

**ALLIANT INTERNATIONAL UNIVERSITY,
INC., A California benefit corporation**

d/b/a

ALLIANT INTERNATIONAL UNIVERSITY

BYLAWS

of the

BOARD OF TRUSTEES

TABLE OF CONTENTS

ARTICLE 1 – NAMES AND OFFICES 1

ARTICLE 2 – MISSION AND PUBLIC BENEFIT PURPOSES 1

ARTICLE 3 – BOARD OF TRUSTEES 2

ARTICLE 4 - OFFICERS OF THE BOARD AND THE UNIVERSITY 11

ARTICLE 5 - REPRESENTATIVE BODIES AND SUBSIDIARIES 13

ARTICLE 6 – COMMITTEES 13

ARTICLE 7 - LOANS 20

ARTICLE 8 - CONFIDENTIALITY 20

ARTICLE 9 - AMENDMENTS AND REVISIONS 21

ARTICLE 10 21

ARTICLE 11 22

ARTICLE 12 22

CONSTRUCTION AND DEFINITIONS 22

EXHIBIT A 23

ARTICLE 1 – NAMES AND OFFICES

Section 1. Names. The name of the corporation is ALLIANT INTERNATIONAL UNIVERSITY, INC. (the “**Corporation**”). The Corporation operates a postsecondary educational business under the name “Alliant International University.” For purposes of these Bylaws of the Board of Trustees (these “**Bylaws**”), the word “**University**” shall refer to the principal educational unit of the Corporation, viz., Alliant International University.

Section 2. Offices. The principal office of the University shall be located in the City of San Francisco, County of San Francisco, State of California. The Board (as defined below) may at any time, or from time to time, change the location of the principal office from one location to another. The Board may at any time establish branch offices at any place where the Corporation and University, as necessary, are qualified to do business.

ARTICLE 2 – MISSION AND PUBLIC BENEFIT PURPOSES

Section 1. Status. The Corporation is a benefit corporation as defined under Section 14000 of the Corporations Code of California (the “**Code**”).

Section 2. Mission. In general, the University’s mission is to prepare students for professional careers of service and leadership, and to promote the discovery and application of knowledge to improve the lives of people in diverse cultures and communities around the world. In pursuing this mission, the University seeks to excel in four particular areas:

- (a) Education and training for the professions;
- (b) Applied research;
- (c) Multicultural and international competence; and
- (d) Community engagement.

Furthermore, in general, subject to limitations required by law and applicable regulations, the University shall be committed to the traditional values of higher education in the United States including, among other educational values:

(a) Freedom of expression and self-determination with respect to teaching and scholarship;

(b) An environment that encourages the exchange of ideas and is predicated on respect for reason and evidence;

(c) Shared governance and the appropriate division of responsibility among the governing boards, administrators and faculty members of the University in a manner that is broadly and generally consistent with best practices in higher education ; and

(d) Integrity in all areas of the University's operations, and especially with regard to students.

Section 3. Public Benefits. The Corporation has been organized to produce the general public benefits and the specific public benefits (collectively the "**Public Benefits**") enumerated and as identified in Exhibit A to the Corporation's articles of incorporation (the "**Articles**") as amended from time to time, which as of the date hereof are attached hereto as Exhibit A for reference, and permitted under Part 13, Section 14601, *et seq.* of the Code. "General public benefit" means a material positive impact on society and the environment, taken as a whole, as assessed against a third-party standard, from the business and operations of the Corporation. The University, as the principal educational unit of the Corporation, shall produce and adhere to the above general public benefit obligations of the Corporation and follow the specific public benefit purposes noted below.

ARTICLE 3 – BOARD OF TRUSTEES

Section 1. Powers and Prerogatives. The Corporation has established within its governance structure a deliberative and policy-making body known as the Board of Trustees (which may be referred to in these Bylaws as "Board," "Board of Trustees," or, members individually as "**trustees**"). The powers and prerogatives delegated to the Board are subject to and limited by the reserved powers of the shareholders and Board of Directors of the Corporation. Subject to such powers and authority, the Board shall

exercise a general oversight and supervision over, and direction and control of the University, an operating division and principal educational unit of the Corporation including its academic and fiscal functions, and shall formulate and establish the general, educational and financial policies of the University as it shall deem necessary, appropriate and convenient for the proper development and management of the University in pursuit of its mission, established corporate purposes, as well as the Public Benefits. The specific responsibilities of the Board shall include, without implication of limitation, the following duties to exercise in furtherance of the mission and purposes of the University and the Corporation, as well as all Public Benefits:

a. Determine and periodically review the purposes and mission of the University.

b. Determine and periodically review the educational programs of the University.

c. Determine and periodically review the organizational structure of the University, including its divisions, schools, programs and offices.

d. Appoint, continue and remove, in accordance with established search processes, the chief administrators of the University, including the President of the University, and, after consultation and coordination with the President, the provost, the chief financial officer, the chief academic officer and any other administrative office deemed appropriate or necessary to administer the University such as an office of the President or office of Provost.

e. Establish the general terms and conditions of employment of all faculty and other employees of the University.

f. Approve and authorize all earned and honorary degrees and diplomas to be awarded by the University.

g. Establish and authorize all tuition and fee policies to be applicable within the University.

h. Approve the budget of the University subject to approval of the Board of Directors and the shareholders of any funding commitments from external sources necessary to support budgeted expenditures.

