



BOARD OF TRUSTEES

ORIENTATION HANDBOOK



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ASA MISSION STATEMENT

The Mission of ASA College is to educate a diverse and qualified student population to become responsible professionals committed to lifelong learning by equipping them with a firm academic foundation and career-specific competencies. ASA offers high-quality degree and certificate programs that respond to the needs of students and employers in a global economy. ASA faculty and staff are dedicated to maintaining professionalism and institutional integrity in a student-centered environment.



ASA VISION STATEMENT

The vision of ASA College is to be a premier provider of quality career-oriented professional education to a diverse population of learners.

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INTRODUCTION

This handbook and accompanying materials are intended to provide new Board of Trustees members with information about ASA College, their roles and responsibilities, the bylaws of the Board of Trustees, and other matters relevant to their position.

ASA College is proudly accredited by the Middle States Commission on Higher Education (MSCHE), therefore much of the information presented here has been borrowed from their materials.

ASA College is an institution and a member of the Middle States Commission on Higher Education (MSCHE) www.msche.org. On October 28, 2021, the Commission acted on the institution's accreditation status to warn the College that its accreditation may be in jeopardy because of insufficient evidence that the institution is currently in compliance with Standard VI (Planning, Resources, and Institutional Improvement) and VII (Governance, Leadership and Administration) and Requirements of Affiliation 12, 13, and 14. It also asked the College to address its compliance with Standard II (Ethics and Integrity) and Requirement of Affiliation 5.

The College has been asked to respond to the warning and is presently preparing its response.

ASA College remains accredited while on non-compliance warning.

MSCHE is an institutional accrediting agency recognized by the U.S. Secretary of Education and the Council for Higher Education Accreditation (CHEA).

The ASA College catalog is also an important source of some of the materials presented here, particularly information about the College, including its mission. Finally, a list of the articles of the Board of Trustees bylaws is presented here to familiarize Board members with this very important document which govern them.

This handbook is intended to be regularly reviewed and updated to keep it relevant. Board members are free to suggest additions which they feel may be important to their work as Trustees. They are also free to assess the relevance of the materials presented here and may propose changes to the content at any time.

The primary goal of this handbook is to equip Board members with the information they need to function productively as Trustees and be prepared to face the challenges that come with their venerable position. The complete Board of Trustees orientation packet includes:

1. ASA Board of Trustees Orientation Handbook
2. Most Current ASA Budget
3. Most Current ASA College Fact Book
4. Organizational Chart
5. Current Strategic Plan
6. MSCHE Standards for Accreditation and Requirements of Affiliation
7. Most Recently Ratified ASA Board of Trustees ByLaws
8. Schedule of Meetings
9. Board of Trustees Self Evaluation Survey

ADMINISTRATIVE BIOS: INTERIM PRESIDENT & PROVOST

INTERIM PRESIDENT OF ASA COLLEGE: MR. JOSÉ VALENCIA

Prior to joining ASA College José Valencia served as Vice President of Finance and Administration/Chief Financial Officer for VIP Community Services Bronx New York. During his time at VIP José was instrumental in turning a \$1 million per year deficit into a \$100,000 surplus that allowed the organization to more effectively provide drug treatment, shelter services, medically supervised intervention programs housing and employment services to more than 24,000 clients and patients per year.

Before working at VIP Mr. Valencia was Chief Executive Officer of the New York Association of New Americans, Inc. (NYANA) which resettled refugees in the New York Metropolitan area providing them with mental health assistance, ESL instruction, help for individuals aging out of the foster care system among other social services. At NYANA Mr. Valencia was responsible for an \$8 million per year operating budget.

In 2009 Mr. Valencia was recruited to serve as Chief Financial Officer of ASA College. He was charged with establishing financial protocols, training finance staff and developing budget reports and information to meet the requirements for Middle States Accreditation. ASA was granted 3 year MSCHE certification and Mr. Valencia was assigned additional responsibilities including strategic planning. In October 2010 in response to an immediate need to change the administrative management of the College, Mr. Valencia was asked to serve as Co-President. He was named President of the College in March of 2019 by the ASA Board of Trustees in order to continue his work to further stabilize the institution operationally and fiscally, overhaul the corporate culture, increase student enrollment and improve student outcomes.

Mr. Valencia holds a baccalaureate degree in Business Administration from the Baruch College Zicklin School of Business and is a New York State Certified Public Accountant.



PROVOST OF ASA COLLEGE: DR. SHANTHI KONKOTH

Dr. Shanthi Konkoth is the Provost of ASA College. A member of the ASA team since October 1989, she has steered the institution's development from a clock hour vocational school with 200 students to an accredited degree-granting institution of higher learning. Dr. Konkoth began her career in higher education as an Administrative Assistant to the Director of the MBA program at New York Institute of Technology in 1987. She later became a Senior Instructor and Curriculum Specialist and then the Business Division Director at ASA. In 1997, she was promoted to the position of Vice President of Education and in 2013 was named Provost. "My accomplishments at ASA have brought me tremendous satisfaction," she says, "especially my work with our students who go on to have successful careers in the healthcare, business, computers, and criminal justice fields."

