



Utah State Charter School Board New Charter School Proposal

Cover Page



Freedom Prep Academy – Online

A Proposal to Advance Choice, Innovation, and Student Success in Utah

Submitted June 25, 2020

Required Information

Charter School Information

1. Name of Proposed Charter School: Freedom Prep Academy – Online
2. Name of Applicant: Freedom Prep Academy – Utah (*a UT nonprofit corporation*)
3. Authorized Agent: Sterling Kellis
4. Mailing Address: 465 N. Bluejay Dr. Gilbert, AZ 85234
5. Phone Number: 480-993-9551
6. Email Address: sterling@freedomk12.org
7. New School Location and Location’s School District(s): Statewide (*Online Distance Learning*)

Governance Structure

Name	Position	Area of Expertise	Any Charter Affiliations
Sterling Kellis	Chair, President	Education, Technology	Freedom Prep Academy
Laura Oliver	Vice Chair, Secretary	Education, Administration	Freedom Prep Academy
Cameron Cotter	Treasurer, Director	Business, Finance	

Enrollment

8. Year School will start: 2022-2023

9. Grades Served: K-12

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	
SY	60	60	60	60	60	60	60	60	60	60				600
Year 2	K	1	2	3	4	5	6	7	8	9	10	11	12	
SY	75	75	75	75	75	75	75	75	75	75	75			825
Year 3	K	1	2	3	4	5	6	7	8	9	10	11	12	
SY	90	90	90	90	90	90	90	90	90	90	90	90		1,080

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?

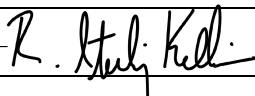
Yes: *Provide a justification.*

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.

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

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 – Sterling Kellis
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)

1. Key Elements

1a. State the proposed school's mission.

To provide motivated students the opportunity to achieve academic excellence and develop life skills in a technology-rich, career-focused, and safe learning environment taught by caring and knowledgeable educators. (Summary: to empower learners to achieve excellence)

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

Of the 7 UCA53G-5-104 stated purposes for UT Charter Schools, FPAO satisfies the following:

- (2) encourage the use of different and innovative teaching methods;
- (3) create new professional opportunities for educators that will allow them to actively participate in designing and implementing the learning program at the school;
- (4) increase choice of learning opportunities for students;
- (7) expand public school choice in areas where schools have been identified for school improvement, corrective action, or restructuring under the No Child Left Behind Act of 2001, 20 U.S.C.

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

USCSB mission and vision: **Mission** - Advancing choice, innovation, and student success through rigorous authorizing and supportive oversight. **Vision** - Every student has access to an excellent education that meets their unique learning needs. FPAO promotes this mission and vision by:

- **Advancing Choice** – With only 1% of UT's 1,113 public schools offering online education, and only 3 of those schools serving over 70% of Utah's 10,924 distance learners, FPAO will advance school choice by offering an innovative online alternative to Utah's 667,000 students.¹
- **Advancing Innovation** – FPAO curriculum advances innovative 21st century technology through the development of high-demand STEM skills including augmented reality, virtual reality, digital arts, and cyber security. Our curriculum will offer learning tracks reverse-designed to align with relevant industry certifications such as CompTIA's A+, Net+ Security+ as well as Adobe's Photoshop, Premier, InDesign, and Dreamweaver certificates. Developing career-relevant competencies will not only advance academic innovation, but also empower students to succeed in Utah's budding technology-driven workforce.
- **Advancing Student Success** – Studies show that 6-12th grade is a formative stage for students and a difficult time where many report feeling "lost in the crowd."² FPAO will advance student success through small class sizes, targeted intervention, increased student oversight, and adaptive learning strategies.
- **Increasing access to quality education** - With over 160 available classes, 90 in grades 7-12, FPAO will offer a broad range of core and elective classes designed to serve the diverse needs and interests of our student population. In addition to standard core classes, Junior High and High School offerings include 15 CollegeBoard-approved AP classes, 14 foreign language classes (including Spanish, French, and German), and over 40 CTE and elective classes.

¹ <https://www.schools.utah.gov/File/f4095691-fe91-4388-801e-42222e09ece9>

² Staines, G. L. (2008). The causal generalization paradox: The case of treatment outcome research. *Review of General Psychology*, 12(3), 236.

- **Meeting students’ unique learning needs** – FPAO will offer a variety of solutions to meet students’ unique learning needs including: career-relevant learning tracks, local community partnerships, multi-sensory learning, focused and relevant content, and flexible schedules.

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.

The following programs and processes are defining characteristics that make FPA-Online unique:

- Online instruction
- Career-focused learning tracks
- Freedom-focused curriculum and schedule
- FLIP-Blended learning
- Mastery-based instruction
- Enhanced student support

1e. Describe the academic goals of this school.

Our academic goals are to improve statewide proficiency rates in ELA, Math, and Science and to improve the statewide graduation rate, particularly among Hispanic/Latino students. These goals are summarized by the phrase “10-4 Freedom” which refers to FPAO’s aim to improve these 4 KPIs by a minimum of 10% within 3 years. Current performance averages listed below:

	Statewide Average ³	Improvement Goal	Performance Goal
ELA Proficiency Rate	47.2%	+10%	57.2%
Math Proficiency Rate	44.4%	+10%	54.4%
Science Proficiency Rate	46.1%	+10%	56.1%
Hispanic/Latino Graduation Rate	79.5%	+10%	89.5%

2. Program of Instruction

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

- Career education is a focus of the charter school.
- Distance and/or online education will be offered.
- A partnership with a four-year college or university to offer early college options will formed.

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

Instructional Delivery

To accommodate the diverse needs and preferences of students in our target population, FPAO students will be offered the flexibility of attending school via two learning modalities. These are: (1) Traditional Online and (2) Site-Supported Online.

1. **Traditional Online** – A traditional online modality refers to students attending classes remotely via online instruction. Online attendance allows students increased freedom and

³ Refers to the statewide weighted average of all publicly funded Utah schools. K-8 weight: 69.9%, 9-12 weight: 30.1% (see 3-C). Data retrieved: <https://www.schools.utah.gov/data/reports?mid=1424&tid=0>

flexibility to control some elements of the time, path, and pace of their own learning. Studies show that increased learning autonomy positively impacts creativity, innovation, and interest.^{4,5} Traditional online students will have access to a wide-range of tools and 2-way services such as computer assisted learning, virtual classrooms, virtual laboratories, electronic field trips, electronic mail, virtual tutoring, online help desk, group chat sessions, individualized performance tracking, and non-computer-based activities under the direction of a certificated teacher. All online curriculum will be aligned to Utah Core State Standards and continuously monitored and revised to ensure proper rigor and relevance.

2. **Site-Supported Online** – Our site-supported online modality refers to students attending classes remotely via online instruction but in a physical setting such as a “learning center” or a “microschool” with other online students. On-site support helps advance our mission of empowering learners with a safe and engaging learning environment by offering services such as guided learning activities, tutoring, assessment, classrooms, labs, high speed Internet, computers, and printers. This modality of “structured flexibility” offers students adaptive, iterative, and non-regimented support while still preserving individual autonomy and creativity. Research and evidence show that many students perform best in such an environment.⁶ Site-supported locations will be established in communities based on need.

Teacher Role

Quality teachers are one of the greatest indicators of student achievement. The role of a teacher can be diverse and often unnecessarily complex resulting in strain and inefficiency for both the student and the teacher. FPAO’s philosophy and academic plan simplifies and streamlines the instructional process to better serve the student. Students will interact with multiple, specialized teachers all committed to their individual success. These teachers and a summary of their respective roles are as follows:

1. **Student** – FPAO puts the student at the center of his or her own education. Students will be active learners, continuously engaged in their own learning process. This makes them a teacher intimately involved in their own success. Students will set daily SMART goals in online journals, track their personal progress, and solicit intervention as needed. FPAO strongly believes that students are the most relevant stakeholder in their own education. Helping students become active learners capable of defining and working toward success is one of the most valuable skills we can help instill.
2. **Master Teacher** – A Master Teacher refers to the subject matter expert who provides video lectures and instruction for a subject or course. A Master Teacher has the primary responsibility of clearly and effectively communicating concepts, content, and lessons that lead to mastery of a topic or standard. Automating this component of instruction ensures consistent, high-quality delivery of relevant subject material for all students.
3. **Instructor/Teacher** – An Instructor is what mostly closely resembles the traditional role of a teacher. An FPAO instructor is a UT-licensed and certified teacher who has the primary role of helping students achieve mastery in their assigned course or subject material. This is done by overseeing instruction, intervention, and grading. While a

⁴ Murphy, R., Snow, E., Mislevy, J., Gallagher, L., Krumm, A., & Wei, X. (2014, May). Blended Learning Report. Retrieved from <https://www.edweek.org/media/msdf-blended-learning-report-may>

⁵ Bean, John C. (2011). *Engaging Ideas: The Professor's Guide to Integrating Writing, Critical Thinking and Active Learning in the Classroom* (2 ed.). John Wiley & Sons. p. 384

⁶ Brinkerhoff, Derick & D. Ingle, Marcus. (1989). Integrating blueprint and process: A structured flexibility approach to education. *Public Administration and Development*. 9. 487 - 503. 10.1002/pad.4230090503.

