



**RESTATED BYLAWS
OF
AMERICAN INDIAN HIGHER EDUCATION CONSORTIUM**

ARTICLE I

Name

The name of AIHEC shall be American Indian Higher Education Consortium (hereinafter, AIHEC).

ARTICLE II

Offices

Section 2.01. Principal Office. The principal office of AIHEC shall be 121 Oronoco Street, Alexandria, Virginia 22314, or at such other place as designated by the Board of Directors.

ARTICLE III

Classes of Membership

Section 3.01. Membership. AIHEC shall have six classes of membership: Regular Member, Associate Member, International Member, Organization Member, Developing/Emerging Member, and Honorary Member.

Section 3.02. Regular Member. A Regular Member shall be a tribally-controlled institution of postsecondary or higher education that: (a) is a subdivision of a government of a Federally recognized American Indian tribe, Alaska Native Village, or Alaska Native Corporation or has been chartered, sanctioned, or formally established by a Federally recognized tribal government or an Alaska Native Village, or Alaska Native Corporation; (b) has a governing board that is comprised solely of American Indian or Alaska Native members, except in those cases where the charter of the tribal college authorizes a majority of such members; (c) primarily serves an American Indian or Alaska Native community or communities; (d) has a majority of full-time equivalent American Indian or Alaska Native students; (e) has demonstrated that it is fulfilling the goals and purposes for which it was established, sanctioned or chartered and is adhering to an educational plan of operation; and (f) is accredited or a candidate for accreditation by a regional institutional accrediting association recognized by the U.S. Secretary of Education; and (g) has made application as outlined in Section 3.08 of these Bylaws and

has received an affirmative vote of 75 percent of the directors in attendance at a meeting of the Board of Directors.

A postsecondary or higher education institution that has been granted membership status by action of AIHEC's Board of Directors on or before October 9, 1998 (i.e., Haskell Indian Nations University, Southwestern Indian Polytechnic Institute, Institute of American Indian Arts, and White Earth Tribal and Community College), and Fond du Lac Tribal and Community College (*by action of the Board on March 15, 2014*) will be recognized as a Regular Member and enjoy all of the privileges and rights associated with the status of a Regular Member.

Section 3.03. Associate Member. An Associate Member shall be a tribally controlled institution of postsecondary or higher education that: (a) is a subdivision of a government of a Federally recognized American Indian tribe, Alaska Native Village, or Alaska Native Corporation or has been chartered, sanctioned, or formally established by a Federally recognized tribal government or an Alaska Native Village, or Alaska Native Corporation; (b) has a governing board that is comprised solely of American Indian or Alaska Native members, except in those cases where the charter of the tribal college authorizes a majority of such members; (c) primarily serves an American Indian or Alaska Native community or communities; (d) has a majority of full-time equivalent American Indian or Alaska Native students; (e) has demonstrated that it is fulfilling the goals and purposes for which it was established, sanctioned or chartered and is adhering to an educational plan of operation; and (f) is not accredited or a candidate for accreditation by a regional institutional accrediting association recognized by the U.S. Secretary of Education; and (g) has made application as outlined in Section 3.08 of these Bylaws, and has received an affirmative vote of 75 percent of the directors in attendance at a meeting of the Board of Directors. Associate Members shall have no voting rights and may not hold office in AIHEC, but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 3.04. International Member. An International Member shall be an institution of higher education that: (a) is located outside of the United States; (b) serves primarily indigenous students from the region of the world in which such institution is located; (c) has a majority of indigenous people on its governing board and has an educational plan of operation to which it is adhering; (d) has a statement of

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mission and has demonstrated that it is meeting the goals and purposes for which it was established; and (e) has made application as outlined in Section 3.08 of these Bylaws and has received an affirmative vote of 75 percent of the directors in attendance at a meeting of the Board of Directors. International Members shall have no voting rights and may not hold office in AIHEC, but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 3.05. Organization Member. An Organization Member shall be an association or organization composed of institutions of postsecondary or higher education that: (a) serves primarily indigenous people, institutions, or organizations from any region of the world; (b) has a majority of indigenous people on its governing board; (c) is incorporated as a non-profit entity that serves the higher education needs of its membership; and (d) has made application as outlined in Section 3.08 of these Bylaws and has received an affirmative vote of 75 percent of the directors in attendance at a meeting of the Board of Directors. Organization Members shall have no voting rights and may not hold office in AIHEC, but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 3.06. Developing/Emerging Member. A Developing/Emerging Institution Member shall be a federally recognized American Indian tribe, Alaska Native Village, or Alaska Native Corporation that has expressed to AIHEC an immediate interest in exploring establishing a TCU that would ultimately meet all of the criteria of an Associate as outline in Section 3.03, and has made application as outlined in Section 3.08 of these Bylaws, and has received an affirmative vote of 75 percent of the directors in attendance at a meeting of the Board of Directors. Developing Members shall have no voting rights and may not hold office in AIHEC, but may have other rights and responsibilities as specified in these Bylaws and the AIHEC Membership Handbook.