- i. Periodically evaluate the performance of the trustees, President of the University, and those administrators and employees as the Board shall determine is necessary and appropriate to the proper oversight of the University.
- j. Establish and oversee a plan for the development and maintenance of the physical assets of the University.
- k. Exercise a general oversight and supervision of the University's compliance with the standards of its accrediting and licensing bodies and other educational authorities having jurisdiction over the University.
- l. Exercise a general oversight and supervision of the educational experiences and outcomes of learners participating in educational programs of the University.
- m. Approve the financial statements of the University.
- n. Cause the development of, approve and monitor the implementation of strategic and other plans required for the strategic direction and the proper management of the University.
- o. Provide the Board of Directors with all analyses, information, data and materials necessary for the Board of Directors to appropriately prepare the annual benefit report for presentation to the shareholders and posting on the Corporation's Internet Web Site upon completion.

Section 2. Standard of Care and Duties of Trustees Regarding Public Benefit

As a member of a deliberative body established to provide oversight and direction of the University operations, and pursuant to and subject to any changes of the Code, including without limitation Section 14620 thereof:

(a) A trustee shall perform the duties of a trustee including duties as a member of any committee of the Board upon which the trustee may serve, in good faith, in a manner the trustee believes to be in the best interests of the Corporation and the University and with that care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Each trustee shall have fiduciary duties of directors of a California benefit corporation determined in

accordance with applicable California law, including without limitation, Section 14160(c) of the California Corporations Code.

(b) In discharging their respective duties, and in considering the best interests of the corporation, the Board, committees of the Board, and individual trustees shall consider the impacts of any action or proposed action upon all of the following:

- (i) the shareholders of the Corporation;
- (ii) the employees and workforce of the University and its subsidiaries and suppliers;
- (iii) the interests of customers of the University as beneficiaries of the public benefit purposes of the Corporation;
- (iv) community and societal considerations, including those of any community in which offices or facilities of the University or its subsidiaries or suppliers are located;
- (v) the local and global environment;
- (vi) the short-term and long-term interests of the University, including benefits that may accrue to the University from its long-term plans and the possibility that these interests may be best served by retaining control of the University rather than selling or transferring control to another entity; and
- (vii) the ability of the Corporation to accomplish its general, and any specific, public benefit purpose.

(c) In discharging their respective duties, the persons described in subdivision (b) may consider any of the following:

- (i) the resources, intent, and conduct, including past, stated, and potential conduct, of any person seeking to acquire control of the Corporation or the University;
- (ii) any other pertinent factors or the interests of any other person or group.

(d) In discharging their respective duties, the persons described in subdivision (a) shall not be required to give priority to any particular factor or the interests of any particular person or group referred to in subdivision (b) or (c) over any

other factor or the interests of any other person or group unless the Corporation has stated its intention to give priority to a specific public benefit purpose identified in the Articles.

(e) In performing the duties of a trustee, a trustee shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(i) one or more officers or employees of the University or the Corporation whom the trustee believes to be reliable and competent in the matters presented;

(ii) counsel, independent accountants, or other persons as to matters that the trustee believes to be within those persons' professional or expert competence; and

(iii) a committee of the Board upon which the trustee does not serve, as to matters within its designated authority, which committee the trustee believes to merit confidence, so long as, in any of those cases, the trustee acts in good faith, after reasonable inquiry when the need therefor is indicated by the circumstances and without knowledge that would cause that reliance to be unwarranted.

(f) A trustee shall not be liable for monetary damages under this part for any failure of the Corporation or the University to create a Public Benefit.

(g) A person who performs the duties of a trustee in accordance with Section 14620 of the Code shall not be liable for monetary damages for any alleged failure to discharge the person's obligations as a trustee.

(h) A trustee shall not have a fiduciary duty to a person that is a beneficiary of the Public Benefit purposes of the Corporation or the University arising from the status of the person as a beneficiary.

Section 3. Membership.

a. Number. The Board shall consist of no fewer than twelve (12) and no more than seventeen (17) persons elected by the Board. The Board shall be self-perpetuating governing body, except for the initial members of the Board, which shall be appointed by the Board of Directors from nominees of the shareholders. The President of the University shall be ex officio a member of the Board with the

right of vote and shall be included in the count of trustees for purposes of this subsection a. Five (5) of the persons selected to serve on the Board shall be selected from trustees nominated by [Alliant International University]¹a California non-profit corporation (“**Old Alliant**”) (so long as Old Alliant has the right to elect one Director to the Board of Directors under the Corporation’s [Shareholder Agreement dated as of _____, 2014 (the “Shareholder Agreement”)]²) of which at least three (3) of those so selected must be Independent Persons and all of which shall be meet the requirements established from time to time by the Governance Committee of the Board as provided in Article VI, Section 2(b) below. The remaining members shall be selected from nominees of AME Education Corporation (including its successors and assigns thereunder, “AME”) nominated in accordance with the Shareholders Agreement and delivered to the Governance Committee of the Board of Trustees ~~and shall include the President of the University.~~ Pursuant to Article IV, Section 2(b) below, the Governance Committee of the Board of Trustees shall review all such nominees to determine whether such individuals meet the qualifications for membership to the Board of Trustees, and if so qualified, would deliver the AME and Old Alliant nominees to the Board of Trustees for election, whereupon, the Board of Trustees shall elect all duly qualified nominees of Old Alliant and AME in accordance with their rights hereunder and under the Shareholders Agreement, subject in all cases to a proper balancing of the total membership of the Board of Trustees by the Board of Trustees to ensure compliance with the Policy.

b. Terms. The members of the Board, other than the President of the University, shall be divided into three classes which shall be as nearly equal in number as possible. The terms of office of the member of any particular class shall expire simultaneously at an Annual meeting of the Board, and at each Annual Meeting of the Board the terms of office of members of only one such class shall be expiring. Thus, except as may be necessary to keep the classes as nearly equal in

¹ The name of the nonprofit will change as of the closing so should remain bracketed until the final name has been selected and approved.