Master Teacher assists with direct instruction, an Instructor oversees the student's general learning process. This includes facilitating individual or group activities and discussion; administering assignments, quizzes, and exams; evaluating performance data; and providing personalized feedback. Through the assistance of real-time data analytics, an instructor monitors and oversees a student's time on task, progress, and performance and then provides targeted intervention as appropriate or needed.

4. **Instructional Guide/Coach** – An instructional guide (Guide, Coach, or TA) has the primary role of mentoring and guiding students toward success. This includes helping students set and complete daily goals, helping with time on task, helping facilitate learning activities, and helping students identify and access available resources.

Each teaching role is vital to a student's success. By empowering students to become active learners and relevant stakeholders in their own education, they are placed in their own driver's seat. Leveraging master teachers to deliver high-quality, adaptive instruction helps ensure consistent instruction while also granting Instructors time for intervention and other relevant tasks. Instructors help students work towards competency and mastery based on individual need and ability. And Guides help mentor and assist students with structure, motivation, and guidance. This system of shared responsibility and specialization helps maximize student performance for all quartiles and sub-group populations ensuring students do not fall through the cracks.

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

FPAO believes every student should:

- 1) Feel empowered to achieve personal success in a safe and engaging learning environment
- 2) Graduate high school with a marketable vocational skill
- 3) Develop life skills that promote personal responsibility and positively impact society

FPAO's educational philosophy stems from the belief that the primary purpose of public education is to develop responsible, healthy, and productive citizens who become successful, happy, contributing members of society. FPA-Online will be uniquely qualified to accomplish this by helping students develop relevant life skills clearly measured through academic performance indicators. These include mastery of core subject material, percent of students passing state standardized exams, student growth percentile, and percent of students graduating high school and matriculating to college. Additional indicators include mastery of non-core subject material, development of soft-skills, completion of college credit, community involvement, and completion of workforce certificates—particularly in high-demand, high-paying STEM fields.⁷ FPAO's philosophical approach, instructional strategies, and curricular offerings will help students excel in these areas relative to their target population.

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.

FPAO's intended educational program will utilize Canvas®, a UT-based award-winning Learning Management System (LMS), to deliver a variety of high-quality instructional content, including: Acellus, Prenda, Pluralsight, Khan Academy, NoRedInk, Labster, and more. All curriculum,

⁷ Lauren Csorny, "Careers in the growing field of information technology services," *Beyond the Numbers: Employment & Unemployment*, vol. 2, no. 9 (U.S. Bureau of Labor Statistics, April 2013), <http://www.bls.gov/opub/btn/volume-2/careers-in-growing-field-of-information-technology-services.htm>

platforms, and instructional tools will be continuously monitored to ensure a safe and productive learning environment.

Canvas - Canvas has been proven to significantly streamline instruction and increase student achievement and efficiency across a variety of demographics. Over 1,200 school districts and colleges have adopted Canvas LMS as a way to better meet staff and student needs. Canvas currently serves over 162,000 users on the Utah Education Network which includes some of the nation's top performing school districts. Other schools improving instruction and student performance through Canvas include: Bethel, Edmonds, Ferndale, Franklin Pierce, Highline, Renton, Snohomish and Vancouver in Washington, as well as 77 school districts in Dallas, TX and 200 districts in Charlotte-Mecklenburg, NC.⁸

Acellus – Acellus will be used as a supplementary learning system to deliver streamlined, high-quality content for over 90 courses in Math, Science, English Language Arts, Social Studies, and Elective/CTE/Fine Art courses. Acellus Courseware provides rigorous, standards-based instructional content to assist classroom teachers and guides. Developed and continuously updated by the International Academy of Science, Acellus offers over 70,000 carefully vetted lectures to ensure every student receives high-quality instruction. Acellus instructors, or “Master Teachers,” include: (1) AP Physics Teacher Russell Clothier, Ph.D., who was nationally recognized by Who’s Who Among America’s Teachers, (2) AP Calculus Teacher Patrick Mara who was awarded the Disney Channel American Teacher Award, (3) American Literature teacher Deborah Haus who brings 30 years of classroom experience in English Language Arts and was honored with the Distinguished Educator Award from the University of Missouri, and (4) Physical Science teacher Gina Johnson who was the recipient of the Presidential Award for Science and Mathematics. These caring and knowledgeable instructors will assist FPAO’s teachers and guides by providing high-quality, consistent, and relevant instruction.

PrendaWorld – PrendaWorld helps K-12 students master core concepts in Math, Reading, and Science. Used by hundreds of Arizona students, Prenda assists teachers and students with direct instruction, group project facilitation, Socratic discussion, assessment, goal setting, data monitoring, and more. Prenda’s proven approach improves student accountability, productivity, and mastery while making learning fun.

Pluralsight – Pluralsight is a skills platform focused on bridging the growing national skills gap in STEM fields. With over 6,000 expert-authored courses and videos in cloud, mobile, security, and data and 100s of “Skill IQ” competency exams, FPAO will use Pluralsight to benchmark and develop staff and student competency in relevant CTE fields.

Labster (Virtual Labs) – 100+ 2D/3D virtual labs for chemistry, physics, biology, anatomy, and more. Labster offers multi-million-dollar lab simulations at the click of a button.

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

FPAO curriculum will be aligned to Utah Core Standards as required by law. FPAO will consult with educational leaders in UT to ensure curricular alignment of all core content. Core content and

⁸ <http://www.canvaslms.com/news/press-releases/canvas-builds-k12-momentum-2015>

lesson plans will be centrally planned and developed to ensure core standard alignment. All courses will include pre-assessments based on previous grade level standards. Lessons will be reverse-designed to summative assessments. Baseline, quarterly formative, and summative assessments will monitor performance and quality throughout the year.

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.

1. FPAO Curriculum and instruction is adaptive for all students including students in various subgroup populations (SPED, ELL, economically disadvantaged students, and the like).
2. Assessment data is reviewed by subgroup to determine if needs are not being met
3. For special education students, instruction will be adapted proactively based on accommodations determined in the student’s IEP.
4. As all students work on self-paced lessons through adaptive software programs, the lessons will advance in rigor or provide remedial lessons or additional support based on how students perform. Instructors can also suggest or assign lessons for math and reading if assessment data indicates a student needs more practice.
5. If an instructor determines that some curriculum or instruction may hold bias or lack effective context for some subpopulations, the instructor has the freedom to equip students with supplemental resources to support the learning.
6. If an instructor sees that a program or self-guided lesson is not effective for a student even with additional resources, then the instructor can adapt and intervene by arranging a one on one or small group conference.
7. Projects may be adapted to meet the needs of subgroup populations via peer-pairing
8. Whether instruction occurs through self-paced core skill lessons, Socratic discussion, or quest-based projects, students have significant voice and choice throughout the learning process. These personalized and adaptive instructional methods allow for students to self-advocate, remain engaged and motivated through challenges, and seek the resources they need. Instructors and students are also equipped with real-time performance data and have ample time for observation in order to know the needs of students and support them through personal inspiration, mentoring, and at times direct coaching to meet the needs of all students (including subgroup populations).

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

FPAO graduation requirements will be aligned to UT minimum graduation requirements as outlined in Utah Office of Administrative Rules R277-700-6.

Discipline	State Requirement	Freedom Requirement
English Language Arts	4.0	4.0
Mathematics	3.0	3.0
Science	3.0	3.0
Social Studies/History	3.0	3.0
Fine Arts	1.5	1.5
CTE	1.0	1.0
Digital Studies	0.5	0.5
Finance	0.5	0.5
P.E.	2.0	2.0
Electives	5.5	5.5
Total	24	24

A. Process and Criteria for Awarding Credit

Students demonstrate mastery of standards for a given course based upon the following: (1) grades on homework (not to exceed 10% of the grade for a given class); (2) grades on in-class participation (not to exceed 20% of the grade for a given class); (3) grades on tests, quizzes, and Quarterly Formative Assessments that measure student performance; (4) grades on classwork and projects (including group or team projects); and (5) grades on summative assessments.