Section 3.07. Honorary Member. In the event that a founding member of the American Indian Higher Education Consortium, i.e. D-Q University, Navajo Community College (Diné College); Oglala Sioux Community College (Oglala Lakota College); Sinte Gleska College (Sinte Gleska University); Standing Rock Community College (Sitting Bull College); and Turtle Mountain Community College, is deemed ineligible for Regular Membership in AIHEC, such founding institution shall be an Honorary Member as

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set forth in section 3.11.01. Honorary Members shall have no voting rights or responsibilities and may not hold office in AIHEC.

Section 3.08 Membership Application Process:

- a. AIHEC shall publish policies and guidelines that provide information on the membership application process for AIHEC. These documents shall be available upon request.
- b. Written application, application fee, and required supporting documents must be submitted to the Chair to initiate the application process.
- c. A site visit, including application review, of the prospective institution will be conducted at such institution's expense prior to consideration for Regular or Associate membership and a report of the visit prepared and presented to AIHEC's committee of jurisdiction.
- d. When determining what action to take in response to an institution's application for membership, voting members shall have available to them the materials submitted by the prospective institution, the report of the site visitation team, and the recommendation of AIHEC's committee of jurisdiction.
- e. Written notification of an application for membership approved or withheld will be made by the Chair following the meeting at which the application was considered. If membership is withheld, the Chair will give written reasons for either the deferral or denial of the applicant.

Section 3.09. Conditions of Membership.

Section 3.09.01. Annual Report. Each member eligible under sections 3.02 and 3.03 will file with AIHEC an annual report of its operations for the preceding year, which will include the status of membership requirements outlined in said sections of these Bylaws. The report shall be accurate, signed by the Chief Executive Officer or President of the member, and submitted in a form and manner prescribed by AIHEC.

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Section 3.09.02. Fees. An annual membership fee for each class of membership shall be fixed by the Board of Directors. The Board of Directors may, in its discretion, impose additional fees upon each class of members.

Section 3.10. Member in Good Standing.

Section 3.10.01. In General. Each member shall be deemed to be a Member in good standing within its relevant membership class and shall retain all the rights and privileges of such membership class until such time as the member fails to meet one or more of the following requirements.

- a. Payment of Fees. Make timely payment of fees under section 3.09.02;
- b. Active Participation – Duty of Care. With respect to a Regular Member, actively participate in the meetings and activities of the Board of Directors, as specified by the Membership and Accreditation Committee;
- c. Code of Conduct. Comply with any Code of Conduct adopted by the Board; and
- d. Reporting Requirements. Ensure that all reports required to be submitted to AIHEC, under these Bylaws or by contract, grant, or cooperative agreement are submitted in a complete and timely manner.

Section 3.10.02. Sanctions. If a member fails to comply with any of the requirements set forth in this section, such member shall be deemed a Member Not in Good Standing and shall be subject to any penalties established in these Bylaws or by the Board.

Section 3.11. Loss of Regular Member Status.

Section 3.11.01. Transfer to Associate Membership Status. A Regular Member shall be transferred to Associate Member status if:

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- a. Missed Meetings. The member, represented by the Director or other official representative of the member, fails to attend any three successive meetings of the Board. For purposes of this section, attendance at a meeting of the Board by any official representative of the member shall constitute attendance.
- b. Class Requirements. The member fails to meet one or more of the requirements listed in Section 3.02 and at the first meeting of the Board of Directors following such member's failure to meet one or more of the requirements of its membership class, 75 percent of the directors in attendance vote in the affirmative to move the member to Associate Status, or in the case of a founding member listed in section 3.06, to Honorary Membership status.

Section 3.11.02. Duration. A Regular Member shall remain in Associate Membership or Honorary Membership status until the Chair certifies that such member has again satisfied all requirements of Regular Membership.