Dr. Konkoth is also an evaluator for the Middle States Commission on Higher Education. As an evaluator she gains much insight into and understanding of, not only the best practices in education but also of the myriad of challenges facing higher education.

Dr. Konkoth has a Doctor of Education from St. John's University.



COLLEGE PROGRAMS, STUDENTS, AND FACULTY

OVERVIEW OF COLLEGE PROGRAMS

ASA specializes in offering programs that balance traditional academic preparation with professional training and hands-on experience. With a “career-first” focus that allows students to immediately begin study in the chosen major, our programs are designed to deliver the type of knowledge and skills employers are looking for, and include workplace experience in the area of the student’s interest. Applicants may choose associate degree programs in business, computer technology, and legal studies, health disciplines or nursing. Students can also pursue baccalaureate studies in health, business and legal studies. Certificate programs are also available. The degree and certificate programs offer some degree of scheduling flexibility, with focused skills development components, providing a foundation for students to move to a higher level in a current job, launch a successful new career or pursue continuing education.

The scope and sequence of each curriculum are highly focused to direct students through a series of increasingly complex and challenging courses. To enhance teaching, faculty use a variety of instructional methods to include lectures, audiovisual aids, demonstrations, group critiquing sessions, web-based tutorials and laboratory activities. As a result of the exhaustive efforts of the institution’s curriculum and advisory committees, ASA is assured that its programs meet the evolving needs of employers, thereby maximizing the employability of our graduates.

ASA is cognizant of the specific needs of students and allows students to make reasonable course substitutions with permission from the academic chairs and contingent upon satisfaction of prerequisite requirements. ASA is also currently expanding and enhancing its distance learning offerings to further accommodate students’ needs.

DEGREE PROGRAMS

ASA offers Associate of Occupational Studies (AOS) and Associate in Applied Sciences (AAS) an Associate in Arts (AA) and Associate in Science programs. These programs require the successful completion of between 60–70+ credits. ASA also offers Baccalaureate degrees programs at the Florida campus which require 120 – 138 credits. The primary objective of all ASA’s programs is preparation for job entry immediately upon completion of the program.

ASA recognizes that students have many responsibilities and/or work hours. ASA understands these circumstances and encourages students to seek advisement to ensure that each student may progress through his or her curriculum in a time frame that responds best to his/her individual work or personal situation.

CERTIFICATE PROGRAMS

The credit-bearing certificate programs provide students with the opportunity to get a head start with successful full time study leading to a gratifying career. Students will master employment skills quickly and be prepared for positions that offer good compensation and opportunities for advancement.

Students enrolled in the certificate programs receive all the benefits of an ASA education, including placement privileges and refresher courses.

Additionally, credits earned in certificate programs are transferable to ASA’s degree programs. Graduates may continue their education and career development without any loss of time. An Associate degree can be earned within one additional year by attending ASA’s evening/ weekend sessions.

SUPPORTIVE RESOURCES

In order to ensure that each curriculum is most relevant to on-the-job requirements, all ASA College programs include unlimited hands-on, laboratory training using the latest software, hardware, and technology essential in today’s marketplace. Students participate in schedule

and unscheduled, instructor led and tutor led lab work. Beginning Summer 2019, students will be provided with laptops to assist them in their studies on and off campus. To facilitate round the clock access to school work and instructor information the College has been using BlackBoard as their learning management system since 1989. All programs include externships but some programs allow students to choose between an externship and a Capstone course. Capstone courses are usually the preferred choice for students seeking transfer to a baccalaureate degree program. Student received free test preparation for state exams. In addition to these academic support services ASA also provides lifetime job placement services including career change assistance.

ASA STUDENT ENGAGEMENT

The esteemed and experienced people who comprise the faculty of any college are its principal resource. The quality and even the character of a student's experience with an institution are largely determined by the caliber of the faculty. But for students to experience the benefits derived from association with the faculty, they must have the opportunity to meet and to know them. That opportunity exists at ASA.

Unlike many other institutions with large classes, ASA's classes generally do not exceed thirty-five students and a typical class has fewer than thirty. Therefore, there is ample opportunity for faculty and students to know one another and establish partnerships in learning. Students also participate in evaluating faculty.

From time to time, the Board invites faculty and students to its meetings to ask them about their experience at ASA. At the same time, Trustees visit the College's campuses to talk to students and faculty with the goal of learning more about their conditions. Prior to graduation students participate in an orientation and exit interview so that staff can better assist them in their transition to the labor force.

COLLEGE STRATEGIC PLAN PROCESS

ASA's strategic goals focus on the core mission of offering education to help lead students toward careers and/or further education. These goals require continual updating of facilities, equipment, and personnel, resulting in an ongoing allocation of resources. In general, ASA relies on a dynamic process of planning, assessment, and renewal. While Executive Officers hold ultimate responsibility, strategic plans are based on input from the entire college community. ASA recognizes that a formal, systematic planning process helps consolidate institutional goals and improves communication within the College community. ASA developed its first formal Strategic Plan in 2004. The plan was reviewed and updated annually until 2008. At that time, a new five-year Strategic Plan was developed. This plan continued to be updated annually and was revised as necessary. In 2011, the ASA strategic planning document was again significantly revised and a new five-year plan (2011-2015) was developed. The 2011-2015 Strategic Plan was submitted to Middle States as part of our first year Monitoring review report. Since then, the document continues to be reviewed and updated annually.

