

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

ARTICLE IV

Officers

Section 4.1 Enumeration. The officers of the Corporation shall consist of a President, a Vice President, a Clerk, a Treasurer, and such other officers and assistant officers as the Board of Directors may, from time to time, designate. The President and Vice President must be Directors, but other officers and assistant officers are not required to be Directors. A person may hold more than one office in the Corporation, except that the same person may not serve as the President or Vice President and as Treasurer.

Section 4.2 Term of Office. With the exception of (a) the initial officers, whose terms shall be specified in the resolution appointing them, and (b) assistant officers, who shall serve at the pleasure of the Board of Directors or Executive Committee, each officer shall serve for a term of two (2) years and until the officer’s successor is duly elected and takes office, or until the officer’s earlier death, resignation, or removal.

Section 4.3 Election. All officers of the Corporation shall be elected by the Board of Directors at its annual meeting or at any meeting called for such purpose; provided that assistant officers may be elected by the Board or Executive Committee at any meeting.

Section 4.4 Vacancies. Any vacancy in any office shall be filled by the Board of Directors, or, in the case of an assistant officer, by the Board of Directors or Executive Committee. Each officer appointed to fill a vacancy shall serve for the unexpired portion of the term of the officer being replaced, and until the officer’s successor is elected and qualified or until such officer’s earlier death, resignation, or removal.

Section 4.5 Resignation and Removal of Officers. Any officer or assistant officers may resign at any time by giving written notice to the President, the Clerk, or the Board of Directors. Such resignation shall take effect at the time specified therein or, if no time is specified, at the time of acceptance of the resignation as determined by the Board. Any officer or assistant officer of the Corporation may be removed from office at any time by the Board with or without assigning any cause.

Section 4.6 President. The President shall be the chief executive officer of the Corporation and, as such, shall preside at all meetings of the Board and Members and shall be responsible for and have supervision over the management and operation of the Corporation.

Section 4.7 Vice President. The Vice President shall have the duties that the Board of Directors or the President may delegate to him/her from time to time. In the absence of the President or in the event of his or her inability to act, the duties and powers of the office of President shall be performed and exercised by a Vice President.

Section 4.8 Clerk. The Clerk shall make or cause to be made minutes of all meetings of the Board of Directors and Members. The Clerk shall be responsible for the timely mailing or delivery of all notices of meetings of the Board of Directors and Members, shall affix the corporate seal at the direction of the President and, generally, will perform all duties incident to the office of secretary of a corporation and such other duties as may be required by law, by the Articles of Incorporation or by these Bylaws, or which may be assigned from time to time by the Board of Directors.

Section 4.9 Treasurer. The Treasurer shall supervise the financial activities of the Corporation. Specifically, the Treasurer shall see that (a) full and accurate accounts of receipts and disbursements are kept, (b) a system is in place such that all monies and other valuable effects are deposited in the name and to the credit of the Corporation in such depositories as shall be designated by the Board, (c) the Directors at the regular meetings of the Board or whenever they may require it, receive an account of the financial condition of the Corporation, and (d) an annual audit of the Corporation's books and records is performed by an auditor selected by the Board. The Treasurer shall also perform such other duties as may be prescribed by the Board. In performing these functions, the Treasurer may rely on employees of the Corporation or any affiliated corporation who possess special financial training and skills and whose employment responsibilities include management of the Corporation's financial affairs. In the absence or disability of the Treasurer, the Assistant Treasurer, if any, shall perform all the duties of the Treasurer and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Treasurer.

Section 4.10 Other Officers. Each other officer shall have such responsibilities and perform such duties as may be prescribed by the Board or the Executive Committee from time to time. Each assistant officer shall carry out the responsibilities and duties of the officer which the assistant officer assists in the event such officer is unable to perform such responsibilities or duties or otherwise requests assistance, except that no assistant officer shall become a Director solely by virtue of being an assistant officer.