² Insert defined term capturing date and parties to Voting Agreement.

number as possible, all members elected at an Annual Meeting shall serve for a three (3) year term, expiring at the third (3rd) Annual Meeting of the Board next following the Annual meeting at which such election occurred; provided that the initial members of the Board may serve shorter terms so that at first and second Annual Meeting of the Board approximately 1/3rd of the trustees term's shall end.

c. Resignation and Removal. Any member of the Board may resign from the Board at any time by providing written notice of such resignation to the Chair of the Board or the Secretary of the Board. Such resignation shall be effective upon the date designated in the notice of resignation with or without acceptance or consent by the Board, the Board of Directors, or the shareholders of the Corporation. Any member of the Board may be removed from the Board for cause good and sufficient to the Board at any meeting of the Board by the affirmative vote of two-thirds (2/3) of the Board members then in office. The shareholder who initially nominated the removed or resigned trustee shall nominate a replacement trustee to the Governance Committee in accordance with Article VI, Section 2(b) below.

d. Board Delegates. The Board may appoint from time to time persons to be known as "Board Delegates," who shall be chosen from amongst the staff, students, alumni and affiliated organizations of the University and who shall be entitled to attend each meeting of the Board except when the Board is in Executive Session or when they are otherwise excluded by the Board. The Board Delegates shall not be nor be deemed to be trustees for any purpose. Their role shall be to provide information and share points of view from the group or organization that they are chosen from on matters that are of relevance to the Board. Board Delegates may participate in the meetings of the Board at which their attendance is authorized when recognized but shall not be entitled to vote. The term of service of Board Delegates shall be at the pleasure of the Board.

e. Records. Digital copies of all notices, meeting minutes and materials, and other Board documentation and information generated, received, maintained, or delivered pursuant to these Bylaws or otherwise ("**Board Records**") shall be created and transmitted to the Secretary of the Corporation as soon as practicable

after such Board Records are delivered, received, generated or otherwise obtained by the Secretary of the Board.

f. Board Independence. A majority of the persons serving on the Board, or on any committee of the Board, at any time must be “Independent Person(s)” (defined below). Notwithstanding the foregoing, any violation of this Section 3(f) shall not affect the validity or enforceability of any action taken by the Board or a Board committee, and shall not affect the validity of any transaction entered into by, or undertaking of the Corporation. For purposes of these Bylaws, an “Independent Person” shall mean any Board or Board committee member that does not have interests that might impair their independent decision making, create multiple and potentially conflicting relationships, or result in competing loyalties, and therefore, may not be employed or otherwise regularly compensated by the University, Corporation or a shareholder or have an ownership interest in the Corporation or a shareholder. Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature, but does not include modest stipends that are sufficiently insubstantial to provide an incentive to serve or remain on the Board or to create a sense of loyalty to an entity or person other than the University.

Section 4. Meetings.

a. Regular Meetings. There shall be no less than four (4) regular meetings of the Board annually, which shall be held on such dates and at such places as may be designated either by the Board or, in the absence of Board designation, by the Chair and the President of the University. One such meeting, which shall be designated as the Annual Meeting, shall be held in the month of May of each year.

b. Special Meetings. Special meetings of the Board may be held at the call of (i) any two (2) of the following officers – the Chair, the Vice Chair, the President of the University and the Secretary of the Board, or (ii) upon written request signed by no fewer than seven (7) members of the Board and delivered to the Chair and the Secretary of the Board. The request provided for in (ii) shall specify the purpose of the meeting. It shall be the duty of the Chair or the President of the University

to call meetings in response to requests provided for in (ii), above, within thirty (30) calendar days from and after receipt of a proper request.

c. Notice of Meetings. Written notice of all meetings of the Board shall be sent by the Secretary of the Board to each trustee at least ten (10) days before the date of the meeting and shall provide a full and fair opportunity for all independent Board members to participate in such meeting; provided that in the case of an urgent matter as determined by the Chair of the Board, or the President of the University with the concurrence of the Chair of the Board, a special meeting may be held on twenty-four (24) hours' notice given during the business week, provided that any special meeting called for the purpose of the removal of a trustee shall require a minimum of twenty (20) days advance notice in writing. In the case of special meetings, the notice shall state the purpose of the meeting, and no business shall be transacted at such special meeting that does not relate to the purposes stated in the notice unless the rules are suspended in accordance with established parliamentary procedures. Delivery of notices of Board meetings shall be sufficient if delivered by regular mail, courier service or email to the addresses provided by the Board member to the Secretary of the Board for the purpose of receipt of such notices. Each Board member shall provide to the Secretary of the Board, and update from time to time as necessary, postal mail, courier and email delivery addresses for the purpose of receiving notices of Board meetings and other official business communications from the Corporation. Notices or other official business communications directed by the Corporation to the addresses provided by a Board member pursuant to the provisions of this subsection shall be sufficient for all purposes even despite knowledge of other addresses of the Board member held within the Corporation.