ASA's current strategic planning process encourages participation from various constituent groups in the College community. It begins with the state of the college address delivered annually by the President of ASA College. The purpose of the annual State of the College address is to bring faculty, students, alumni, Board and staff up to date on progress made in the college in the preceding year. It not only provides an overview of highlights and accomplishments from the past year, but it also defines challenges facing the college as well as exciting opportunities of the future.

ABOUT THE BOARD OF TRUSTEES

The Board was created in 2001 to move the institution to a more collegiate culture and to meet New York State Education Department expectations. That same year, the Board passed a unanimous motion for ASA to pursue further accreditation by meeting all eligibility requirements and standards of the Middle States Commission on Higher Education. ASA's Board of Trustees has a hands-on approach to providing leadership and oversight to the College. The Board acts to provide institutional advisement and planning for the College, including all related activities incidental to the operation thereof. Its guidance relates to the general educational and financial policies of the institution. The By-laws of the Board of Trustees outline its specific powers: to determine and periodically review the Mission, goals and objectives of the College; to organize and review the institutional governance structure of the College; to authorize degree programs and the granting of all earned degrees; and to initiate any and all other activities which the Board may determine appropriate for the fulfillment of any of the foregoing.

The Board of Trustees is currently composed of seven elected members plus one ex-officio member (ASA's President). The ex-officio member is a non-voting member of the Board. The bylaws of the Board of Trustees address the new member election process, the length of Trustees' terms, the frequency of meeting dates, the presence of a quorum, the process to remove members, and the procedure for members to use in order to resign. When vacancies exist on the Board, either due to a resignation or a removal of a member, the Board of Trustees Nominating Committee considers nominations for new members. Nominations may arise from members of the Board or from the College President. As widely recognized by the College and reflected in the Board's minutes, the composition of the Board is critical to its governing role. Based on employment and life experiences, members of the current Board offer many talents: backgrounds in educational administration; prior fiduciary or financial oversight of companies or colleges; knowledge of accreditation processes; experience in human resources and personnel-related issues; and employment experience in industries related to ASA's programs of study.

Although members of ASA's Board of Trustees are not called upon to generate new financial resources and increase endowment funds, members are often used as a resource for ideas that could potentially generate revenue for the College. For instance, Board members are often solicited for their opinions on new program offerings expected to increase the College's enrollment and thus generate revenue. The Board of Trustees has played an increasingly active role in setting policies concerning ASA's Mission, programs, and general operations of the institution.

CURRENT MEMBERS OF THE BOARD OF TRUSTEES

FRANK R. SEDDIO (CHAIR)

FORMER KINGS COUNTY SURROGATE COURT JUDGE & CHAIRMAN, BROOKLYN DEMOCRATIC PARTY

Frank R. Seddio is an American politician and lawyer who served as a member of the New York State Assembly representing southeastern Brooklyn from 1999 to 2005 before serving as a Kings County Surrogate Court Judge from 2006 to 2007. His support of local politics and government-community relations dates to his position as a community police liaison for the New York City Police Department from 1967 to 1980 in Brooklyn's 67th Precinct. Throughout the decades, Mr. Seddio served as district manager and chairman of Brooklyn Community Board 18, held a position with the New York City Department of Transportation, and managed his own private legal practice. Notably, Mr. Seddio was elected chairman of the Brooklyn Democratic Party in September 2012. He served as the chairman of the Brooklyn Democratic Party from 2012 to 2020, when he resigned to focus on his legal business. He is currently one of the leading figures of the Thomas Jefferson Democratic Club in Canarsie.

Mr. Seddio considers it a great honor to be chair ASA College's Board of Trustees. Having extensive knowledge of Brooklyn's many neighborhoods and communities, Mr. Seddio has witnessed ASA College educate and elevate those most in need of support. For decades the college has graduated thousands of borough residents with degrees in high-demand fields, especially students hailing from immigrant and underserved communities.

DR. OSCAR ODOM III, J.D., ED.D.

VICE PRESIDENT OF SECURITY, BROOKLYN NAVY YARD DEVELOPMENT CORPORATION

Dr. Odom's background encompasses all aspects of leadership, management, operations, business development and administration, from controlling costs and maximizing avenues of growth, to harnessing team strengths to improve companywide performance. In developing a reputation as a subject matter expert, public speaker, educator, and leader, Dr. Odom built upon the foundation of a career in government and law enforcement. He has previously served as a Commissioner on the New York City Re-Districting Commission, a First Deputy Sheriff Commissioner/Four Star Chief and Chief of Staff for New York City Sheriff's Office, and in the New York City Police Department, as a Detective (Retired). Currently, he is an educator affiliated with several undergraduate and graduate institutions in New York City, and he holds several prestigious advisory positions with public, private, and federal institutions in the education sector. His pedagogical and analytical interests span Emergency & Disaster Management, Criminal Justice, Homeland Security, Law, and Business.