Section 3.12. Withdrawal of Members. Any member may withdraw from AIHEC at any time by submitting to the Chair, a written statement of withdrawal. All benefits of membership in AIHEC shall cease on the effective date of the withdrawal, and all monies, property, contracts, and other assistance shall be returned to AIHEC or canceled. AIHEC may require an audit of the withdrawing member if it deems an audit is necessary for any reason concerning financial fiduciary relationships to AIHEC. AIHEC shall pay all costs associated with any such audit.

Section 3.13. Record of Member Status. AIHEC shall make, at least 10 days before each meeting, a complete list of all members of AIHEC with the address of each. The list of members shall be arranged by class and shall be subject to inspection by any member at any time during usual business hours, and shall be produced and kept open at the time and place of the meeting, subject to inspection during the whole time of the meeting. The original record of members shall be prima facie evidence as to who are the members entitled to vote at any meeting of AIHEC. Refusal or failure to prepare or make available a list of members does not affect the validity of action taken at the meeting prior to the making of any such demand. However, any action taken by the members after making any such demand shall be invalid and of no effect.

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ARTICLE IV

Board Organization and Management

Section 4.01. Power of the Board. The business and affairs of AIHEC shall be under the direction of a Board of Directors and the management of a Chief Executive Officer.

Section 4.02. Number of Directors. The Board of Directors of AIHEC shall be composed of one representative from each Regular Member. Each director of AIHEC shall be the president or acting or interim president of the Regular Member.

Section 4.03. Term, Removal, and Vacancies.

Section 4.03.01 Term. The initial directors were those persons named in the Articles of Incorporation. Upon the adoption of these revised bylaws, each director of AIHEC will serve as long as such director holds the position of president of the member institution.

Section 4.03.02. Removal. If a director shall no longer be the president of the member, such director shall cease to be a director and a vacancy in the Board will occur.

Section 4.03.03. Resignations. A director may resign at any time by delivering written notice to the Board of Directors through the Chair. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and unless otherwise specified therein, no acceptance of such resignation is required.

Section 4.03.04. Vacancies. Any vacancy on the Board of Directors caused by a temporary or permanent vacancy in the presidency of a Regular member shall remain vacant until the affected member institution designates a new, acting, or interim president. Upon designation by the member institution of a new, acting, or interim president, such individual shall fill the vacant directorship.

Section 4.04. Fiduciary Responsibilities. The creation of, delegation of authority to, and action by a committee does not absolve any director of his or her fiduciary responsibilities as a director of AIHEC.

Section 4.05. Regular Meetings. The Board of Directors shall meet regularly three times each year, in the spring, summer, and fall. The convening of a summer meeting may be waived by a majority vote of

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the Board taken during the spring meeting immediately preceding the summer meeting in question. Notice of the cancellation of a summer Board of Directors meeting shall be delivered to each Regular and Associate Member not less than 45 days before the proposed convening date, if established, of the affected meeting. Written notice stating the place, day, and hour of a meeting of the Board of Directors shall be delivered not less than 10 or more than 45 business days before the date of the meeting, to each Regular and Associate Member. If the requirements of this section have not been substantially complied with, the meeting shall, on demand of any Regular Member, in person, be adjourned until such time as the requirements are met.

The regular meeting of the Board of Directors held in the fall shall be deemed to be AIHEC's annual meeting and shall be immediately preceded by a convening of a meeting of the full membership of AIHEC. The regular meeting of the Board of Directors held in the fall of even numbered years shall be for the purpose of electing officers and naming members to committees and the transaction of such other business as may come before the Board. Membership matters may be considered at any regular meeting of the Board of Directors.

Section 4.06. Special Meetings.

Section 4.06.01. Calling Special Meetings. Special meetings of the Board of Directors may be called at any time by the Chair or, in his or her absence, by the Vice-Chair, or by 33 percent of the voting directors, and may be held at such time and place as the notice or waiver thereof may specify.

Section 4.06.02. Notice of Special Meetings. Written notice stating the place, day, and hour of a special meeting Board of Directors, and the purpose or purposes for which the meeting is called, shall be delivered not less than 10 nor more than 45 business days before the date of the meeting, shall be disseminated to each Regular and Associate Member. However, notice of a meeting to act on an amendment to the Articles of Incorporation of AIHEC, a plan of merger, a proposed sale of assets, or the dissolution of AIHEC shall be delivered by hand, or shall be deemed delivered when deposited with a national delivery service at the expense of AIHEC, or transmitted by facsimile or electronic mail. The record date for determining directors entitled to notice of, or to vote at, a special meeting is the close of business on the day before the deemed delivery date of the notice to members. If a regular or special meeting is adjourned to a new date, time, or place certain, special notice need not be given of that new

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date, time, or place. However, notice of the new meeting shall be given to those deemed to be Regular or Associate Members subsequent to the initial meeting record date.