FPAO will ensure grades are consistent and valid between instructors in a course by holding at least one professional development session at the beginning of each academic year regarding how to norm grading policies among collaborative teams.

In grades 9 through 12, credit decisions will be based upon the following factors: (1) a student earning a final grade of at least 60% in the course; and (2) attendance, for which a student must be present for 90% or more of the required meetings and attendance hours of the course.⁹

If a student does not meet the stated criteria for credit determination nor a qualifying exception criterion, the student will not receive credit. A student who fails to earn credit for a course required for graduation must retake and pass that course (or its equivalent) to graduate. Equivalent courses include, but are not limited to, summer-school or community-college dual-enrollment courses.

2h. If any boxes were checked in 2a, please elaborate.

The following boxes were checked in 2a:

- Career education is a focus of the charter school.
- Distance and/or online education will be offered.

Career Education

FPAO will help students develop career-relevant IT and STEM skills via elective courses aligned to professional certificates in IT fields. Students will have the option to enroll in certificate tracks to complete courses in preparation to pass industry certification exams such as A+, C++, Network+, Security+, and Adobe Certified Associate Certificates in Photoshop, Premier, InDesign, and Dreamweaver.

Post-secondary vocational certificates will greatly benefit students in the target population by decreasing unemployment and increasing earning potential. National unemployment rates for youth ages 16-24 are double the national average. In 2016, 39.9% of youth ages 16 – 24 were not participating in the labor force. Studies show this problem dissipates with skill and education. Youth with a post-secondary certificate are 3x less likely to be unemployed.¹⁰

Students who complete a sequence of approved CTE or elective courses will earn an FPAO academic certificate in addition to their high school diploma. This certificate demonstrates completion of a focused “Track” of study--similar to a college major, minor, or program concentration. Studies show that curriculum organized in a concentration increases student motivation and improves achievement.¹¹

Online Education

⁹ In exceptional circumstances, including but not limited to extraordinary family or personal needs or prolonged illness, this requirement may be waived

¹⁰ http://www.bls.gov/opub/ted/2014/ted_20141112.htm

¹¹ Psychological correlates of students' academic performance: A systematic review and meta-analysis. Richardson, Michelle; Abraham, Charles; Bond, Rod Psychological Bulletin, Vol 138(2), Mar 2012, 353-387.

As explained throughout, online instruction is an integral part of our learning model. FPAO Online students will have access to a wide-range of tools and 2-way services such as computer assisted learning, virtual classrooms, virtual laboratories, electronic field trips, electronic mail, virtual tutoring, online help desk, group chat sessions, individualized performance tracking, and non-computer-based activities under the direction of a certificated teacher. All Online curriculum is aligned to UT Core State Standards.

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.

FPAO intends to offer statewide virtual instruction and does not intend to open or operate a physical Campus.

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

An increasing number of Utah students and parents are looking for distance learning solutions. A June 2020 Gallup poll found that 44% of K12 families want full- or part-time distance learning.¹² However, of Utahs 1,113 schools, fewer than 1% are online schools. And of the 10,890 UT students attending virtual schools, over half (6,143) attend just 2 district schools. FPAO will expand educational choice by offering a quality online alternative to the growing number of parents and students seeking remote learning solutions.

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

FPAO intends to serve K-12 students statewide via online instruction. In 2019, 666,858 K12 students attended 1,113 public district (981) and charter (132) schools. Of these, 73.7% were white, 17.6% were Hispanic/Latino, and fewer than 9% identified as another race. 12.1% received special education services, 8.0% were English Language Learners, and 32.5% were economically disadvantaged. The 2019 graduation rate for all students was 87.4% and 79.5% for Hispanic/Latino students.¹³ There are 10 online schools and 1 blended school serving a combined 11,563 students. These schools shown below serve a population similar to what FPAO intends to serve¹⁴:

2019 Online Schools	Location	Grades	Type	Enrollment	ELA	Math	Science
Alpine Online School	American Fork	K-8	District-Alpine-Magnet-Online	112	69.6%	53.3%	-
Athenian Academy (Blended)	American Fork	K-12	Charter-Blended	673	36.2%	24.8%	27.5%
Online School	Farmington	K-8	District-Davis-Online	48	-	-	-
Leadership Academy of Utah	Clearfield	6-12	Charter-Online	504	-	-	-
Lumen Scholar Institute	Orem	K-12	Charter-Online	345	27.1%	20.2%	18.8%
Mountain Heights Academy	West Jordan	7-12	Charter-Online	802	47.9%	30.5%	37.9%
Provo eSchool	Provo	K-12	District-Provo-Online	2586	61.5%	35.3%	40.0%
Utah Connections Academy	Woods Cross	K-12	Charter-Online	910	47.2%	22.9%	36.4%
Utah Virtual Academy	Murray	K-12	Charter-Online	2026	31.1%	19.0%	30.4%

¹² <https://news.gallup.com/poll/312674/parents-slightly-favor-full-time-person-school-fall.aspx>

¹³ <https://www.schools.utah.gov/file/9b5f5e04-184b-4113-b506-0bb14ee9458f>

¹⁴ Data source: <https://www.schools.utah.gov/data/reports?mid=1424&tid=0>

Utah Online School 7-12	St. George	7-12	District-Washington-Online	464	-	25.0%	-	
Utah Online School K-8	St. George	K-8	District-Washington-Online	3093	35.0%	45.0%	-	
				Online Weighted Avg	11563	43.0%	32.3%	34.5%
				Statewide Weighted Avg	666858	47.2%	44.4%	46.1%
				Grades K-8 (69.9%)	466134	46.4%	46.4%	51.0%
				Grades 9-12 (30.1%)	200724	48.9%	40.0%	34.6%

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

FPAO’s mission, vision and program of instruction help meet the educational needs of the target population by (1) helping students identify and foster personal motivation, (2) establishing a climate of academic excellence, (3) developing relevant life skills, (4) providing a technology-rich, career-focused, and safe learning environment, and (5) employing caring and knowledgeable educators.

1. **Motivated Students** - Personal motivation is an important part of every student’s learning experience. FPAO’s philosophical approach helps encourage, spark, and foster personal motivation through features such as a flexible learning environment, multiple learning modalities, targeted study tracks, engaging content and curriculum, and providing access to multiple support services.
2. **Academic Excellence** - True to our mission, vision, and purpose, FPAO will help students pursue academic excellence. FPAO’s student-centric elements fundamental to our program of instruction detailed in section B will help students achieve success by improving academic achievement on state standardized exams, increasing high school graduation rates, and increasing college and career readiness.
3. **Development of Life Skills** - FPAO’s program of instruction will advance our FOCUSed and BRAVE core values. These values will serve as a foundation for not only academic achievement, but also for future life success. Our targeted study tracks will help students develop life and career-relevant knowledge and skills. FPAO’s targeted community outreach, civic and economic engagement, and active learner approach will help instill essential skills for life beyond high school.
4. **Technology-Rich, Career-Focused, and Safe Learning Environment** - FPAO’s educational philosophy is strongly driven by technology. To ensure safety in a digital environment, FPAO will require students access course content and material through managed servers. Additionally, FPAO students will complete an onboarding Orientation which will review a variety of components for online internet safety. During this Orientation students will be introduced to, taught, and sign off on the Responsible Use Policy for students. FPAO will use ISTE’s Digital Driver’s License (DDL) to teach, promote, and measure a student’s digital safety and proficiency.¹⁵ The “license” covers a set of scenarios and cases designed to expose students to crucial concepts and build skills in nine essential digital safety and proficiency elements including digital communications, cyberbullying, Internet etiquette, security, commerce, law, media fluency, respect for self and others, and health and wellness.

¹⁵ Digital Driver’s License. (2011) Retrieved from <https://otis.coe.uky.edu/DDL/launch.php> 2 Citizenship in the digital age (2017) Retrieved from <https://www.iste.org/explore/articleDetail?articleid=192&category=Digital-citizenship&article=Infographic%3a+Citizenship+in+the+digital+age>

- 5. Caring and Knowledgeable Educators** - Caring and knowledgeable educators found from and developed within UT communities will help empower students to become active learners and better prepare for college, career, and life readiness. FPAO's flexible curriculum and semi-autonomous learning environment will serve to better prepare students to transition to college and/or to the work force immediately following graduation.