d. Waiver of Notice. Whenever notice is required to be given under the provisions of statutes or these Bylaws, a written waiver of notice signed at any time by the person(s) entitled to notice shall be deemed equivalent thereto. Attendance at any meeting by a Board member shall be conclusively deemed a waiver of notice or sufficiency of notice of that meeting and the matters considered at the meeting unless the Board member objects at the commencement of the meeting to the absence of proper notice.

e. Quorum; Voting. One-half plus one of the members of the Board then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, provided that, at least a majority of the members constituting a quorum at any meeting shall be Independent Persons. The act of a majority of the Board members present at a meeting of the Board at which a quorum is present shall be the act of the Board except as may otherwise be required by the Code. Any reference within these Bylaws to a “majority vote” in reference to action of the Board shall mean and shall require, unless otherwise specified in these Bylaws, a majority vote of the Board members participating in said meeting (so long as a quorum is otherwise present), and shall not mean and shall not require a majority vote of all of the members then qualified and serving. Once established, a quorum cannot be defeated by the withdrawal of Board members prior to the proper adjournment of a meeting.

f. Governing Rules. Meetings of the Board shall be conducted in accordance with Robert's Rules of Order (latest edition) to the extent not contrary to statute or these Bylaws or procedures properly adopted by the Board at the meeting in question. Ex Officio status shall be deemed to include the right to vote unless expressly excluded.

g. Meetings at a Distance. Any meeting or action of the Board may be taken by electronically mediated means. Such meetings or actions may be undertaken by mail, telephone, facsimile, electronic communication, or in any other way the Board shall decide. However, a written consent setting forth the action so taken and signed by all members of the Board must be filed with the minutes of the proceedings of the Board, or, alternatively, a minute of action must be accepted at the next formal meeting of the Board. Where a Board meeting or action is taken by electronically mediated means, the Chair of the Board, as the case may be, must ascertain that all participants may simultaneously hear each other and participate verbally in the discussions, and if video presentations are to be made, that each participant has reasonable access to the video feed.

h. Action without a Meeting. Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if a resolution of consent in writing, setting forth the action so taken, shall be signed by all of the Board

members entitled to vote with respect to the subject matter of the action. Such consent shall have the same force and effect as a unanimous vote of the Board and may be stated as such in any documents representing or certifying action by the Board.

ARTICLE 4 - OFFICERS OF THE BOARD AND THE UNIVERSITY

Section 1. Officers of the Board of Trustees and the University. The Board of Trustees shall elect from among its members a Chair of the Board and a Vice Chair of the Board. The Board shall also establish from time to time such administrative offices of the University, including but not limited to the President of the University, as it shall deem necessary and appropriate to the organization and management of the University.

a. Terms, Reelection and Vacancies. The Chair and Vice Chair of the Board shall be elected at the Annual Meeting of the Board with their terms and service to begin immediately upon election. The terms of the Chair and the Vice Chair of the Board shall be for one year or until the next Annual Meeting of the Board, whichever shall occur later in time, and shall be renewable. Any vacancy in these positions may be filled for the remainder of the term by election at any Board meeting. Any person elected to fill the vacant office of Chair or Vice Chair of the Board shall immediately take office. The Board may not elect the President of the University or any executive officer of the University to serve as the Chair or Vice Chair of the Board.

b. Removal. The officers of the University shall hold office at the discretion of the Board. The Chair and Vice Chair of the Board, President of the University, and any administrative officer of the University may be removed at any regular or special meeting of the Board, and by the affirmative vote of not less than a majority of the members of the Board in attendance at any such meeting. The removal of an administrative officer of the University shall be without prejudice to any employment contract rights that the officer may have with the Corporation that are not coterminous with or conditioned on the retention of the office.

c. Powers and Duties of the Chair of the Board. The Chair of the Board shall: preside at all meetings of the Board; be the official spokesperson for the Board; have the

right to vote on all questions before the Board; in the manner provided in Article 6, appoint the members, chairs and vice chairs of all Board committees except *ex officio* members and those subject to election as provided for in these Bylaws; be *ex officio* a member of all standing committees of the Board; and have such other powers and duties as the Board may from time to time prescribe. The Chair of the Board shall have power on behalf of the Board to perform all acts and to execute all documents to make effective the actions of the Board and its Executive Committee.

d. Powers and Duties of the Vice Chair of the Board. In the absence of the Chair of the Board, the Vice Chair of the Board shall perform the duties of the office of Chair of the Board. The Chair of the Board may assign other duties to the Vice Chair of the Board as determined by the Chair of the Board in his or her discretion.

e. Powers and Duties of the President. The president shall be the chief administrative officer of the University. The president shall have general supervision, direction, and control of the University and other officers of the University. He or she shall have the general powers and duties of management usually vested in the office of president of a university and such other powers and duties as may be prescribed by the Board or these Bylaws. The President shall ~~select and appoint (and terminate) the~~ consult and coordinate with the Board regarding the selection and appointment (or termination) of a provost and chief financial officer of the University, who shall be under the supervision of and report to the President, ~~unless and the office of the President is vacant~~ Board.