Given his previous investment in the success of ASA College as the former Chairperson of the Legal Studies department, he is highly committed to bringing his talent for consensus-building among executive teams and stakeholders to promote transparency and influence positive change. He sees a bright future for ASA College.

JEFFREY VOLSHTEYN

PARTNER OF ERDA CAPITAL MANAGEMENT

Jeffrey Volshteyn is a Partner of Erda Capital Management. Mr. Volshteyn possesses over twenty years of experience in for-profit education, ranging from the role of a Wall Street analyst responsible for covering the for-profit education sector at a major bank, to an operating executive of education startups and CFO of ASA College. At Erda, Mr. Volshteyn helps companies define their strategic direction, develop growth opportunities, and facilitate capital transactions. Mr. Volshteyn steers clients through a systematic data-driven process of analysis to create value and identify strategic opportunities. Prior to Erda, Mr. Volshteyn was a Senior Equity Analyst at JP Morgan covering a group of Professional Services companies including for-

profit education companies. In this role, he frequently spoke at various industry conferences, board meetings and meetings with state and federal regulators. Mr. Volshteyn has authored hundreds of publications and had been referenced in national media such as Barron's, CNBC, and Bloomberg, as well as industry publications. Mr. Volshteyn earned an MBA from Columbia Business School and BS in electrical engineering from the University of Missouri-Columbia.

Previously, Mr. Volshteyn served as CFO of ASA College and served as a board member of several education startups. He is proud to return to ASA College in the capacity of Board Member and looks forward to supporting the College as it continues to provide rewarding futures for its graduates.

CHRISTOPHER S. BJORNSTAD, PHD

DIRECTOR OF ACCREDITATION & INSTITUTIONAL EFFECTIVENESS, THE ART INSTITUTES, ATLANTA

Dr. Bjornstad is an innovative program development director with years of success managing state authorization, accreditation, strategic planning, and institutionally effective processes for organizations in higher education and healthcare fields. ASA College currently benefits from his expertise in analyzing key data to make decisions on best practices for the rollout of high-quality assessment, accreditation, and compliance initiatives. Dr. Bjornstad is also talented at planning trainings that aid senior leaders and board members in higher education compliance and regulatory matters.

Dr. Bjornstad endorses ASA College's established institutional integrity and looks forward to supporting the College in all continuing accreditation processes.

HARRIS N. MILLER

CAMPAIGN FOR FREE COLLEGE TUITION, COFOUNDER AND BOARD VICE CHAIR

Harris N. Miller is retired and, in a volunteer capacity, provides strategic, fundraising, and marketing advice to non-profits in the arts, veterans affairs, higher education, and health care. These include the Campaign for Free College Tuition, freecollegenow.org, of which he is cofounder and current Board Vice Chair, the Virginia Opera, the Code of Support Foundation, and A Far Cry. Previously, he served as CEO/President of two large DC area-based business associations: the Information Technology Association of America (1995-2005), and its global counterpart, the World Information and Technology Association, and the Association of Private Sector Colleges and Universities (2007-2011). He also served six years as a public Board Member of ITT Educational Services, formerly one of the largest for-profit higher education systems in the US. He currently is the Audit Committee Chair of UC Assets, an investment company based in Atlanta, Georgia. Furthermore, Mr. Miller is active in Democratic politics; he held senior staff positions in the U.S. House of Representatives, the U.S. Senate, and in President Jimmy Carter's Administration. He also served in the transition from President Carter to President Ronald Reagan, having been asked by the incoming President's senior staff to assist in seeing certain legislation of import to them was enacted. He has a BA summa cum laude in political science and philosophy from the University of Pittsburgh—which recognized him as their top alumnus in 2004 – an MPhil in political science from Yale. Mr. Miller was born (1951) and raised in Western Pennsylvania, earning his college tuition through various jobs such as working summers in a steel mill.

Mr. Miller believes that his vast experience and accomplishments in both the public and private sector can be of value to ASA College's Board of Trustees as they continue to envision and expand on the College's future as a leader in career education for underserved communities.

NADEEM HUSSAIN M.D.

ATTENDING PSYCHIATRIST, DEPT. OF PSYCHIATRY, MONTEFIORE MOUNT VERNON HOSPITAL

Dr. Hussain brings a wealth of academic medical experience to the Board of Trustees. He leads a uniquely distinguished international medical career that includes deep knowledge of multiple specializations. From 1993 to 2002, Dr. Hussain practiced medicine at several institutions in Karachi, Pakistan, notably as a Resident in the Department of Cardiac Surgery, Cardiac Care Centre Hussaini Hospital. In the United States, Dr. Hussain has established a career in Psychiatry and Neurology, having earned his Board Certification in 2015 while completing a Fellowship in Child & Adolescent Psychiatry at Westchester Medical Center, Valhalla, NY, 2015. As a former Attending Psychiatrist Per Diem in the Department of Psychiatry, Jacobi Medical Center Bronx, NY, a current Attending Psychiatrist Per Diem in the Department of Psychiatry, Maimonides Medical Center, Brooklyn, NY, and a former volunteer observer in the departments of surgery at both New York Hospital, Medical Center of Queens, and the Long Island Jewish Medical Center, Dr. Hussain has strong working knowledge of medical institutions throughout the New York City area, which greatly benefits ASA College's professors and students of medicine.