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

- i. FLIP Instructional Model
 1. Flipped Learning refers to a pedagogical approach in which individual instruction is followed by collaborative, guided application, as opposed to group instruction followed by individual or independent application.
- ii. Multi-Sensory Learning
 1. 1:1 student to computer ratio
 2. Virtual gaming and animation lab
 3. VR/AR, Robotics, Cybersecurity, & Data Visualization
 4. Assessment pathways
- iii. Focused and Relevant Content
 1. Classical K-6 trivium focus (Grammar, Logic, Rhetoric)
 2. Career Focus Tracks (STEM, Business, Arts)
 3. College Prep Courses
 4. BRAVE core values
 5. Freedom-focused learning
 6. Tuttle Twins Curriculum
 7. Finance, Spanish, German, and French courses
- iv. Flexible Schedule
 1. AM and PM schedules
 2. Guided and Self-Paced learning
- v. Individualized Instruction
 1. Smaller classes (5-15 students), individual learning plans, personal guides/coaches
 2. Prenda microschool partnership for site-based support
 3. 70,000 carefully-vetted and pre-recorded lectures with ability to pause, rewind, speed-up, adjust volume, add captions, and customize instructional delivery
 4. Over 160 available classes (including 15 AP classes, 14 foreign language classes in Spanish, French, and German, and over 40 CTE, fine art, and elective classes)
 5. Dynamic RTI Integration - Canvas Master Paths, Acellus Deficiency Diagnostics, Khan Academy Feedback Loop
- vi. Career-Relevant Learning Tracks – Proposed initial tracks include: (1) Cybersecurity, (2) Digital Arts, (3) Economic Thought & Leadership, (4) Human Anatomy and Physiology, (5) Business Management and, (6) Entrepreneurship, (7) Performing Arts, and (8) Energy Management

Appendix A: Background Information Sheet

Name: Sterling Kellis

Role: Board Chair, Founding Director

Statement of Intent:

- **Role** - My role on the governing board and within the administration will be to serve as Board Chair of Freedom Prep Academy – Utah (non-profit corporation) and Founding Director of Freedom Prep Academy – Online (school).
- **Expertise** - With over 15 years’ experience in education, administration, and instruction, I am committed to use my talent, skills, and expertise to help Freedom Prep Academy – Online successfully serve Utah students and families. My experience with technology-driven educational strategies, charter school operations, and business management will help guide successful startup and help Freedom Prep Academy - Utah carry out its Academic, Operational, and Business plans with key responsibility of overseeing the Business and Academic plans.
I studied Philosophy and Economics at Brigham Young University. I have 3 Master’s degrees (MBA, MAEd, MIS) and am pursuing a Doctoral Degree in Educational Leadership. Before founding Freedom Prep Academy, I worked at University of Phoenix as the Asst Dean of Technology for the School of Business and College of Information Systems and Technology. In this capacity I oversaw the academic design, delivery, and accreditation of a portfolio of courses for over 10,000 associate’s, bachelor’s, and master’s degree-seeking students. I helped develop curriculum, processes, and teams to advance the education of an additional 160,000 students in 91 campuses and learning centers throughout the country. I taught on-site classes and workshops in information systems, cyber security, data science, IoT, Virtual Reality, and Robotics. I assisted with the creation of the college’s budget and annual academic plan and worked with university leadership, instructional designers, and subject matter experts to ensure academic integrity. I served as a corporate liaison between partners and enterprise industry leaders including CompTIA, EC-Council, LinkedIn Learning, Amazon, Adobe, Apple, Google, and Microsoft. I worked with the North Central Association of Colleges and Schools to ensure compliance with rigorous accreditation standards and helped develop and deploy curriculum to serve the needs of degree-seeking students. Prior to University of Phoenix, I worked for Apollo Education Group as an education specialist to develop and deliver educational services to 3rd party colleges, universities, private businesses, and Apollo Group subsidiaries. In this capacity, I helped develop and beta test a web-based Learning Management System (LMS) to deliver instructional content to over 400,000 students. I have experience serving as a K-12 board member and administrator for Excalibur Charter Schools, and Freedom Prep Academy – Mesa.
- **Commitment** – I am committed to carry out the vision, mission, and purpose of Freedom Prep Academy – UT as outlined in this proposal and to comply with all Utah laws and statutes, and charter school regulations.

Not-for-Profit History:

Board Chair	2/19 – Present	Freedom Prep Academy - Mesa
<ul style="list-style-type: none"> • Oversaw application, development, approval, and launch of Arizona-authorized charter school • Communicated with directors and supervisors to carry out organizational vision and mission • Facilitated public board meetings, created board meeting agendas, and updated meeting minutes • Actively participated in and voted on matters that would affect organizational stakeholders 		
Board Chair	2/13 – Present	U-Turn Foundation
<ul style="list-style-type: none"> • Helped develop vision, mission, and core values to provide housing and counseling services to at-risk youth • Oversaw administrative procedures and monetary practices to ensure alignment with AZ state standards • Communicated with directors and supervisors to carry out organizational vision and mission • Facilitated public board meetings, created board meeting agendas, and updated meeting minutes • Oversaw organizational expansion to 3 group homes, 52 employees, 4 therapists, and 1 outpatient facility • Helped increase revenue from \$1.8Million to \$2.6Million in 2 years • Actively participated in and voted on matters that would affect organizational stakeholders 		
Board Chair	5/14 – 5/17	Focus Education Services
<ul style="list-style-type: none"> • Worked with businesses, charter schools, government leaders, and organizational stakeholders on education needs • Analyzed and disaggregated data to identify educational opportunities for target populations in AZ and NV • Developed SMART goals to improve key performance indicators and student achievement • Fostered and expanded relationships with Principals, Superintendents, Deans, and community leaders 		

Freedom Prep Academy - Online

- Brokered relationships with high tech businesses such as Infusionsoft, EVIT, MAC, Adobe, Microsoft, and Dell
- Collaborated with stakeholders to develop a startup plan for a career-focused, technology-based charter high school
- Authored a 300+ page grant application for a \$750,000 federal grant (AZ CSP Grant)
- Developed a comprehensive charter application for a career-focused, technology-based charter high school
- Presented concepts and ideas for academic improvement to state leaders including AZ Superintendent
- Evaluated third-party products for internal use such as curriculum, LMS, CMS, hardware, and software
- Identified emerging trends, technologies, and IT certifications for a comprehensive academic systems plan
- Collaborated with a team of educational and business professionals to develop ideas from concept to delivery

Board Chair	4/11 – 04/13	Excalibur Charter Schools
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- Facilitated public board meetings, created board meeting agendas, and updated meeting minutes
- Communicated with principals, district employees, accountants, lawyers, department directors, and auditors
- Oversaw the creation of and strategic implementation plan for a district budget
- Oversaw administrative procedures, curriculum, and monetary practices
- Submitted performance management reports to the AZ Department of Education and AZ Charter School Board
- Rebranded district, high school, and elementary school to ensure alignment with organizational vision and mission
- Oversaw marketing and recruitment practices including the development of district websites
- Oversaw curriculum and administrative procedures for 350+ students and 25+ staff members
- Integrated technology-based curriculum that reduced operating costs, increased enrollment, & increased revenue
- Reversed a trend of 6 consecutive years of declining revenue and enrollment within 1st year of employment
- Improved parent and teacher satisfaction rating by 40% (51% approval to 91% approval)
- Implemented values-based teaching philosophy using Steven R. Covey's "Leader in Me" curriculum model

Employment History:

President/CEO	11/18 – Present	Freedom Prep Academy - Mesa
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- Oversaw application, development, approval, and launch of Arizona-authorized charter school
- Communicate with directors and supervisors to carry out organizational vision and mission
- Facilitate public board meetings, created board meeting agendas, and updated meeting minutes
- Actively participate in and vote on matters that affect organizational stakeholders