Section 4.07. Waiver of Notice. A director may waive any notice required by law or these Bylaws before or after the date and time of the meeting that is the subject of such notice. The waiver shall be in writing, shall be signed by the director entitled to such notice, and shall be delivered to AIHEC to be filed with the minutes of the meeting or the corporate records. A director who attends or participates in a meeting waives objection to lack of notice or defective notice of the meeting unless the director at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 4.08. Executive Session. The chair may declare an executive session and a director may offer a privileged motion to go into executive session during any regular or special meeting of the Board. Only directors may be present during an executive session, except that the Chair may invite additional attendees as deemed necessary. Sanctions may be imposed on a director if such director violates the secrecy of an executive session. Any other individual permitted to attend an executive session is honor bound not to divulge anything that occurred during such executive session.

Section 4.09. Proxy Authorization. Each director may authorize another director to act for such director by proxy for the purposes of meeting the requirements of a quorum to vote on a particular proposal or to cast a vote for or against those types of proposals specified in Colorado corporation law. No other proxy authorizations may be granted by a director. Each proxy authorization must be through a signed written document which specifies the particular proposal for which such proxy applies. A proxy shall be deemed effective when the proxy authorization is received by the Chair and shall be valid until the next meeting from the date of execution unless a longer period is expressly provided in the signed authorization. A proxy shall be revocable at the pleasure of the director executing it.

Section 4.10. Quorum. A quorum at all meetings of the Board of Directors shall consist of a majority of the number of directors then holding office.

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Section 4.11. Procedure. Robert's Rules of Order, revised edition, shall govern all proceedings of the Board of Directors meetings unless provisions inconsistent therewith shall be set forth in the Articles of Incorporation or these Bylaws, in which case the Articles of Incorporation or these Bylaws shall control.

Section 4.12. Actions by Teleconference. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all of the directors consent in writing to such action. Such action shall be evidenced by one or more consent stating the action taken, signed by each director either before or after the action taken. Such written consent(s) shall be included in the minutes of proceedings of the Board of Directors and filed with the corporate records reflecting the action taken.

Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any one or more director(s) may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in a meeting by such means shall constitute attendance at the meeting.

Section 4.13. Compensation of Directors. Directors may receive such fees as may be established by AIHEC for attendance at meetings of the Board of Directors, and, in addition thereto, may receive reasonable traveling expenses, if any, required for attendance at such meetings.

ARTICLE V

Committees

Section 5.01. Executive Committee. The Board of Directors may create an Executive Committee to handle and manage the affairs of AIHEC between meetings of the Board of Directors. The Executive Committee shall consist of not less than five directors and shall include the officers of the Board and the elected chairs of the three standing committees of the board (Membership & Accreditation, Research, and Student Activities.) Only Directors representing Regular Members shall be eligible to serve on the Executive Committee. The Board of Directors shall elect its officers and standing committee chairs at

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the fall meetings of even numbered years. The Executive Committee shall be empowered to do any and all things, not otherwise prescribed by law, the Articles of Incorporation or these Bylaws, which the Board of Directors might do. All actions taken by the Executive Committee between meetings of the Board of Directors must be reported to the Board of Directors at its next regular meeting.

Section 5.02. Other Committees. The Board of Directors shall create and maintain a Committee on Finance and Audit, a Committee on Membership and Accreditation, and a Governance Committee, and may create and maintain one or more other committee(s). Each committee shall consist of three or more Directors of AIHEC.

Section 5.03. General Provisions. All committees created by the Board of Directors shall keep a written record of its proceedings, which shall include all motions and resolutions. Any motion or resolution adopted by a committee, and approved by the Committee-on-Committees, shall be reported to the Board of Directors at its next meeting and shall be filed with the corporate records. Any committee shall have the authority to establish subcommittees and working groups as it deems necessary. Any committee of the Board of Directors may take action without a meeting if all members of the committee consent to the action in writing signed by each member of the committee, either before or after the action taken. In addition, any one or more member(s) of any committee may participate in any meeting of the committee by means of teleconference or similar communications equipment, when possible and practical, provided all persons participating in the meeting can communicate with each other. Any committee created by the Board of Directors shall have and may exercise, to the extent specified by the Board of Directors, all the powers and authority of the Board of Directors in the affairs of AIHEC, but no committee, including the Executive Committee, shall have the power and authority to amend the Articles of Incorporation, adopt an agreement of merger or consolidation, authorize the sale, lease, or exchange of all or substantially all of AIHEC's property and assets, dissolve AIHEC or revoke a resolution dissolving AIHEC, or amend or repeal these Bylaws.