From January 2003 to June 2010, Dr. Hussain served as a Professor and Academic Coordinator at ASA College. During this time, he leveraged his experience in building an international medical career to assist the many ASA College students who face similar challenges as immigrants and members of underserved communities. It is his personal experience, as well as his belief in the power of medical education, that has inspired Dr. Hussain to give back to ASA College as a member of its Board of Trustees.

KEISHA S. ALLSOP

SPECIAL EDUCATION TEACHER, NYC DOE, PROGRESS HIGHSCHOOL, BROOKLYN

Ms. Allsop was ASA's Salutatorian (class of '06) and Alumna of the year (2016). Graduating with a 4.0 GPA and an AOS Medical Assisting degree, she continued to raise the bar for herself. She now holds a Bachelor of Science, Community Health & Human Services, a Master of Public Administration, a Master of Education, and is completing her Doctor of Public Health - Leadership Advocacy (ABD). In 2012, she founded the United Communities Autism Network (UCAN). She also serves as a Board Member on both the Queens County Parent Autism Coalition, and the Citizen's Committee for Children, New York. Previously, she served as the Director of Residential Services at United Cerebral Palsy of New York City and has used her expertise as a consultant for a variety of organizations in the greater Brooklyn, NY community.

It is a great honor to have Ms. Allsop on ASA College's Board of Trustees. Her career trajectory demonstrates all that an ASA College graduate can possibly accomplish. Moreover, it brings her great satisfaction to be able to use her personal experience and community relationships to help the College develop ever more effective ways of elevating its students and graduates.

EX-OFFICIO MEMBER: JOSE VALENCIA

INTERIM PRESIDENT, ASA COLLEGE

ROLES AND RESPONSIBILITIES OF BOARD MEMBERS

The Middle States Commission on Higher Education expects Board of Trustees members to fulfill the following roles and responsibilities:

- Assuming responsibility for the quality and integrity of the institution;
- Assuming responsibility for ensuring that the institution's mission is being carried out;
- Fulfilling the board's fiduciary responsibilities;
- Certifying to the Commission that the institution is in compliance with the Requirements of Affiliation, accreditation standards, and policies of the Commission;
- Describing itself in identical terms to all its accrediting and regulatory agencies;
- Communicating any changes in its accredited status;
- Agreeing to disclose any information required by the Commission to carry out its accrediting responsibilities;
- Assisting in generating resources needed to sustain and improve the institution;
- Periodically, objectively assessing the governing body in meeting its stated objectives;
- Appointing a chief executive officer (hereafter referred to as the president) with primary responsibility to the institution and delegating appropriate responsibilities to that individual; and
- Periodically assessing the effectiveness of institutional leadership and governance.

Other fundamental responsibilities of a governing board normally include the following:

- Making and delegating decisions that are in the best interests of the institution and its constituents;
- Ensuring institutional and governing board adherence to the highest standards of integrity;
- Protecting constituent and public interests in the institution;
- Advocating for and, when necessary, defending the institution;
- Ensuring that the institution's core purposes and values are fulfilled through development and oversight of institutional policies and operations;
- Appointing and supporting the president or chief executive officer and monitoring his or her performance;
- Enhancing the institution's ability to fulfill its core values and purposes; and
- Participating actively and appropriately in accreditation and reaccreditation processes, as described in the Commission's accreditation handbooks.

BYLAWS OF THE BOARD OF TRUSTEES

ASA College Board of Trustees Bylaws Adopted on October 10, 2007 Amended June 10, 2020

ARTICLE I

Power of Trustees

The Board of Trustees shall have and shall exercise the corporate powers prescribe by law. Its primary function shall be policy making and providing responsibility for sound management of the Corporation (referred to as “the College”). The Board of Trustees shall further determine the general, educational, and financial policies of the College, and shall have the power to carry out any other functions, which are permitted by these bylaws or by the articles of incorporation, except as limited by law. These powers shall include but shall not be limited to the following:

1. Determine and periodically review the purpose and mission of the College.
2. Appoint the President, who shall be the Chief Executive Officer of the College. The degree granting powers rest on the Board, not on the President. The Board may also remove the President for just cause.
3. Organize and review the institutional governance structure of the College.
4. Authorize the initiation/submission /major changes to degree programs.
5. Review of audited financial statements annually.
6. Develop and promote positive relationships with the public.
7. Assure continuous assessment and long-range planning.
8. Promote continuous assessment and long-range planning.

ARTICLE II

Membership

Section 1: Trustees

The Board of Trustees shall consist of not fewer than seven and not more than thirteen members. The President of the College shall serve as a Trustee, ex officio, and shall have all rights of elected Trustees except the right to vote.

Section 2: Elections

New members of the Board of Trustees shall be elected by a majority of the Trustees then in office at any meeting of the Board.

Section 3: Terms

Trustees shall serve for five year terms and may succeed themselves in office. An incumbent shall continue to serve until a replacement is elected to fill the position.

