

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

ARTICLE IX

Amendments

Section 9.1 Authority. Any alteration, amendment, and/or repeal of these Bylaws shall be approved by (a) the Board of Directors; and (b) the affirmative vote of at least two-thirds of the Regular Members present at a meeting at which a quorum exists.

Section 9.2 Notice. The Members of the Corporation shall be given at least thirty (30) days’ prior written notice of any meeting of the Members at which proposed changes to the Bylaws of the Corporation are to be considered or acted upon. Such written notice shall include a copy of the proposed amendment or a summary of the changes to be effected thereby. Following approval of amendments to the Bylaws, but no later than the notice of the next meeting of the Members, the Corporation shall notify all Members of such amendments.