Associate Dean of Technology	4/17 – 11/18	University of Phoenix Apollo Education Group
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- Oversee the academic design, delivery and accreditation of a portfolio of IS&T courses as well as monitor academic and program delivery standards for over 10,000 associate's, bachelor's, and master's degree-seeking students
- Serve as the business and technology lead to develop Phoenix RedFlint, a UOPX brand extension offering hands-on, practical, business-ready technology training solutions to upskill professionals and bridge STEM skills gaps
- Serve as liaison between curriculum partners, enterprise industry leaders, and IT certificate providers including Pearson, McGraw Hill, WileyPlus, CompTIA, EC-Council, EMC, SAS, Pluralsight, Lynda.com, Amazon, Adobe, Apple, Google, and Microsoft
- Work with SMEs, IDs, Sourcing, Finance, Assessment, Faculty, and Academic Support teams to design, revise, evaluate, and budget curriculum and resources for IS&T degree and certificate programs
- Align programmatic offerings to departmental, college, and university goals, KPIs, strategic plans, mission, and vision
- Monitor student learning outcomes using PowerBI data for use in continuous program improvement
- Monitor student retention and enrollment trends to address program performance issues
- Work with departmental leadership teams to improve enrollment and retention metrics
- Facilitate Faculty Coordination Meetings to gather feedback and take appropriate action on program improvements
- Oversee the design, development, and instruction of short-burst training workshops in cybersecurity, data science, Tableau, Plotly, SAS, virtual reality, augmented reality, multimedia development, programming, project management, and lean startup
- Assist marketing and PR departments in promoting IS&T offerings by writing articles for nationally syndicated magazines, participating in radio & TV interviews, speaking at conferences, and hosting regional events (Wired, KTAR, Facebook, AZCentral)
- Awarded the College of IS&T, School of Business, and College of Criminal Justice Executive Dean Award in August 2018

Education Liaison	4/12 – 6/17	AES Apollo Education Group
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- Worked with colleges, universities, and businesses to improve educational services
- Oversaw teams as a project manager and provided accountability reports to executive management
- Developed business plans to offer new educational products and services to potential clients

Freedom Prep Academy - Online

- Created and updated a shared-access website to host relevant business content for the department
- Participated in an advisory group to develop a new cloud-based learning platform for use by 350,000+ students
- Developed scalable training videos for students and faculty resulting in decreased departmental instructional costs
- Created presentations, graphics, and video trainings used to train 100s of employees throughout the country
- Advised and enrolled degree seeking students for associate’s, bachelor’s and master’s degrees
- Led division in total new-student enrollments for our partner schools
- Led division in prospective student conversion percentage for our partner schools
- Enrolled over 500 degree seeking students in associate’s, bachelor’s, and master’s degree programs
- Managed data and developed performance metrics which tracked and increased team performance
- Developed email campaign and deployment strategy which increased student reach & improved student response
- Received multiple quarterly recognition and above and beyond awards for performance and achievement
- Organized and managed tours of University of Phoenix’s Data Center
- Organized and managed tours of University of Phoenix’s RedFlint Experience Center

Interim Superintendent	4/11 – 04/13	Excalibur Charter Schools
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- Facilitated public board meetings, created board meeting agendas, and updated meeting minutes
- Communicated with principals, district employees, accountants, lawyers, department directors, and auditors
- Oversaw the creation of and strategic implementation plan for a district budget
- Oversaw administrative procedures, curriculum, and monetary practices
- Submitted performance management reports to the AZ Department of Education and AZ Charter School Board
- Rebranded district, high school, and elementary school to ensure alignment with organizational vision and mission
- Oversaw marketing and recruitment practices including the development of district websites
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Owner/Operator	12/07 – 12/10	Compass Marketing
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- Managed operations for branches in Tempe, AZ; Portland, OR; and Fort Lauderdale, FL
- Oversaw hiring, development, and compensation of over 70 employees
- Brokered business to business client relationships with DirecTV, Qwest, Century Link, and ADT Home Security
- Provided technical training to technicians, sales reps, and account managers
- Managed escalated customer service issues in both English and Spanish
- Developed and implemented cross-marketing program for existing customers
- Developed and implemented customer-care program to improve customer retention
- Brokered sale of business, service accounts, and assets to private investors

Education History:

- | | | |
|----------------------------|---------------|--|
| • University of Phoenix | 12/16 - 11/18 | Master of Information Systems |
| • University of Phoenix | 5/14 - 12/16 | Master of Arts in Education-Administration & Supervision |
| • University of Phoenix | 7/11 - 3/13 | Master of Business Administration |
| • Brigham Young University | 1/00 - 12/03 | Bachelor of Arts Philosophy |

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: Laura Oliver _____
Role: Board Member _____

Statement of Intent:

I have a Bachelor of Arts in Education and a Master of Education in Educational Leadership from Arizona State University. I bring over twenty years of valuable and varied experience in K-12 behavioral interventions and supports (PBIS) initiatives, community outreach efforts, and operational fidelity. As a Teacher, Consultant, and Director for early childhood development, I have helped improve academic and social emotional achievement for populations who experience disadvantage, trauma, and significant risk. In my current role as Instructional Coach for the Litchfield Elementary School District, I have been instrumental in developing and facilitating response to intervention (RTI) strategies, mentoring instruction, and improving pupil achievement among student populations who qualify for Title I assistance.

My educational background and leadership experience will greatly benefit Freedom Prep Academy's academic and operational plans, with key expertise in the academic plan, particularly as it pertains to grades K-8 instructional support and intervention. Through proven best-practices, I will help promote quality classroom instruction, effective professional development strategies, and collaborative coaching opportunities. I am passionately committed to bringing equitable education to all students through Freedom Prep Academy.

Not-for-Profit History: Laura is currently serving as a board member for Freedom Prep Academy. She has several years of experience in the process of charter application and approval.

Laura has experience in group organization and management through various positions in her church. She served for over three years as the leader of the children's group, collaborating with other adults in leadership to ensure adherence to safety, religious, and learning standards. During this time, she also served as the liaison between her church and the local Boy Scouts of America council. Laura has also served in leadership roles in this same church for the organization overseeing adult women and the program for females between the ages of twelve and eighteen, for six years and seven years, respectively.

Employment History:

2015 – present

Litchfield Elementary School District, Corte Sierra Elementary, Instructional Coach

- Training staff in effective teaching and classroom management practices.
- Assisting the principal in developing, planning and modeling best practices in education.
- Providing Response to Intervention tier 1, 2 and 3 support for staff and students.
- Assisting the principal in student discipline.
- Adhering to all federal, state and school board regulations, statutes and mandates.
- Preparing and maintaining records and reports as required for compliance with various state, federal and administrative regulations.
- Attending various meetings as a district and/or school representative.
- Developing and running outreach programs to increase education, health and well-being within the surrounding community.
- Supporting teachers, both general and special educators, administrators, other related service staff, students, families and the community in the goal of education.

Freedom Prep Academy - Online

2009 – 2015

Litchfield Elementary School District, Palm Valley Elementary, Teacher

- Creating and implementing standards-based lesson plans utilizing data to determine efficacy.
- Collaborating with colleagues to inform instruction, intervention and enrichment.
- Communicating regularly and diplomatically with parents and families.
- Assessing personal performance as a teacher and leader and determining goals for further learning and improvement.

2009 -2009

Litchfield Elementary School District, Substitute Teacher

- Implementing daily lesson plans, supervising students, and delivering instruction in elementary and middle schools.

2007 – 2008

Self-employed, Contracted Consultant

- Establishing and maintaining mutually beneficial relationships between medical and dental practices and related businesses.
- Procuring client/patient referrals for medical, dental and service-related specialists.
- Increasing client/patient awareness of and satisfaction with provided services.
- Developing and expanding marketing and networking strategies.
- Providing administrative and efficiency assistance and training.

2000 – 2006

Full-time Mother

1999 – 2000

Bright Horizons Family Solutions, Director

- Operating and supervising a private childcare facility and school located on a corporate site.
- Establishing policies, procedures, programs and systems in order to create a safe, positive, efficient, orderly and effective environment for children, families and staff.
- Managing all budgets, payroll, enrollment and employees.
- Ensuring all educational, corporate and government defined standards were met and exceeded.
- Meeting clients (parents, children and corporate sponsor) expectations and coordinating services accordingly.

1999 -1999

Bright Horizons Family Solutions, Assistant Director

- Assisting in all the responsibilities of the Director listed above.

1998 – 1999

Bright Horizons Family Solutions, Teacher

- Creating and maintaining a safe, healthy learning environment for children from ages 2-5.
- Utilizing standards of the National Association for the Education of Young Children in order to

provided optimal practices.

- Interacting with and teaching young children according to individual need and development.

1997 – 1998

Westside Social Services, Project THRIVE, Family Support Specialist

- Training clients in communication, anger management and problem-solving/coping skills.
- Teaching clients child development and appropriate parenting skills.
- Referring families to community resources and supports.
- Assessing and evaluating the safety and welfare of children in homes with multiple risk factors.
- Documenting, organizing and creating detailed reports of all client interactions.
- Coordinating clients' needs and progress with Westside supervisors and psychologists and Arizona Child Protective Services case managers.