Section 4: Resignation and Removal

A Trustee may resign at any time by giving written notice to the Chair or by verbal notice to a quorum of the Board. Any member of the Board of Trustees may be removed from office, for cause, at any meeting of the Board by an affirmative vote of two-thirds of the Trustees then in office.

ARTICLE III

Officers of the Board

The Board shall elect from among the Trustees a Chair, a Vice Chair, and a Secretary. A chair for each Standing Committee shall be appointed for three years by the Board Chair. Standing Committee Chairs may be re-appointed.

Section 1: The Chair

The Chair is the presiding officer of the Board and of the Executive Committee and shall be a member of all Board Committees.

Section 2: The Vice Chair

In the absence of the Chair, the Vice Chair Shall assume the duties of the Chair.

Section 3: The Secretary

The Secretary shall give notice of all meetings of the Board and of the Executive Committee and shall keep a record of all actions of the Board and the Executive Committee.

ARTICLE IV

Meetings

Section 1: Regular and Special Meetings

The Board shall have a minimum of nine regular meetings in each academic year one of which will be a BOT meeting and graduation in Florida. Trustees must participate in at least 75% of all scheduled meetings. The Chair or a majority of the Executive Committee upon proper notification may call a special meeting.

Notice of the time and place of each regular and special meeting of the Board shall be sent by the Secretary to each Trustees' usual address, not fewer than five business days before such meeting. In case of special meetings, the notice shall state the purpose(s) of the meeting, and no business shall be transacted as such meeting the does not relate the purpose stated.

Section 2: Quorum and Action by the Board

The presence of a majority of the Board shall constitute a quorum for the transaction of business. Participation by one or more Trustees by means of a conference call telephone call or similar communication equipment allowing all person participating in the meeting to hear each other at the same time shall constitute presence at such meeting.

Each Trustee shall have one vote. The vote of a majority of the Trustees present at the time of the vote, if a quorum is present, shall be the act of the Board.

ARTICLE V

Committees

There shall be an Executive Committee of the Board and Five Standing Committees. The Board may from time to time establish other committees, delegate authority, an elect officers to such committees.

The Chair shall appoint members of the Standing Committees, after consultation with the Board. The Chair of the Board and the President of the College shall be ex officio member of all Standing Committees.

Each committee shall determine its own procedures, which shall be consistent with these bylaws. The Committee Chair shall arrange that minutes be taken and shall report to the Board matters concerning Committee proceedings.

The presence of a majority of the members of any Committee shall constitute a quorum for the transaction of business. Each Committee member shall have one vote. The vote of the majority of Committee members present at the time of the vote, if a quorum is present, shall represent the decision of the Committee.

Section 1: Executive Committee

The Executive Committee shall consist of the Chair of the Board, who shall preside; the Vice Chair; the Secretary, the President; and such additional Trustees as the Board may elect.

Between meetings of the Board, the Executive Committee shall exercise all responsibilities of the Board except the following:

- A. To remove from office a Trustee or officer of the Board
- B. To grant degrees
- C. To adopt, amend, modify, suspend or revoke these bylaws

Section 2: Standing Committees

The four Standing Committees of the Board shall be the Finance Committee, Strategic Planning Committee, the Nominating Committee and the Academic Affairs and Student Services Committee. Each Standing Committee shall consist of a Chair who shall preside and such additional Trustee as the Board may elect.

Finance Committee

This Committee is responsible for review of financial reports of the College. It is answerable to the Board for making recommendation on budgeting, tuition and fees, investments, and all other matters relevant to the financial health and growth of the institution.

Strategic Planning Committee

This Committee is charged with identifying both potential problems and future growth areas for the institution. It works to assure the integration of planning with resource allocation and development.

Nominating Committee

This Committee shall, as needed, recommend to the Board the names of individuals to be considered for membership. Relevant background information shall be provided to members at a regular Board meeting.

Academic Affairs and Student Services Committee

This Committee shall, in cooperation with the President, the Provost and the faculty, be responsible for all of the academic offerings provided by the College, including evaluating current programs and recommending new ones. In addition, this Committee strives to afford a supportive range of educational services including admissions, financial aid, advisement, and job placement. Is also promotes co-curricular and extra-curricular activities.

ARTICLE VI

Indemnification

Each Trustee of the College shall be indemnified against all expenses actually and necessarily incurred by such Trustee in connection with the defense of any action, suit, or proceeding to which he or she has been made a party by reason of being having been a Trustee except in relation to matters as to which such Trustee shall have been adjudicated in such action, suit, or proceeding to be liable for gross negligence of willful misconduct in the performance of his or her duty.

ARTICLE VII

Conflict of Interest

A Trustee shall be considered to have a conflict of interest if any of the following apply:

- A. such a Trustee has existing or potential financial or other interests which impair or might reasonably appear to impair such member's independent, unbiased judgement in the discharge of his or her responsibilities to the College, or
- B. such Trustee is aware that a member of his or her family (which for purposes of this paragraph shall be a spouse, parent, sibling, child, and other relative if the latter resides in the same household as the Trustee), or any organization in which such Trustee (or member or his or her family) is an officer, director, employee, member, partner, trustee, or controlling stockholder and has such exiting or potential financial or other interests.

