

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

ARTICLE II

Members

Section 2.1 Classes and Admission. The Corporation shall have two (2) classes of membership: Regular Members and Associate Members (each individually a “Member” and collectively, the “Members”). Regular Members, but not Associate Members, shall have voting rights and shall have the right to representation on the Board of Directors. Members must meet the applicable criteria for Regular or Associate Members as follows:

- (a) **Regular Members.** Each Regular Member must be an institution outside the United States offering a U.S.-type post-secondary academic program with instruction in English, with a cross-cultural and international focus, and must:
- (i) be chartered or incorporated as an independent, non-profit entity either in the United States or in the country in which the program is offered;
 - (ii) be accredited as an independent institution by one of the regional associations in the United States or have been a standing Member of AAICU at its original founding in 1971 as an unincorporated association;
 - (iii) be governed by a duly constituted board of directors, trustees or governors, in which ultimate and complete authority for the operation of the program is legally vested; and
 - (iv) possess instructional facilities, resources, faculty and administration appropriate to the goals and purposes of the program.

Regular Membership may be granted by the affirmative vote the Board of Directors upon prior submission of the requisite application for admission. Continued membership is dependent on the payment of membership fees and dues and continued compliance with the policies and procedures of the Corporation.

- (b) **Associate Members.** Each Associate Member must either be a nonprofit organization committed to the promotion and wider diffusion of American-style education outside the United States, or must:

- (i) be able to document clear non-profit status, as well as recognition and acceptance in the country where it is physically located;
- (ii) have significant educational facilities where it is located; and
- (iii) be committed to an American-style education and curriculum and demonstrate intention to achieve accreditation in the near term by one of the regional accrediting associations in the United States or have accreditation from one of the United States regional associations as a branch of an accredited institution of higher education based in the United States.

Associate Membership may be granted by the affirmative vote the Board of Directors upon prior submission of the requisite application for admission. Continued membership is dependent on the payment of membership fees and dues and continued compliance with the policies and procedures of the Corporation.

Section 2.2 Membership Fees and Dues. The Members shall deliver to the Corporation an initial membership fee in such amount as shall be established by the Board of Directors from time to time. The initial membership fee shall be so recorded on the books of the Corporation, and no instrument or certificate of membership shall be issued therefor. The Board may establish differing fees for each class of Members. Dues may be established by the Board of Directors from time to time in such amounts and due at such times as the Board may determine. The Board may establish differing dues for each class of Members. Failure to pay dues for three (3) years may result in any Member's membership being involuntarily terminated by the vote of the Regular Members as described in Section 2.10.

Section 2.3 Voting. Except as otherwise provided in these Bylaws, each Regular Member of the Corporation is entitled to one vote on each matter before the Members. The vote of each Regular Member shall be cast by its president or by his or her designated alternate. Only a person designated as an alternate in writing signed by the president of the Regular Member and delivered to the President or Clerk of the Corporation shall be entitled to vote on behalf of the Regular Member in lieu of the president. Associate Members are not entitled to vote. Absentee or proxy voting is not permitted. A simple majority of the Regular Members may determine that a vote on any given issue be executed by secret ballot. In the event that a Regular Member fails to pay dues for two (2) consecutive years, until such dues are brought current, such Regular Member shall be disqualified from casting a vote at any meeting of the Members and its representative on the Board of Directors shall be disqualified from voting on any matter brought before the Board and from serving on the Executive Committee.

Section 2.4 Meetings of the Members. Meetings of Members may be held at such place within or without the Commonwealth of Massachusetts, as the person calling the meeting shall so indicate in the meeting notice. The annual meeting of the Members shall be held each spring or other time of year, on such date and at such place and time of day, as the Board may determine from time to time by resolution. Special meetings of the Members may be called by the President, by the Board, or upon application of ten percent (10%) of the Regular Members.