ARTICLE 5 - REPRESENTATIVE BODIES AND SUBSIDIARIES

The Board of Directors and the Board of Trustees, within the areas of their respective oversight authority, may approve the establishment from time to time of associations or organizations of students, alumni, employees and other persons affiliated with the University, its divisions, subsidiaries and affiliates. No such associations or organizations shall have the authority or right to exercise any of the powers or prerogatives of the Corporation or to represent employees with respect to terms and conditions of employment except as specifically delegated from and approved by the Board of Directors and the Board of Trustees, provided, however, that any such delegation or approval, no matter how expressed or described, shall be deemed or

construed to be subject to the reserved power and authority of the Board of Directors and the Board of Trustees to act at any time and in any manner, without notice, on any and all matters essential to the proper functioning of their powers and authority, including any matters delegated to any such association or organization. To the extent that any association or organization is delegated any powers, prerogatives or authority of the Corporation, such delegation shall be subject to a) the obligation of the association or organization to act in the best interest of the Corporation and in accordance with the fiduciary obligations of an agent of the Corporation, and b) revocation at any time by the Board of Directors.

ARTICLE 6 – COMMITTEES

Section 1. Committees of the Board. In addition to the Executive Committee, there shall be four (4) standing committees that will provide to the Board of Trustees advice and guidance for each of the following areas of operation: University finance and administration, academic affairs, governance, and audit. These committees may recommend courses of action to the President of the University and the Board but, with the exception of the Executive Committee, shall not have the authority to act for the University. The Board may at any time discontinue any standing committee for such time as it may designate, in which case, to the extent necessary or appropriate, the Executive Committee shall perform the duties of the committee during the period of such discontinuance. The Chair of the Board, with the consent of the Board or the Executive Committee, may establish and discontinue special or ad hoc committees from time to time for the discharge of particular specified duties for a designated period of time or until the completion of the specified duties.

Section 2. Committee Mandates.

a. Executive Committee. There is hereby established an executive committee of the Board composed and empowered as provided hereinafter.

i. Composition. The Executive Committee shall include as *ex officio* members the Chair of the Board, the Vice Chair of the Board, and the President of the University. The Board shall elect three (3) additional members of the executive committee annually from amongst the regularly

elected members of the Board. Only members of the Board may serve on the Executive Committee.

ii. Meetings. The Executive Committee shall meet as often as necessary to conduct its business on call of the Chair of the Board, or in the absence of the Chair of the Board, the Vice Chair of the Board or the President of the University, or on the written request of at least three (3) of the members of the Committee directed in writing to the Secretary of the Corporation who shall call the meeting within thirty (30) days thereafter.

iii. Minutes. The Executive Committee shall keep a record of all action taken by it, and shall report such action to the Board at the meeting of the Board held next after taking such action. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if a written consent setting forth the action so taken shall be signed by all of the members of the Executive Committee entitled to vote with respect to the subject matter thereof. The Executive Committee may meet by means of telephone conference or by any other means of communication by which all persons participating in the meeting are able to communicate with one another, and such participation shall constitute presence in person at the meeting.

iv. Mandate. The Executive Committee, between the meetings of the Board, shall have such powers and authority to act on behalf of the Board as granted by the Board from time-to-time, and then only with regard to matters specifically delegated by the Board to the Executive Committee. The Executive Committee may exercise all powers and authority granted by the Board in such manner as it shall deem in the best interests of the Corporation in all cases in which the Board shall not have given specific directions. Any action taken by the Executive Committee shall be subject to revision or alteration by the Board at the meeting of the Board at which any such action shall be reported; provided, however, that such revision or alteration shall not affect any action taken by an officer or employee of the Corporation or by any third party, or any rights of third parties which shall have vested in reliance upon any action or direction of the Executive

Committee unless otherwise allowed by law or the nature or form of the action taken.

b. Governance Committee. There is hereby established a Governance Committee composed and empowered as provided hereinafter.

i. Composition. The Committee shall be composed of no less than five (5) Board members.

ii. Mandate. The Committee shall recommend to the Board, the nominees for membership on the Board of Trustees, as well as nominees to administrative offices of the University, subject to election or appointment by the Board, as required, and shall set forth in its recommendation the background and qualifications of each nominee. The Committee shall recommend to the Board (i) no less than five (5) persons selected to serve on the Board nominated by Old Alliant (so long as Old Alliant has the right to elect one Director to the Board of Directors of the Corporation under the Corporation's Voting Agreement) of which at least three (3) of those so selected must be "independent" as defined in the Policy and (ii) all remaining trustees, persons nominated by AME, ~~including the President,~~ in all cases, all trustee nominees subject to all of them satisfying any other requirements established for trustees qualifications. The Committee shall endeavor to nominate Old Alliant and AME nominees into different classes so that at least each Old Alliant and AME nominees serve in each class of trustees. The Committee shall periodically evaluate the membership of the Board to ensure that it reflects the constituent and public interest. The Committee shall maintain an ongoing file of potential nominees from which to draw in making its nominations for each respective office. The Committee's file of nominees shall include individuals with demonstrated expertise in one or more of the following areas: (1) faculty and academic functions; (2) administrative functions, dynamics, and leadership; (3) higher education governance including faculty governance and policy development, (4) higher education accreditation policies, standards, and compliance methods, (5) education technologies and information systems; (6) strategic planning and