All Trustees shall disclose to the Board any possible conflict of interest at the earliest practicable time. No Trustee shall vote on any matter under consideration at a Board of Committee meeting in which such Trustee has a conflict of interest.

The minutes of such meeting shall reflect that a disclosure was made and that the Trustee having a conflict of interest abstained from voting.

Any Trustee who is uncertain whether a conflict of interest may exist in any matter may request the Board or Committee to resolve the questions by majority vote.

ARTICLE VIII

Non-Disclosure Agreement

All individuals elected to serve on the Board of Trustees must have executed the May 2020 Non-Disclosure Agreement for membership and in order to participate in any and all Board activities.

ARTICLE IX

Discrimination Prohibited

In administering its affairs, the College and the Board of Trustees shall not discriminate on the basis of age, disability, gender reassignment, marriage and civil partnership, pregnancy and maternity, race, religion or belief, sex and sexual orientation.

ARTICLE X

Amendments

These bylaws may be altered or amended by a vote of a majority of the members of the Board of Trustees at any regular or special meeting duly convened after notice of that purpose.

MEETINGS

Board meetings share a routine agenda that includes the President's report, a report on academic affairs, a financial update, and a forum for new business. Management policies, educational programs, and financial matters are brought to the Board of Trustees' attention mainly through the President's report. Institutional policies developed by the Executive Committee and other pertinent matters are reported by the President or Provost. Such matters typically include updates on enrollment, marketing initiatives, human resource changes, placement statistics, and legislative issues. Updates on educational programs, new academic initiatives, faculty development, and accreditation issues are presented by the Provost.

The Board of Trustees meets regularly and for a set number of times during the year (minimum of six). Board members are expected to attend not less than 50% of the meetings throughout the year. The schedule of meetings is agreed upon by the Trustees at the beginning of the year and is recorded in the minutes. Meetings typically are scheduled on Tuesdays or Thursdays, start at 6:30 p.m. and last for two and a half to three hours. An agenda is prepared by the Chairman, in consultation with other Trustees and the President, and is circulated among the Trustees before every meeting. A quorum, that is a majority of the Trustees, is required to have a meeting.

Meetings are generally in person but teleconference call meetings are also possible. With the current technology, meetings can also be done through Skype or other online connectivity tools. Meeting minutes are recorded and such minutes are reviewed and approved by the Trustees at the next meeting.

CAMPUS TOURS

BOT meetings are held at each campus location at least once per year and includes a tour of each facility. Trustees are also encouraged to visit all of ASA College's campuses for the purpose of meeting key people and touring the facilities. During such tours, arrangements can be made for the Trustee to visit the classrooms and meet with selected students and faculty. It is also important that such a visit gives the Trustee an opportunity to meet with the Executive Committee members and other college officers.

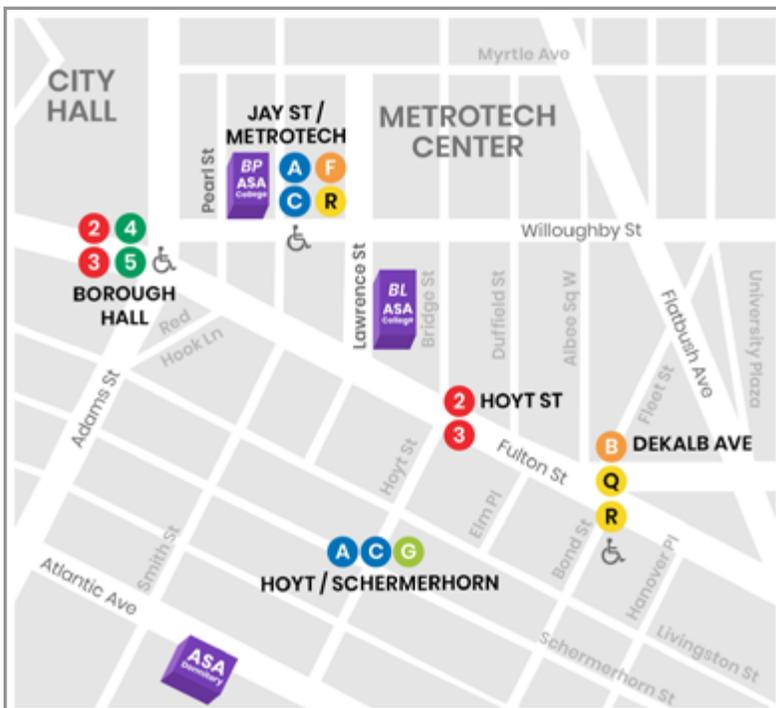
CAMPUS MAPS – NEW YORK



ASA College’s Manhattan Campus is conveniently located in the heart of midtown, at the intersection of 34th Street and Broadway, across from Macy’s and one block from the Empire State Building. It is easily accessible by public transportation with quick connections to Penn Station and Grand Central Terminal.