Section 5.04. Quorum. Unless the Board of Directors otherwise provides, a majority of the members then serving on the committee shall constitute a quorum for the transaction of business, and the act of a

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majority of committee members present at a meeting, at which a quorum has been established, shall be the act of such committee.

Section 5.05. Committee Rules. Unless the Board of Directors otherwise provides, each committee may establish its own rules for conducting business. Each committee shall otherwise conduct its business in the same manner as the Board of Directors conducts its business under Article IV of these Bylaws, except as stated in sections 5.03 and 5.04.

Section 5.06. Compensation of Committee Members. All committee members may receive such fees as may be established by AIHEC for attendance at committee meetings of the Board of Directors, and, in addition thereto, may receive reasonable traveling expenses, if any, required for attendance at such meetings.

ARTICLE VI

Officers, Agents and Employees

Section 6.01. Officers. The officers of the Board of Directors shall be Chair, Vice-Chair, Secretary, Treasurer, and Member-at-Large, who shall be the immediate past Chair, for a minimum of one term. In no event shall the Chair hold any additional office within AIHEC. Any such officer must also be a director of AIHEC. The Board of Directors may, by resolution or amendment to these Bylaws, establish additional officers as it may deem necessary.

Section 6.02. Election of Officers. The officers of AIHEC shall be elected for a term of two years by the Board of Directors at the regular fall meeting of each even numbered year. In electing the officers of AIHEC, if not by acclamation, the Board of Directors may vote by secret ballot. The officers of AIHEC shall hold office and serve at the pleasure of the Board of Directors. Officers may be eligible for immediate reelection, except that the Chair shall serve no more than two consecutive terms.

Section 6.03. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem necessary for the conduction of the affairs of AIHEC. Any officers or agents of

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AIHEC shall hold office at the pleasure of the Board of Directors and shall have such authority and perform such duties as may be prescribed by the Board.

Section 6.04. Vacancies. Should any office of AIHEC other than the Chair become vacant, or be declared vacant for any reason, the Chair shall appoint a successor who shall serve until the next meeting of the Board of Directors at which time the Board of Directors shall appoint a successor to fill the vacancy until the next scheduled election of Officers. In the event the office of Chair is declared or becomes vacant, the Vice-Chair shall serve the unexpired term of the Chair.

Section 6.05. Duties of the Officers. The officers of AIHEC shall have such authority and shall perform such duties as are customarily incident to their respective offices and such other further duties as are prescribed in these Bylaws and as may be from time to time required of them by the Board of Directors. Specifically, they will perform the following functions:

- a. The Chair shall be the presiding officer of the Board of Directors and shall preside at all meetings of Members and of the Board of Directors, and may also preside over one committee of the Board.
- b. The Vice-Chair shall preside at all meetings in the absence of the Chair and may preside over one committee of the Board.
- c. The Secretary shall certify the minutes of all meetings of the Board, oversee the maintaining all records of AIHEC, and may preside over one committee of the Board.
- d. The Treasurer or his or her designee shall collect and receive all monies of AIHEC. The Treasurer or said designee shall be the custodian of all Corporation monies and shall deposit them in a bank or other depository designated by the Board of Directors. The Treasurer shall have the authority to disburse AIHEC funds for duly authorized purposes. The Treasurer or his or her designee shall be responsible for the overall financial operation of AIHEC and shall promulgate bookkeeping and accounting methods which shall be consistent with requirements of any grants or other donations made to AIHEC. The Treasurer, through his or her designee, shall also be responsible for timely completion of such audits as may be

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required by AIHEC's grantors or donors or as may be required by AIHEC's Board of Directors and of the members. The Treasurer shall preside over the Committee on Finance and Audit.

- e. The Member-at-Large may preside over one committee of the Board.

Section 6.06. Compensation of Officers and Agents. AIHEC may pay compensation in a reasonable amount to officers and may provide each officer with a *standard* indemnification insurance policy. Such amounts are to be determined by the Board of Directors.

Section 6.07. Removal. Any officer or agent of AIHEC may be removed by the Board of Directors whenever in its judgment the best interests of AIHEC will be served thereby; but, such removal shall not affect any officer's position as a Director and shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not, of itself, create contract rights.