institutional development; (7) financial management, financial modeling, budgeting, accounting standards, auditing. In addition to the foregoing areas of expertise, the Committee shall also include in its file of nominees, one or more individuals that have a demonstrated affinity for the mission of the University and/or the local communities in which the University has focused or desires to engage in considerable community involvement. The Committee shall make an assessment of the performance of each incumbent Board member and shall furnish a report of such assessment to the Chair of the Board at or before the Annual Meeting of the Board. It shall also evaluate the performance of the Board as a group. It shall provide education and orientation for new Board members, including clearly defined expectations, performance and basic information about the University and its operations and shall prepare and/or maintain and recommend changes to University policy and guidance documents. It shall also provide continuous education of Board members concerning their role in the governance of the University.

iii. Specific Duties. Specific duties of the Committee shall include:

- A. To recommend policies and practices that are designed to create a Board culture of accountability for performance;
- B. To develop policy and practice that fairly and objectively measures Board and individual trustee performance;
- C. To develop and recommend policies and practices that are designed to guide the selection of University officers;
- D. To act as a resource to ensure that University governance practices are consistent with best practices;
- E. To ensure a program of regular, continuing Board education and new Board member orientation;
- F. To periodically review the Bylaws of the Board to assess whether they are consonant with the actual governance practices of the

Board and the University and whether they require modifications to maintain their currency;

G. To ensure that all University bodies and officers are acting in all ways that are consistent with the content of these Bylaws; and

H. To recommend practices designed to ensure compliance with the conflict of interest policies of the Corporation including the annual disclosure by all trustees of potential conflicts.

d. Academic Affairs Committee. There is hereby established an Academic Affairs Committee of the Board composed and empowered as provided hereinafter.

i. Composition. The Academic Affairs Committee shall be composed of no less than three (3) members of the Board and others whom the Chair of the Board believes would bring valuable expertise and insight to the work of the Academic Affairs Committee.

ii. Mandate. The Academic Affairs Committee shall: study and appraise the quality and effectiveness of the academic programs and support resources of the University; recommend initiatives to the Board for advancing the academic mission of the University, maintain a general supervision of the University's compliance with licensing and accreditation standards, programmatic growth and development, and make such reports and recommendations to the Board relative to the foregoing as may be appropriate or required.

e. University Finance and Administration Committee. There is hereby established a University Finance and Administration Committee of the Board composed and empowered as provided hereinafter.

i. Composition. The University Finance and Administration Committee shall be composed of not less than five (5) members of the Board inclusive of the Treasurer of the Corporation.

ii. Mandate. The University Finance and Administration Committee shall maintain a general supervision and oversight of the financial operations of the University including, without limitation, a review of its budget

preparation and management process, the adequacy and availability of its financial resources, the adequacy and protection of its assets, the capability of its business office staff, the integrity of its financial systems, its compliance with financial standards and regulations, its compliance with student financial aid regulations, and its financial reporting.

f. University Audit Committee. There is hereby established a University Audit Committee of the Board composed and empowered as provided hereinafter.

i. Composition. The University Audit Committee shall be composed of the Chair of the Board of Trustees, and such other persons as the Chair shall appoint from time to time who by training, relationship to the University and its business, and by disposition are able to exercise independent judgment concerning the financial affairs of the University. The University Audit Committee membership shall not include officers or employees of the Corporation.

ii. Mandate. The University Audit Committee shall: interview and recommend the hiring and firing of the auditor of the financial statements of the University; confer with the auditor from time to time to ensure that the financial affairs of the University are in order; require that the auditor conduct the audit in accordance with GAAP; negotiate and recommend to the Board of Trustees the terms of engagement of the auditor; approve any non-audit related service engagement to be conducted by the auditing firm; review and accept or reject the audit; and monitor remediation of or compliance with any audit findings or recommendations.

Section 3. General Committee Guidelines.

a. Committee Membership, Officers and Voting Power. Except with respect to the Executive Committees whose members are elected or ex officio, committee members, chairs and vice chairs of all committees shall be appointed annually by the Chair of the Board after consultation with the Board, at or following the Annual Meeting of the Board. No one person may serve as chair of more than one committee. Every member of a committee, including ex-officio members and

independent members, to the extent not otherwise limited by these Bylaws, shall be entitled to vote in committee meetings.

b. Membership of Standing Committees. Except as otherwise provided above, each standing committee shall consist of the Chair of the Board and the President of the University as members ex-officio. The term of each committee member shall be one (1) year with the expectation of at least two (2) consecutive years of continuous service on a committee.

c. Liaison. For each standing committee, the President of the University shall appoint an officer or administrative staff member to serve as liaison between the committee and the office of the President of the University, and to assist the committee in performing its duties.