TRAINS:	
34th Street & 8th Avenue:	A, C, E, LIRR
34th Street & 7th Avenue:	1, 2, 3, LIRR
34th Street & 6th Avenue:	B, D, F, M, Q, N, R, W
Lexington Avenue:	6
Amtrak, New Jersey Transit	

Address: 1293 Broadway, One Herald Center | **Phone:** (212)672-6450



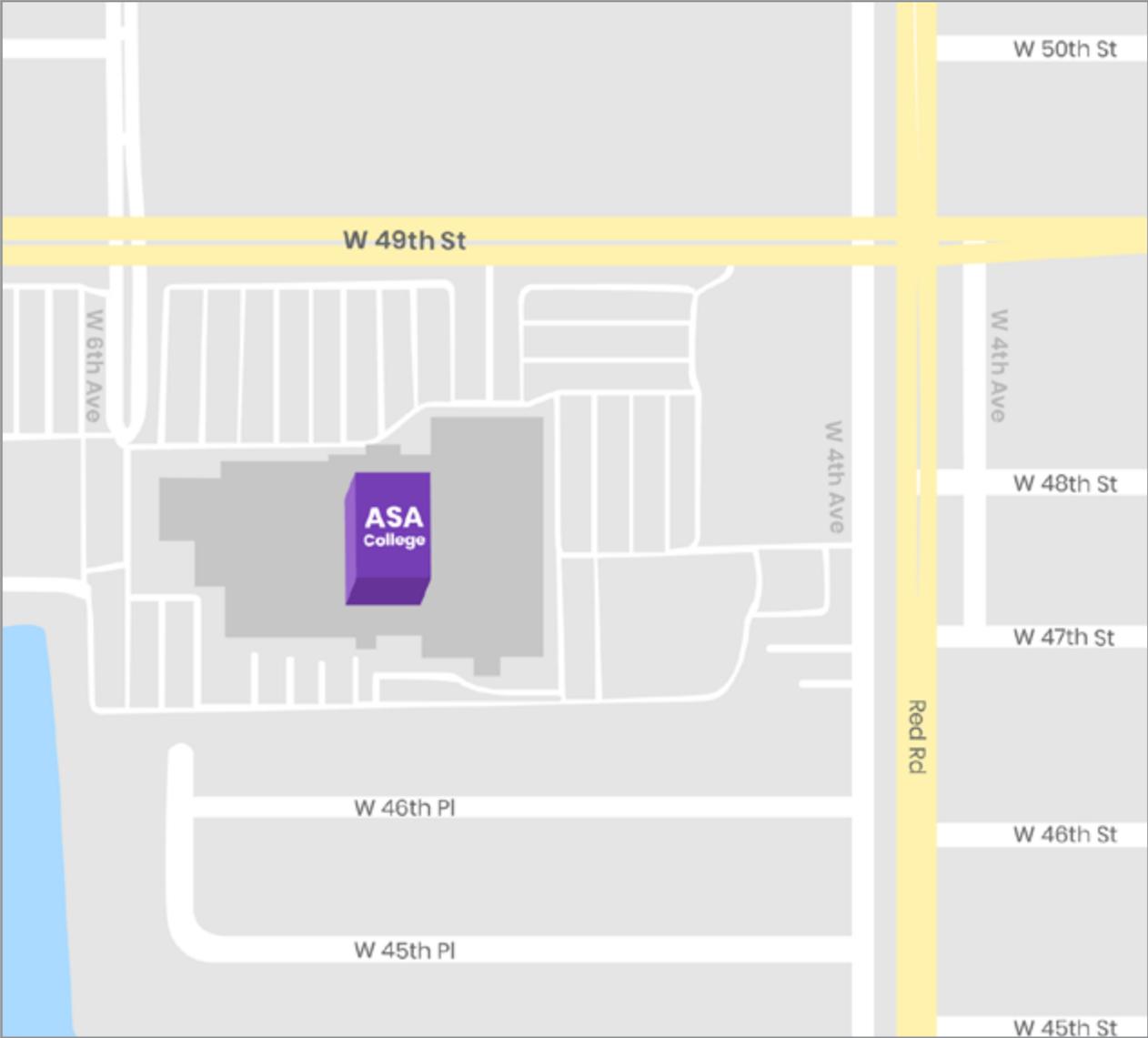
ASA’s Brooklyn Campus is conveniently located in the MetroTech downtown business area, not far from Borough Hall and adjacent to Fulton Mall. It is well served by subway and bus and only a few minutes from Manhattan.

TRAINS:	
Lawrence St./ Metrotech Station:	R, M
Borough Hall:	4, 5, 2, 3
Jay Street/ Metrotech Station:	A, C, F
Hoyt Street:	2, 3
Dekalb Avenue:	B, M, Q, R
BUSES:	
Fulton Mall & Bridge Street:	B25, B26, B38, B52, B61, B67, B75

Address: 383 Pearl St. Brooklyn, NY 11201 | **Phone:** (718)522-9073

Address: 151 Lawrence St. Brooklyn, NY 11201 | **Phone:** (718)522-9073

CAMPUS MAP - FLORIDA



Address: 530 West 49th Street, Hialeah, FL 33012 | **Phone:** (786) 279-2643



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HIALEAH

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