Education History:

August 2016 - Arizona State University, Master of Education, Educational Leadership

December 1996 – Arizona State University, Bachelor of Arts in Education

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Applicant's Signature

Appendix A: Background Information Sheet

Provide the following information on each startup board member and any individuals responsible for the day-to-day operation of the school who have already been identified. Complete this form, do not include a resume. This page may be copied as many times as necessary. Delete these instructions.

Name: Cameron B Cotter

Role: Board Member

Statement of Intent: I believe that as a Board Member, given my extensive background in education and leadership, I can weigh ideas and make decisions that are beneficial to the success of this organization and its students in the state of Utah.


Not-for-Profit History: Most of my not-for-profit experience comes from holding various leadership positions within my church. Recently I was in charge of all of the youth. This entailed managing an annual budget, planning activities, hosting fund raisers, and helping them progress in their individual goals.

Employment History: My relevant employment history has been my experience with the University of Phoenix. While this was a for-profit organization, the value that the education provided was wonderful. I was employed with the University of Phoenix for nearly 11 years. Over half of my time with them I also spent in management where I could help execute big ideas into day-to-day operations.

Currently I am employed with a small Insurance company. I am over our commercial department where I get to meet with small business owners, educate them on their potential risks as business owners, and help them develop a game plan to manage those risks.

Education History: I have a Bachelors of Science in Business Management with an emphasis in Marketing (BSB/MKT) as well as a Masters in Business Administration (MBA). Both degrees are from the University of Phoenix.

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Applicant's Signature

Appendix B: Articles of Incorporation

File Number: 11814709

Non-Profit Corporation Articles
ARTICLES OF INCORPORATION
OF
Freedom Prep Academy - Utah

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 Freedom Prep Academy - Utah

Article II

Purpose

UT K12 Charter School with intended 501(c)3 status. Note: Utah SCSB is not liable for the debts or financial obligations of FPA-UT or persons or entities that operate the charter school, nor is the state of UT, including an agency of the state.

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:

881 BAXTER DRIVE STE 100
South Jordan, UT 84095

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

REGISTERED AGENTS INC



Article IV
Names and Addresses of Incorporators

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

Incorporator #1
Sterling Kellis
465 N. Bluejay Drive
Gilbert, AZ 85234
Sterling Kellis (POA or AIF)
Signature

In Witness Whereof I / We have executed these Articles of Incorporation on 23 June, 2020 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
Sterling Kellis
465 N. Bluejay Drive
Gilbert, AZ 85234
Sterling Kellis (POA or AIF)
Signature

Trustee #2
Sterling Kellis
465 N. Bluejay Drive
Gilbert, AZ 85234

Sterling Kellis (POA or AIF)
Signature

President #3
Sterling Kellis
465 N. Bluejay Drive
Gilbert, AZ 85234
Sterling Kellis (POA or AIF)
Signature

Director #4
Laura Oliver
881 BAXTER DRIVE STE 100
South Jordan, UT 84095
Sterling Kellis (POA or AIF)
Signature

Director #5
Cameron Cotter
965 E. 700 S.
St. George, UT 84790
Sterling Kellis (POA or AIF)
Signature

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:

881 Baxter Dr Ste 100
South Jordan, UT, 84095

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.

Appendix C: Governing Board Bylaws

ORGANIZATIONAL BY-LAWS FREEDOM PREP ACADEMY - UTAH

ARTICLE I - NAME

The name of the corporation shall be FREEDOM PREP ACADEMY - UTAH (FPAU). The Corporation shall have the right to register, copyright, or trademark the name in the State of Utah.

ARTICLE II - OFFICES

The principal office of the Corporation shall be located at 881 Baxter Dr Ste 100, South Jordan UT, 84095. The Corporation may also maintain offices at such other places within the United States as the Board of Directors may, from time to time, determine.

ARTICLE III - NOT FOR PROFIT CORPORATION

The Corporation is established as a not for profit corporation for the purposes of operating a public charter school in accordance with the laws of the State of Utah. The Corporation shall not directly or indirectly perform any act or transact any business that will jeopardize its status as a public school in the State of Utah or to jeopardize any tax-exempt status of the Corporation provided under the not for profit corporation laws of the State of Utah and any Internal Revenue laws, including the tax-exempt status of a corporation under Section 501(c)(3) of the Internal Revenue Code and its regulations as any of those laws and regulations may exist or may hereafter be amended. No part of the assets or net earnings of the Corporation, current or accumulated, shall inure to the benefit of any private individual except for any and all contracts that may be entered into with any individuals as provided and afforded by these By-Laws and appropriate resolutions of the Corporate Board.

ARTICLE IV - EDUCATIONAL PURPOSES

The Corporation shall operate a Charter School in the State of Utah. The purpose of the Corporation is to provide and maintain a safe and resourceful environment where students in grades seven through twelve can gain the knowledge and skills necessary to obtain gainful employment, nurture meaningful relationships, and appreciate their place in this world as a whole.

ARTICLE V - GOVERNING STRUCTURE

- (a) FPAU Shall be governed by a Corporate Board of Directors. In the event that a Corporate Board of Directors does not exist (i.e. it has not yet been established), FPAU shall be governed by a Principal Director. The role of

Freedom Prep Academy - Online

Principal Director and Corporate Board of Directors is identical. The Corporate Board of Directors of FPAU is responsible for corporate policy and for operations of the corporation including the charter schools. The Corporate Board of Directors has the general charge of the affairs, property and assets of the corporation, including setting school policy, and the implementation of fiscal management policies and procedures. The corporation may appoint additional principals or members to act as officers, agents, committees, and board members as it deems necessary, appropriate, or proper.

- (b) FPAU schools will be governed by a Governing Board for the Schools. This board is responsible for the policy decisions of the charter schools. The school's governing body will provide knowledgeable oversight of the school's operations, financial matters, and student growth and achievement to the Corporate Board of Directors. In cooperation with the Corporate Board, the School Governing Board will provide strategic direction for the school, nurture strong school leaders, and ensure the school's financial and legal security.

ARTICLE VI - CORPORATE BOARD OF DIRECTORS

Section 6.1 - Name, Numbers, Election and Term of Office:

- (a) The Corporate Board of Directors shall oversee the Governing Board for the Schools.
- (b) The number of Directors of this Corporate Board shall be at least three (3), provided that said number may be changed by an amendment to the Bylaws, duly adopted by the Board of directors.
- (c) The Founders of the Corporation shall be the initial Board of Directors. Additional members of the Board of Directors shall be sought from the community. Except as may otherwise be provided in the Articles of Incorporation or appropriate laws, any new members of the Board of Directors shall be elected by a majority vote of the votes cast at a regular or special meeting to be held by the Directors, present in person or by proxy, that are entitled to vote in the election. Entitlement to vote in any such election shall be limited to Directors that serve as least one month prior to any election held to elect members to the Board. Vacancies in the Board of Directors shall be filled as prescribed in these by-laws.
- (d) Each Director who is not personally liable in connection with the school (by contract or otherwise), shall hold office for a period of one (1) year, and until his/her successor is elected and qualified, or until his/her prior death, resignation, or removal. Any director personally liable in connection with the school (by contract or otherwise), shall hold office until the director's personal liability is extinguished, or satisfied by surety.

Section 6.2 - Qualifications:

- (a) Each member of the Board of Directors must be over the age of eighteen (18).
- (b) Each member must be able to pass a background check as requested by the Department of Education and any appropriate sponsoring board of the Corporation, which will include as a minimum, a fingerprint check showing

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that there exists no criminal record which could adversely affect the Corporation or its operation as a charter holder.

- (c) Each member of the Board of Directors must establish that each such Director possesses significant experience and qualifications to further the Board of Directors' commitment to the educational purposes and vision and mission of the Corporation as set forth herein including, without limitation, educational, managerial and fund-raising skills.