d. Conduct and Frequency of Meetings. All Standing and Special committees shall meet at least two (2) times annually, and shall make reports and submit recommendations to the Board except the executive committees. Members of committees should endeavor to be present, in person or by telephone, at all meetings. A majority of the committee members shall constitute a quorum for the conduct of business, provided, that, at least a majority of the committee members constituting a quorum at any committee meeting must be Independent Persons. The Chair of the Board and the President of the University, in their capacities as ex officio members shall not be counted in establishing a quorum. Meetings may be called either by the committee chair or by one-third (1/3) of the members of the committee, by written notice, which shall be sent by the Secretary of the Board to each committee member at least ten (10) days before the date of the meeting and shall provide a full and fair opportunity for all independent committee members to participate in such meeting. Each member of a committee, including the chair of the committee and ex officio members, shall be entitled to one vote on each matter presented before the committee for action. The vote of a majority of the committee members present at any duly constituted meeting shall be sufficient to approve items of business and express the will of the committee. Any reference within these Bylaws to a "two-thirds majority vote" shall mean and shall require, unless otherwise specified in these Bylaws, a two-thirds majority vote of the committee members participating in said meeting

(so long as a quorum is otherwise present) and shall not mean and shall not require a two-thirds majority vote of all of the members of the committee then qualified and serving. Meetings of committees shall be conducted in accordance with Robert's Rules of Order (latest edition) to the extent not contrary to Law or these Bylaws or procedures properly adopted by the committee at the meeting in question. Any Board member, who is not a member of a particular committee, may attend the meetings of that committee and be heard on matters under consideration, however, without right to vote or of participation in deliberations on pending motions or resolutions. Minutes of each duly constituted meeting of a committee shall be prepared and sent to committee members and presented to the Board at the next regularly scheduled Board meeting. The Committee's minutes will be kept by the person so designated by the Chair with a copy delivered to and retained by the Secretary of the Corporation.

e. Committee Meetings at a Distance. Any meeting of a committee may be taken by electronically mediated means. Where a meeting is conducted by electronically mediated means, the chair of the committee must ascertain that all participants may simultaneously hear each other and participate verbally in the discussions, and if video presentations are to be made, that each participant has reasonable access to the video feed.

ARTICLE 7 - LOANS

The Board shall not make any loan of money or property to, or guarantee the obligation of any Board member or University officer, unless approved by appropriate legal authority, provided, however, that the Board may advance money to a Board member or University officer for expenses reasonably anticipated to be incurred in performance of the duties of such Board member or University officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

ARTICLE 8 - CONFIDENTIALITY

Except as may otherwise be required by law or the Board of Directors, no trustee shall share, copy, reproduce, transmit, divulge or otherwise disclose any confidential information related to the affairs of the shareholders, the Board of Directors, the Board of Trustees or the Corporation and each member of the Board of Trustees, each

University officer, and each Delegate and employee of the University and Corporation shall uphold the strict confidentiality of all meetings and other deliberations and communications of the shareholders, Board of Directors, and the Board of Trustees except as otherwise authorized. For the purpose of this Article 8, confidential information means confidential, trade secret and proprietary information, including but not limited to, business development or expansion plans, marketing plans, recruitment plans, strategic affiliations or partnerships, articulation arrangements, consortium agreements, market or feasibility studies, curriculum, curriculum development plans, business opportunities and business methodologies.

ARTICLE 9 - AMENDMENTS AND REVISIONS

These Bylaws may be adopted, amended or repealed only with the joint approval of a majority of each of the Board of Trustees and the Board of Directors. Either the Board of Directors or the Board of Trustees may initiate amendments from time to time as deemed necessary and appropriate.

ARTICLE 10

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification. Consistent with the Bylaws of the Corporation, the Corporation shall, to the maximum extent and in the manner permitted by the Code, indemnify each Trustee on the Board against expenses (as defined in Section 317(a) of the Code), judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with any proceeding (as defined in Section 317(a) of the Code), arising by reason of the fact that such person is or was a trustee of the Corporation. The indemnification provided by this Section shall not be deemed exclusive of any other rights to which trustees may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in an official capacity and as to action in another capacity while holding such office, to the extent that such additional rights to indemnification are authorized in the Articles of Incorporation

Section 2. Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a trustee of the Corporation against any liability asserted against or incurred by such person in such capacity or arising out

of such person's status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 3. Conflicts. No indemnification or advance shall be made under this Article 10 except where such indemnification or advance is mandated by law or the order, judgment or decree of any court of competent jurisdiction, in any circumstance where it appears:

(i) That it would be inconsistent with a provision of the articles of incorporation, the bylaws of the Corporation, a resolution of the shareholders or an agreement in effect at the time of the accrual of the alleged cause of the action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or.

(ii) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement

ARTICLE 11

MISCELLANEOUS

Section 1. Each Trustee and, subject to Board approval, each Board Delegate shall be entitled to reimbursement for expenses reasonably incurred in connection with such Trustee's performance of his or her duties, subject to compliance with the Corporation's rules and policies on expenses established by the Board of Directors or officers of the Corporation from time to time.

Section 2. Trustees shall have the right to inspect the books and records of the University similar to the inspection rights of a director under the Code.

ARTICLE 12

CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Law as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes a

corporation as well as a natural person. If any competent court of law shall deem any portion of these Bylaws invalid or inoperative, then so far as is reasonable and possible (i) the remainder of these Bylaws shall be considered valid and operative, and (ii) effect shall be given to the intent manifested by the portion deemed invalid or inoperative.

