

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

ARTICLE V

Committees

Section 5.1 Committees. The Corporation shall have a standing Executive Committee. The Corporation shall also have such standing and ad hoc committees as the Board may deem advisable in the administration and conduct of the affairs of the Corporation. Each committee shall have such power and authority as provided for in these Bylaws or in the resolution creating such committee, except as such authority is limited by statute, by resolution creating or controlling the committee, or by any limitation imposed by the Board on such authority and power.

Except as otherwise provided in these Bylaws or in the resolution creating the applicable committee, committee chairpersons and members shall be appointed annually by the President and may be reappointed to a committee for an unlimited number of terms. With the exception of the Executive Committee, persons who are not Directors are eligible to serve as committee members; provided, however, that any committee not comprised entirely of voting Directors shall act in an advisory capacity only and shall not be authorized to act for the Board. Any person authorized by these Bylaws to appoint the chairperson and/or members of any committee may appoint himself or herself as chairperson and/or member. Each committee of the Board shall meet as necessary to accomplish its goals. The chairperson of each committee shall determine the date and place of all committee meetings. Each committee may adopt its own rules of procedure not inconsistent with these bylaws.

Section 5.2 Limitation on Power of Committees. No such committee shall have any power or authority as to the following:

- (a) the submission to the Members of any action requiring approval of the Members;
- (b) the filling of vacancies in the Board of Directors;
- (c) the determination of membership dues and fees;

- (d) the incurrence of indebtedness of the Corporation in excess of its disposable assets;
- (e) the adoption, amendment or repeal of the Bylaws;
- (f) the amendment or repeal of any resolution of the Board; or
- (g) action on matters committed by the Bylaws or a resolution of the Board to another Committee of the Board.

Section 5.3 Executive Committee. The Executive Committee shall consist of the President, Vice President, Clerk, and Treasurer of the Corporation; provided that if the Clerk or Treasurer is not a voting Director of the Corporation, the Board shall appoint another voting Director to fill such position(s) on the Executive Committee. The President shall serve as the chairperson of the Executive Committee. The Executive Committee may act for the Board between meetings. The Executive Committee shall meet at such times as the President may call, or on petition of two (2) Executive Committee members. At least three days' oral or written notice shall be given for such meetings. A quorum for conducting business at a meeting of the Executive Committee shall be no fewer than two (2) voting members. The President shall present a full report of all Executive Committee decisions to the Board at the next regularly scheduled meeting of the Board.