Section 6.3 - Duties and Powers:

The Board of Directors shall appoint and be responsible for the authorization, oversight, and, when required, ratification of acts to be carried out for the Charter School being operated by the Corporation. The Board of Directors shall be responsible for the ratification of the acts of the Administration of School Directors and the performance of any and all other acts required to be performed by the Board of Directors by state or federal statute and the Charter Contract entered into by the Sponsoring Board pursuant to Utah Charter School Law. The Board of Directors shall preserve the nonprofit status of the Corporation by the observance of prudent fiscal and monetary controls herein set forth. The Corporation, by and through the Board of Directors, shall not:

- (a) Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest;
- (b) Pay any compensation in excess of a reasonable allowance for salaries or other compensation for services rendered;
- (c) Make any part of its services available on a preferential basis;
- (d) Make any substantial purchase of its securities or any other property, for more than adequate consideration in money or for other consideration for a value that can be established in terms of money's worth;
- (e) Sell any substantial part of its securities or any other property, for less than an adequate consideration in money or for other consideration for a value that can be established in terms of money's worth.

Section 6.4. Absence:

Each Board member is expected to communicate with the Principal/Director/Chair/President in advance of all Board meetings stating whether or not s/he is able to attend or participate by conference telephone or other agreed-upon means of communication. Any Board member who is absent from two regularly scheduled, non-special Board meetings per calendar year shall be deemed to have resigned due to nonparticipation, and his/her position shall be declared vacant, unless the Board votes to retain that director by a majority vote.

Section 6.5 - Manner of Acting:

- (a) Except as otherwise provided by these By-laws, at all meetings of the Board of Directors, each member of the Board, present in person, telephonically, or via the Internet, shall have one vote. (b) Except as otherwise provided by statute, the Articles of

Freedom Prep Academy - Online

Incorporation, or these By-laws, the action of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. Any act authorized, in writing, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation shall be the act of the Board of Directors with the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board of Directors.

Section 6.6 - Director Deadlock:

In the event of a deadlock on any substantial matter affecting the corporate activities, the directors shall appoint a mutually agreed upon third party neutral to aid the directors in facilitating the decision making process. In the event deadlock persists, the directors shall promptly refer the issue to the Utah Dispute Resolution Association or another suitable dispute resolution service and request the appointment of a mediator who shall facilitate discussions and encourage pursuing solutions. If mediation fails and deadlock persists, the directors shall agree upon a third party neutral arbitrator who shall have the authority to issue binding decisions on issues at deadlock.

- (a) Any vacancy in the Board of Directors occurring by reason of an increase in the number of Directors shall be filled by a majority vote of the votes cast at a regular or special meeting by the Directors, present in person, telephonically, or via the Internet, that are entitled to vote in the election.
- (b) Vacancies occurring by reason of the death, resignation, disqualification, removal, or any inability to act of any Director, or otherwise, shall be filled by a majority vote of the votes cast at a regular or special meeting by the Directors, present in person, telephonically, or via the Internet that are entitled to vote in the election, as a means to fill the unexpired portion of the term of any such vacancy.

Section 6.7 - Resignation:

Any Director may resign at any time by giving written notice to the Chairman of the Board of Directors or the Secretary of the Board of Directors. Unless otherwise specified in such written notice, such resignation shall take effect upon receipt of such notice by the Board of Directors or such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 6.8 - Removal:

- (a) Any director who is not personally liable in connection with the school (by contract or otherwise) may be removed from the Board of Directors with or without cause at any time by a resolution and vote of a two-thirds (2/3) of the directors entitled to vote who are present in person, or by proxy, cast at a regular meeting or special meeting convened for that purpose.
- (b) Any director personally liable in connection with the school (by contract or otherwise), may not be removed from their position as director until the director's personal liability in connection with the school is extinguished, or satisfied by surety.

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Section 6.9 - Salary:

No salary shall be paid to Directors of the Corporation, as such, for their services, but by resolution of the Board of Directors, a reasonable sum for expenses of attendance, if any, may be allowed for attendance at such regular or special meeting of the Board; provided, nothing herein contained shall be construed or interpreted to prevent any person serving as a director of the Corporation from also serving as an officer or employee of the corporation and receiving a salary or other compensation for that position.

Section 6.10 - Contracts:

- (a) No contract or other transaction between the Corporation and any other corporation shall be impaired, affected, and/or invalidated nor shall any Director be liable in any way by reason of the fact that any one or more of the Directors of the Corporation may be interested in any such other corporation or may serve as a director or officer of any such other corporation or of other corporations, provided that such other interests or involvements with such other corporation or corporations or other relevant material facts are disclosed in writing to the Directors including, without limitation, the nature of such Director's involvement with such other corporation or corporations including, without limitation, such Director's ability to influence the action of such other corporation or corporations, and any tangible or intangible benefit or profit that may accrue to such Director as a result of any contract or transaction between the Corporation and any other Corporation or corporations. In addition, the contract or transaction must be fair and reasonable to the Corporation when it is authorized, approved and ratified in accordance with the following paragraph.
- (b) Any Director, personally and individually, may be a party to or may be interested in any contract or transaction of this Corporation, and no Director shall be liable in any way by reason of such interest, provided that the fact of an interest be disclosed or made known to the Board of Directors, provided that the Board of Directors shall authorize, approve or ratify such contract or transaction by the vote of a majority of the voting members. Such Director or Directors may be counted in determining the presence of a quorum at the meeting. This Section shall not be construed to impair or invalidate or in any way affect any contract or other transaction which would be otherwise valid under the law (common, statutory, or otherwise) applicable thereto.

Section 6.11 - Conflicts of Interest:

(a) The Board of Directors of the Corporation shall adopt a Conflict of Interest Policy to be followed by the members of the Board of Directors in executing their duties.

(d) In the event no formal Board of Director Conflict of Interest Policy is adopted, it shall be deemed that all statutory provisions found in the Utah Revised Statutes for Non-profit Corporations shall constitute the Conflict of Interest Policy of the Corporation. (e) New Directors of the Corporation shall be informed and advised of the Board's Conflict of Interest Policy prior to entering or assuming the duties of his/her office.

Section 6.12 - Committees:

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The Board of Directors, by resolution adopted by a majority of the entire Board present at a duly-authorized meeting, may from time to time designate from among its members in executive committee, and may also designate from among its members and non-members, such other committees as the Board of Directors may deem desirable, each consisting of three (3) or more Board members, with such powers and authority (to the extent permitted by law) as may be provided in such a resolution. Each such committee shall serve at the pleasure of the Board.

ARTICLE VII - MEETINGS OF THE DIRECTORS

Section 7.1 -

Annual Meetings:

The annual meeting of the Board of Directors of the Corporation shall be held at a time designated by the Board of Directors, for the purpose of electing the Directors, voting on a budget, and transacting such other business as may properly come before the meeting.

Section 7.2 - Regular Meetings:

The Board of Directors shall hold regular meetings, which must be scheduled at least quarterly, in accordance with UT open and public meeting act, and at a place and time to be determined by the Board of Directors. All Directors shall be given notice of such regular meetings upon determination of the schedule.

Section 7.3 - Special Meetings:

Special meetings of the Directors may be called at any time by the President, the Board of Directors, by the Chairman of the Board, by the Secretary if he/she has received a written request of two (2) members of the Board of Directors, or as otherwise required under the provisions of appropriate laws. All meetings of the Board of Directors shall be held at the principal office of the Corporation, or at such other places as designated in the notice or waiver of notice of such a meeting or meetings.

Section 7.4 - Notice of Meetings:

(a) Notice of all meetings, including annual, monthly, and special meetings, shall specifically set forth an agenda for said meeting. (b) Except as otherwise provided by statute, written notice of each meeting of the Board of Directors, whether annual or special, stating such time when and place where it is to be held, shall be served either personally or by email not less than Twenty-four (24) hours before the meeting to all board members. Notice of a special meeting shall also state the purpose or purposes for which the meeting is called, and shall indicate that it is being issued by, or at the direction of, the

Director or officers calling the meeting.

(c) Notice is deemed to have been received upon the date and time the email is sent or the date and time the notice is delivered in person. (d) Notice of

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any regular or special meeting shall not be required to be given to any Director who shall attend such a meeting without protesting prior thereto or at its commencement the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

- (e) Meetings may be conducted by consent without the requirements of notice if all directors execute a duly authorized minute entry reflecting consent to the actions.
- (f) Meetings may be conducted telephonically or via the Internet, so long as all relevant parties are informed of the need or existence of the non-personal attendance.
A facilitator from among those Directors present at all meetings shall preside as Chairman for such meetings or adjournments.

