

AMENDED AND RESTATED
BYLAWS
OF
ASSOCIATION OF AMERICAN INTERNATIONAL
COLLEGES AND UNIVERSITIES, INC.
A Massachusetts Nonprofit Corporation
(the “Corporation”)

ARTICLE I

INTRODUCTORY

Section 1.1 Name. The name of the Corporation is Association of American International Colleges and Universities, Inc. (sometimes referred to as “AAICU”).

Section 1.2 Statement of Purposes. As provided in its Articles of Organization, the Corporation is organized exclusively for the charitable, educational, and scientific purposes as defined and limited by Section 4 of Chapter 180 of the Massachusetts General Laws and Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the “Code”), and in furtherance and not in limitation thereof, to promote education by supporting and furthering the charitable, educational and scientific purposes of independent, not-for-profit, higher education institutions located outside the United States and based on the American liberal arts model.

Section 1.3 Offices. The Corporation shall have a registered office in the Commonwealth of Massachusetts. The Board of Directors may at any time and from time to time change the location of the registered office of the Corporation in the Commonwealth. The Corporation may also have a principal office and any other office(s) at such other location(s) as the Board of Directors may from time to time designate.

Section 1.4 Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each year, or on such other date as may be fixed from time to time by resolution of the Board of Directors.

Section 1.5 Governing Law. This Corporation is governed by Chapter 180 and other applicable provisions of the Massachusetts General Laws, as amended from time to time.