There shall be a presiding officer at every meeting of the Members. If present, the President shall be the presiding officer. If the President is not present, the Vice President shall be the presiding officer. If neither the President nor the Vice President is present, the Treasurer shall be the presiding officer. If no officers are present, the Members present shall elect a presiding officer for the meeting currently being held. The presiding officer shall determine the order of business and shall have the authority to establish rules for the conduct of the meeting, provided such rules are fair to the Members. The presiding officer shall announce at the meeting when the polls close for each matter voted upon. If no announcement is made, the polls shall be deemed to have closed upon the final adjournment of the meeting. After the polls close, no ballots or votes, nor any revocations or changes thereto, may be accepted.

Section 2.5 Notice. Written notice of the date, time and place of each meeting of the Members shall be given to all Members of record entitled to vote at the meeting at least thirty (30) days prior to the date of the meeting. In the case of a special meeting, the notice shall also specify the general nature of the business to be transacted. Such notice shall be given to the each Member personally, or by sending a copy thereof

- (a) By first class or express mail (postage prepaid), or by courier service (charges prepaid), to the Member's address supplied by the Member for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Member entitled thereto when deposited in the mail or with a courier service for delivery to that Member.
- (b) By facsimile transmission, e-mail, or other electronic communication to the Member's facsimile number or e-mail address supplied by the Member to the Corporation for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when sent.

Section 2.6 Waiver of Notice. Whenever any written notice is required to be given, a waiver thereof in writing signed by the Members entitled to notice, whether before or after the time of the meeting stated therein, shall be deemed equivalent to the giving of notice. Attendance of a Member at a meeting shall constitute a waiver of notice of the meeting unless the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting was not lawfully called or convened.

Section 2.7 Quorum and Action of Members. The presence in person of Members entitled to cast a majority of the votes which all Members are entitled to cast shall constitute a quorum. One or more Members may participate in any meeting of the Members by means of conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person. The Members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum. The act of a majority of the Members present and entitled to vote at a duly organized meeting of the Members at which a quorum is present shall be an act of the Members.

Section 2.8 Consents. Any action that may be taken at a meeting of the Members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the Members in office and entitled to vote and shall be filed with the Clerk of the Corporation.

Section 2.9 Meeting Attendance. Regular Members shall attend all meetings of the Corporation and shall participate in its activities and programs in conformity with the Articles of Organization, these Bylaws, and the policies of the Corporation. Presidents are expected to represent Members at all meetings. If it is not possible for the president of a Member to attend a meeting, a designated representative may take his or her place. If a Member is unrepresented at three successive annual meetings of the Corporation, such Member's membership may be terminated for cause as described in Section 2.10.

Section 2.10 Termination. Any Member may voluntarily terminate its membership in the Corporation for the following fiscal year if it notifies the Clerk of the termination before the annual meeting. Any Member's membership may be involuntarily terminated by the vote of a majority of the Regular Members present at a meeting at which a quorum exists: (a) for failure to pay required dues for three years; (b) for failure to meet the attendance requirement described in Section 2.9; and (c) for other cause. For purposes of this Section 2.10, "other cause" shall mean that the Member's continuation as a Regular or Associate Member is deemed by the Regular Members to be prejudicial to the purposes and objectives of the Corporation. In the case of a proposed termination of membership, the affected Member shall be given at least thirty (30) days' advance written notice of the meeting at which such matter is to be considered, which notice shall specify the cause for the proposed termination of membership. Except as otherwise provided herein, the affected Member shall be permitted to make a written response to the charges and to attend the meeting and make an oral response. The decision of the Regular Members shall be final. The foregoing procedure for hearing before the Regular Members shall not be required for a proposed termination for failure to pay dues or failure to meet the attendance requirement.

Section 2.11 Transfer of Membership. Membership in the Corporation is nontransferable and nonassignable.

Section 2.12 Liability of Members. No Member shall be liable, solely by reason of being a Member, under an order of court or in any other manner for a debt, obligation, or liability of the Corporation of any kind or for the acts of any Member or representative of the Corporation. A Member shall be liable to the Corporation only to the extent of any unpaid portion of the capital contributions, membership dues or assessments which the Corporation may have lawfully imposed on the Member, or for any other indebtedness owed by the Member to the Corporation.