DRAFT

EXHIBIT A

SPECIFIC PUBLIC BENEFITS

The New Alliant Board of Directors, Board of Trustees, committees, directors and trustees of each governing board, and New Alliant officers, shall discharge their respective duties in the best interests of the corporation and shall consider the impacts of any action or proposed action on the ability of New Alliant to accomplish the following specific public benefit purposes:

PURPOSE	CRITERIA	PUBLIC STANDARD
<p>The following are the proposed specific public benefits:</p>	<p>The following are criteria for measuring achievement of the specific public benefit purposes:</p>	<p>The following constitutes the method by which the University will endeavor to promote public accountability and transparency (in each case where the result of a calculation is published, the calculation methodology must be described in reasonable detail):</p>
<p>Maintain appropriate student admissions standards and achieve competitive student academic outcomes.</p>	<p>Each student admitted to the University shall have a reasonable prospect to complete the program based on objective admissions standards of the University and of the applicable program. No student shall be admitted who does not meet admissions criteria established by the University except in pursuit of affirmative goals of addressing underserved populations unless the reasons for an exception are clearly stated and the student is given appropriate notice that his or her admission is based on an exception to normal standards. The University shall make progress toward and, upon achievement, maintain retention and graduation rates at benchmark</p>	<ul style="list-style-type: none"> - Continuous audit of admissions records and decisions by New Alliant. - Calculation and publication of retention and graduation rates for the University and each program and degree level.

PURPOSE	CRITERIA	PUBLIC STANDARD
	<p>levels based on national standards as appropriately adjusted to compare with those of private institutions offering the same degree levels and with similar admissions selectivity.</p>	
<p>Achieve competitive post-graduate outcomes.</p>	<p>Each graduate of University shall have reasonable expectations of licensure attainment (as applicable), employment, or further academic study in the field for which he or she has prepared academically. Students shall receive appropriate licensure examination preparation, career mentoring and advice, and postgraduate academic study advice sufficient to prepare them for entry into their professions or further academic study during and within a reasonable period of time following graduation. The University shall make progress toward and, upon achievement, maintain placement rates for all degree programs and licensure examination pass rates for each applicable program, at national benchmark levels as appropriately adjusted to compare with those of private institutions offering the same degree disciplines and levels and with similar admissions selectivity. No degree program shall be compared to the same</p>	<p>Published placement and licensure pass rates from the most official or reliable source available. The manner and quality of data collection shall be of paramount importance in determining reliability. When posting University placement data, the University will be the most official source of data.</p>

PURPOSE	CRITERIA	PUBLIC STANDARD
	<p>program at another institution where the institution maintains different levels or kinds of specialized or programmatic accreditation.</p>	
<p>Promote Diversity and Inclusiveness</p>	<p>Alliant shall foster an inclusive environment that respects diversity among its students, faculty, staff and leadership, including its Board of Trustees. Alliant will develop and maintain programs aimed at promoting the success of students from backgrounds that are underrepresented in higher education and the professions, and include formal competencies in multicultural and international settings among its educational outcomes.</p>	<p>Publication of admissions and graduation rates of student populations representing diversity in race, ethnicity, gender and other factors that can be tracked through common data collection methods in compliance with law. Evaluation of cultural and international competencies.</p>
<p>Provide community engagement opportunities and experiences</p>	<p>University programs shall include formal opportunities for students and faculty to engage with broader communities through internships, outreach and public service.</p>	<p>Publish annually a report on the quantity and quality of community engagement and community impact from University programs and selective exemplary efforts of individual students, faculty and staff to the extent permissible by law.</p>
<p>Assure the quality of academic offerings</p>	<p>The University shall maintain good standing with its accreditors and applicable regulators. The University shall seek to confirm the quality of its academic</p>	<p>Summative findings of accrediting and regulatory bodies concerning the University's compliance with applicable rules and standards shall be published on the University's</p>

PURPOSE	CRITERIA	PUBLIC STANDARD
	<p>programs by the pursuit of specialty accreditation that leads to an improvement in student learning outcomes and access to professional engagements, employment and advance academic studies without creating barriers to admission for the existing or targeted student population.</p>	<p>website.</p>
<p>Maintain student, faculty and staff satisfaction</p>	<p>The University shall annually survey its students, faculty and staff to determine their levels of satisfaction with the institution and make recommendations for improvement. The University shall work toward continuous improvement in this area.</p>	<p>A summary report of all satisfaction surveys shall be published on the University website.</p>
<p>Ensure the sustainability of operations</p>	<p>Effectively manage University resources in a manner that will allow the University to pursue activities that that support public benefit purposes and achieve intended public benefit outcomes.</p>	<p>Compliance with applicable regulatory and accrediting agency financial responsibility ratios, and the production of financial audits that demonstrate responsible financial management.</p>

Document comparison by Workshare Compare on Thursday, March 27, 2014
5:45:56 PM

Input:	
Document 1 ID	interwovenSite://NCUSADMS01/USA/756629969/8
Description	#756629969v8<USA> - AIU BOT BYLAWS
Document 2 ID	interwovenSite://NCUSADMS01/USA/756629969/9
Description	#756629969v9<USA> - Alliant International University - BOT Bylaws
Rendering set	Standard

Legend:	
Insertion	
Deletion	
Moved from	
Moved to	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
Insertions	14
Deletions	13
Moved from	0
Moved to	0
Style change	0
Format changed	0
Total changes	27