Section 6.08. Absence, Inability to Act. In the event of absence or inability of any officer to act, the Board of Directors may delegate the powers and duties of such officer to any other officer or director whom it may select and whom shall serve until the absent or disabled officer is able to act or a successor officer has been duly elected.

Section 6.09. Resignation. Any officer may resign at any time by delivering written notice to the Board of Directors through the Chair. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date, and, unless otherwise specified therein, no acceptance of such resignation shall be necessary.

ARTICLE VII

Miscellaneous

Section 7.01. Fiscal Year. The fiscal year of AIHEC shall be from October 1 to September 30 or such period as may be fixed by the Board of Directors.

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Section 7.02. Corporate Seal. AIHEC shall not have a corporate seal. All instruments that are executed on behalf of AIHEC, which are acknowledged and which affect an interest in real estate shall be executed by the Chair or Vice-Chair and the Treasurer. All other instruments executed by AIHEC, including a release of mortgage or lien, may be executed by the Chair or any member of the Executive Committee. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agents(s) that are specifically designated by resolution of the Board of Directors.

Section 7.03. Checks, Notes, and Contracts. The Board of Directors shall, from time to time, determine who shall be authorized on AIHEC's behalf to sign checks, drafts, or other orders for payment of money; to sign acceptances, notes, or other evidences of indebtedness; to enter into contracts; or to execute and deliver other documents and instruments.

Section 7.04. Books and Records. AIHEC shall keep at its office correct and complete books and records account, the activities and transactions of AIHEC, minutes of the proceedings of the Board of Directors, records of the proceedings of any committee of the Board, and a current list of the members, directors, and officers of AIHEC and their business addresses. The books, minutes, and records of AIHEC shall be in written form.

Section 7.05. Board Designated Funds. Upon determination by the Finance and Audit Committee that unrestricted funds are available within AIHEC's operating budget, the Board of Directors may designate funds for any purpose and project it deems appropriate, including capital asset purchase and investment.

Section 7.06. Amendment of Bylaws. These Bylaws may be altered, amended, or repealed at a regular meeting of the Board of Directors or any special meeting of the Board of Directors called for that purpose.

Section 7.07. Official Representative. A member may designate an official representative to attend a specified meeting of the Board for the sole purpose of determining such member's presence at said

Adopted: March 23, 2007 at Rapid City, SD and modified by subsequent Board action on October 22, 2008 at Seattle, WA; July 14, 2009, Bellingham, WA; October 7, 2010 at San Diego, CA; October 25, 2011 at Albuquerque, NM; March 15, 2014 at Billings, MT; October 7, 2016 at New Orleans, LA; and October 6, 2017 at Orlando, FL.

meeting. Such designation must be submitted to the Chair of the Board of Directors, in writing by the president, or acting/interim president, of the member prior to the convening of the affected meeting.

Section 7.08. Majority Vote. All votes of the Board of Directors shall be by a majority of the directors then holding office, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws. In the case of a tie vote, the issue that is the subject of the vote shall be resolved by the Chair.

Section 7.09. Dissolution. Upon dissolution of AIHEC, the assets of AIHEC shall be distributed in accordance with the Articles of Incorporation.

Section 7.10. Severability. To the extent that any provision or provisions of these Bylaws shall be determined by a court of competent jurisdiction to be in violation of any statute, rule of law, government regulation or decree, such provision or provisions shall be void and of no effect to the extent, and only to the extent, of such determination, but the remainder of the provisions of these Bylaws shall survive and continue in full force and with full effect.

Section 7.11. Effective Date. These Bylaws shall become effective upon approval by the Board of Directors.

I certify that the foregoing is a true and correct copy of the Bylaws of the above-named corporation, duly adopted by the Board of Directors on the 23rd day of March 2007 at Rapid City, SD, amended by subsequent action of the Board of Directors on October 22, 2008 at Seattle, WA; July 14, 2009 at Bellingham, WA; October 7, 2010 at San Diego, CA; on October 25, 2011 at Albuquerque, NM; and October 7, 2016 at New Orleans, LA.

Leander R. McDonald, Secretary

Certified: _____
(date signed)

Adopted: March 23, 2007 at Rapid City, SD and modified by subsequent Board action on October 22, 2008 at Seattle, WA; July 14, 2009, Bellingham, WA; October 7, 2010 at San Diego, CA; October 25, 2011 at Albuquerque, NM; March 15, 2014 at Billings, MT; October 7, 2016 at New Orleans, LA; and October 6, 2017 at Orlando, FL.