Section 7.5 Quorum:

- (a) Except as otherwise provided herein, or by statute, at all meetings of the Board of Directors, the presence at the commencement of such meetings of the Directors, in person or by proxy, which attains a majority of the total number of the Directors entitled to vote, shall be necessary and sufficient to constitute a quorum for the transaction of any business. The withdrawal Director after the commencement of any meeting shall have no effect on the existence of a quorum, after a quorum has been established at such a meeting.
- (b) Despite the absence of a quorum at any annual meeting or special meeting of the Directors, the Directors, by a majority of the votes cast by the Directors entitled to vote thereon, may adjourn the meeting. At any adjourned meeting at which a quorum is present, any business may be transacted at the meeting as originally called.

Section 6.8 - Voting:

- (a) Except as otherwise provided by statute, the Articles of Incorporation, or By-laws, any corporate action, other than the election or removal of Directors or officers, and voting on amendments to the Articles of Incorporation or By-laws, taken by at vote of the Directors shall be authorized by a majority of the votes cast at each meeting.
- (b) Each Director is entitled to one vote which may be cast in person, telephonically, or via the Internet.

Section 7.6 - Conduct of Meeting:

A duly adopted agenda for each meeting shall be prepared by the President, or other designated Director or officer. The meeting shall be conducted in accordance with the agenda. The President or any Chairman of the meeting shall have the right to limit discussion on any particular item and shall have the right to provide time limits for any party wishing to speak on any appropriate point. Meetings shall be conducted in accordance with respect and harmony at all times, and to maintain a positive yet responsive environment.

ARTICLE VIII - OFFICERS

Section 8.1 - Name, Numbers, Election and Term of Office:

- (a) The officers of the Corporation shall consist of the President,

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Secretary, and Treasurer of the Corporation, and any such other officers as the Board of Directors may from time to time deem acceptable. Officers of the Corporation need not be Directors of the Corporation. Any two or more offices may be held by the same person. (b) All the officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board of Directors or at any other meeting established for this purpose.

(c) Each officer shall hold office until the meeting of the Board of Directors next succeeding his election, and until his successor shall have been elected and qualified, or until his death, resignation, or removal.

Any officer may resign at any time by giving written notice of such resignation to the Board of Directors, the President, or the Secretary of the Corporation. Unless it is otherwise specified in such written notice, such resignation shall take effect upon receipt thereof by the Board of Directors or by such officer, and the acceptance of such resignation shall not be necessary to make it effective.

Section 8.2 - Removal:

- (a) Any officer who is not personally liable in connection with the school (by contract or otherwise) may be removed from office with or without cause at any time by a resolution and vote of a two-thirds (2/3) of the Directors entitled to vote who are present in person, or by proxy, cast at a regular meeting or special meeting convened for that purpose.
- (b) Any officer personally liable in connection with the school (by contract or otherwise), may not be removed from their office until the personal liability in connection with the school is extinguished, or satisfied by surety.

Section 8.3 - Vacancies:

A vacancy in any office by reason of death, resignation, the inability to act, or any other cause whatsoever, may at any time be filled for the unexpired portion of the term by the Board of Directors.

- (a) The President shall be the chief executive officer of the Corporation, subject to the control of the Board of Directors, and shall have general charge of the Corporation's business, and supervision of its affairs. The President shall keep the Board of Directors fully informed and freely consult with them in regard to the business of the Corporation and make due reports to them.
- (b) In addition to the powers and duties elsewhere provided in these By-laws, the President shall sign, when duly authorized to do so, all contracts, orders, deeds, liens, guarantees, licenses and other instruments of a special nature.
- (c) Subject to the Board of Directors, the President shall have such other powers and duties as are incident to said office and not inconsistent with these By-laws, or as may at any time be assigned by the Board of Directors.

Section 8.4 - Powers and Duties of the Treasurer:

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- (a) The Treasurer, subject to the control of the Board of Directors and together with the President, shall have the general supervision authority over the Corporation's finances.
- (b) Duties of the Treasurer include the care of, and responsibility for, all moneys, securities, evidences of value and corporate instruments of the Corporation, and supervision of the officers and any other persons authorized to deposit, handle, and disburse any funds, ensuring retention of information as to whether all deposited have been duly made and all expenditures duly authorized and evidenced by proper receipts and vouchers. The Treasurer shall cause full and accurate books to be kept, showing the transactions of the Corporation, its accounts, assets, liabilities, and financial condition, which shall at all times be open to the inspection of the Directors, and such statements and reports as are required of him/her by law. (c) To the Board of Directors, the Treasurer shall have such other powers and duties as are incident to the office and not inconsistent with these By-laws; or as may at any time be assigned to the Treasurer by the Board.

Section 8.5 - Powers and Duties of the Secretary:

- (a) The Secretary shall cause to be entered in the minute books the minutes of all meetings of all committees and of the Board of Directors; Shall have charge of all books and papers pertaining to said office; and shall be responsible for the giving of all notices and for the making of all statements and reports required of the Corporation or of the Secretary by law. The Secretary shall attest by signature to all instruments duly authorized and requiring the same.
- (b) The Secretary shall perform such other duties as are incident to the office, and shall have such other powers and duties, in addition to those elsewhere provided in these By-laws, as may be at any time assigned by the Board of Directors.

Section 8.6 - Sureties and Bonds:

In case the Board of Directors shall so require, any officer, employee, or agent of the Corporation shall execute to the Corporation a bond in such sum, and with such surety or sureties as the Board of Directors may direct, conditioned upon the very faithful performance of his duties to the Corporation, including responsibility for negligence and for the accounting for all property, funds, or securities of the Corporation which may come into his/her hands. Such requirements herein set forth shall be in accord with all appropriate laws.

ARTICLE IX - GOVERNING SCHOOL BOARD

- (a) The Governing School Board shall operate under the direction and supervision of the Corporate Board. All policies set forth in articles V - VIII for the Corporate Board shall duly apply to the Governing School Board, unless such policy is in direct conflict with the Corporate Board.
- (b) A member of the Governing School Board may be removed by a majority vote of the Corporate Board.

ARTICLE X - ADVISORY COUNCIL

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The Board of Corporate Directors and the Governing School Board may create an Advisory Council in a number to be determined by the Board. The members of the Advisory Council shall consist of people from the education, business, and marketing community, who will consult and advise the Charter School on important matters dealing with the effect of the Charter School on business and the community as a whole and possibly assist in any additional fund-raising efforts for the Charter School. All opinions and recommendations of the Advisory Council shall be advisory to the Board of Directors, who are not obligated to act upon any recommendation. Any and all members of the Advisory Council shall have no rights to vote at the Board of Directors meetings, independent of such Advisory Council members being actual members, respectively, of the Board of Directors.

Appendix D: Minutes from Governing Board meetings



MINUTES OF THE ORGANIZATIONAL MEETING OF THE BOARD OF DIRECTORS OF FREEDOM PREP ACADEMY – UT

The following are the minutes of the organizational meeting of the Board of Directors of Freedom Prep Academy - Utah, a Utah nonprofit corporation. The meeting was held at 465 N Bluejay Dr, Gilbert, AZ and telephonically via Zoom at www.zoom.us/j/4809939551 on June 22, 2020 at 4 PM.

Present and participating in the meeting were the following directors: Sterling Kellis, Laura Oliver, and Cameron Cotter which constitutes all of the directors of the corporation. The meeting was held in accordance with the provision of the Bylaws, notice of the meeting was provided to all directors, and a quorum was present. Accordingly, the meeting was duly convened.

Sterling Kellis served as Chairman of the meeting and conducted the meeting in that capacity. After calling the meeting to order, Chairman Kellis requested that Laura Oliver keep minutes of the meeting.

The meeting proceeded to the election of Board officers. Upon motions duly made, seconded and unanimously carried, the following persons were elected to the offices indicated opposite their respective names, to serve during the ensuing year and until such time as their successors have been duly elected and shall qualify:

Sterling Kellis	Chairman, President
Laura Oliver	Vice-Chairman, Secretary
Cameron Cotter	Financial Coordinator, Treasurer


Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted regarding the Articles of Incorporation and the Bylaws of the Corporation:

RESOLVED: That the Articles of Incorporation of the Corporation, a copy of which has been presented to the Board of Directors, shall be and the same hereby are adopted Articles of Incorporation of the Corporation and the same shall be filed with the Division of Corporations for the State of Utah.

FURTHER RESOLVED: That the Bylaws of the Corporation, a copy of which has been presented to the Board of Directors, shall be and the same hereby are adopted as the official Bylaws of the Corporation.

FURTHER RESOLVED: That the Articles of Incorporation and the Bylaws of the Corporation shall be maintained in accordance with the requirements of the Utah Revised Nonprofit Corporation Act.

There being no further business, the meeting was thereupon duly adjourned.



Sterling Kellis, President