.8 Motion: To approve the proposed board member assignments
  - 4.1.8.1 Moved: Kelly Hofeling
  - 4.1.8.2 Second: Scott Herrick
  - 4.1.8.3 Vote:

	KT	SH	MH	KM	KH	CA
Aye	x	x	X	X	X	x
Nay						
Abstain						

4.2 School Name

- 4.2.1 The Board brainstormed new names and settled on “American Principles Academy”
- 4.2.2 Motion: To approve the name of the charter school to be American Principles Academy
  - 4.2.2.1 Moved: Scott Herrick
  - 4.2.2.2 Second: Kelly Hofeling
  - 4.2.2.3 Vote:

	KT	SH	MH	KM	KH	CA
Aye	x	x	X	X	X	x
Nay						
Abstain						

4.3 School Mission Statement

- 4.3.1 The Board brainstormed a mission statement. The mission statement for the school was drafted as: “Our school’s mission is to provide a classical education ensuring that every student achieves academic success and develops virtuous character based on concrete measurements.”
- 4.3.2 Motion: To approve the School Mission Statement as presented
  - 4.3.2.1 Moved: Scott Herrick
  - 4.3.2.2 Second: Casey Anderson

4.3.2.3 Vote:

	KT	SH	MH	KM	KH	CA
Aye	x	x	X	X	X	x
Nay						
Abstain						

4.4 Articles of Incorporation

4.4.1 The Board reviewed the Articles of Incorporation, including the addition of the language required by the State Charter School Board as Article X.

4.4.2 Motion: To approve the Articles of Incorporation

4.4.2.1 Moved: Matt Howard

4.4.2.2 Second: Kelly Hofeling

4.4.2.3 Vote:

	KT	SH	MH	KM	KH	CA
Aye	x	x	X	X	X	x
Nay						
Abstain						

4.5 Bylaws

4.5.1 The Board reviewed the Bylaws

4.5.2 Motion: To approve the Bylaws

4.5.2.1 Moved: Scott Herrick

4.5.2.2 Second: Kelly Hofeling

4.5.2.3 Vote:

	KT	SH	MH	KM	KH	CA
Aye	x	x	X	X	X	x
Nay						
Abstain						

4.6 New Charter School Proposal

4.6.1 The Board reviewed the Charter School Proposal and made a few changes. Carolyn Sharette recommended some additional changes.

4.6.2 Motion: To approve the New Charter School Proposal with Carolyn’s suggested revisions and include a waiver to open in Fall 2023 if required.

4.6.2.1 Moved: Scott Herrick

4.6.2.2 Second: Kelly Hofeling

4.6.2.3 Vote

	KT	SH	MH	KM	KH	CA
Aye	x	x	X	X	X	x
Nay						
Abstain						

5 Agenda Items for Future Meetings

5.1 Next Board Meeting will be held Thursday, August 11th, 2022.

Adjournment at 5:45 p.m.