

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

ARTICLE III

BOARD OF DIRECTORS

Section 3.1 Authority. Subject to the rights of the Members and any limitations set forth elsewhere in these Bylaws or the Articles of Incorporation of the Corporation, the affairs of the Corporation shall be under the general direction of a Board of Directors (also referred to herein as the “Board”), which shall administer, manage, preserve and protect the property of the Corporation.

Section 3.2 Composition of the Board. The Board shall consist of such number of Directors as the Corporation shall have Regular Members, but in no case fewer than three (3). The president of each Regular Member shall serve as an ex-officio Director of the Corporation.

Section 3.3 Removal of Directors.

(a) **By the Regular Members.** Except as otherwise provided in these Bylaws, a Director shall conclusively be deemed to resign if (i) he/she is no longer serving as the president of the Regular Member that he/she represents; or (ii) the membership of such Regular Member terminates for any reason.

(b) **By the Board.** The Board of Directors, by a majority vote of all of the Directors in office, may remove a Director for cause. “Other cause” shall mean any action or inaction which, in the sole discretion of the Board, materially and adversely affects or may affect the Corporation.

Section 3.4 Meetings. The Board shall meet at least two (2) times per year at dates and times established by the Board. The meeting immediately following the annual meeting of the Members or such other time as the Board may designate from time to time by resolution shall be the annual meeting of the Board. Special meetings shall be called by the President or at the written request of a number of Directors constituting a quorum of the Directors then in office and entitled to vote. All meetings of the Board of Directors shall be held at the registered office of the Corporation unless otherwise designated in the notice.

Section 3.5 Quorum; Acts of the Board. At all meetings of the Board of Directors, the presence of a majority of the Directors in office and entitled to vote shall constitute a quorum. In addition to those Directors who are actually present at a meeting, Directors shall be deemed present at such meeting if a telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other at the same time is used. The act of a majority of the Directors entitled to vote at a meeting at which a quorum is present shall be the act of the Board. A majority of the Directors present and entitled to vote, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any such adjourned meeting shall be given to the Directors who are not present at the time of adjournment.

Section 3.6 Voting. Each Director shall be entitled to one vote on each matter submitted to a vote of the Board of Directors.

Section 3.7 Notices. Written notice of the date, time and place of each meeting of the Board of Directors shall be given to all Directors at least five (5) days in advance of the date thereof. Such notice shall set forth the date, time and place of the meeting. Notice may be given to the Director personally or by sending a copy thereof by any of the following methods:

- (a) By first class or express mail (postage prepaid), or by courier service (charges prepaid), to the Director's address supplied by the Director for the purpose of notice. Notice pursuant to this paragraph shall be deemed to have been given to the Director entitled thereto when deposited in the mail or with a courier service for delivery to that Director.
- (b) By facsimile transmission, e-mail, or other electronic communication to the Director's facsimile number or e-mail address supplied by the Director 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 3.8 Waiver of Notice. Whenever any written notice whatsoever is required to be given under the provisions of applicable law, the Articles of Organization of this Corporation, or these Bylaws, a waiver of such notice in writing signed by the person or persons entitled to notice, whether before or after the time of the meeting stated in such notice, shall be deemed equivalent to the giving of such notice. In the case of a special meeting, such waiver of notice shall specify the general nature of the business to be transacted. Attendance of a Director at a meeting shall constitute a waiver of notice of the meeting unless the Director 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 3.9 Consents. Any action that may be taken at a meeting of the Directors 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 Directors in office and entitled to vote and shall be filed with the Clerk of the Corporation.

Section 3.10 Compensation. No compensation shall be paid to any Director for services as a Director but, at the discretion of the Board, a Director may be reimbursed for travel and actual expenses necessarily incurred in attending meetings and performing other duties on behalf of the Corporation. A Director may be a salaried officer of the Corporation.