

BYLAWS
OF
ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS

as of February __, 2022



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OF
ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS**

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BYLAWS
OF
ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS

Preface: These bylaws repeal and replace all prior bylaws and constitutions of the Association of International Education Administrators.

ARTICLE I
Name

The name of the Corporation is the Association of International Education Administrators, a Missouri Not-For-Profit Corporation (the “Association” or “AIEA”).

ARTICLE II
Purposes of the AIEA

The AIEA is organized to advance the interests of its members and the international higher education field generally within the scope and meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the “Code”). More specifically, the purposes of the AIEA are to:

1. Provide an effective voice on significant issues affecting higher education’s international mission at all levels;
2. Improve and promote the performance of international work within institutions of higher education;
3. Establish and maintain a professional network among those in international higher education leadership roles;
4. Cooperate in appropriate ways with other national and international groups having similar interests;
5. Integrate Justice, Equity, Diversity, and Inclusion (JEDI) practices and policies into the Association and into best practices of international education; and
6. Advance the profession and the professional practice of senior leaders in the field of international education.

ARTICLE III
Membership and Member Dues

1. *Members.* Criteria for membership in the AIEA classes, or sub-classes, as well as dues and procedures for admission shall be established by Board resolution by a two-thirds vote of voting Board members at least 60 days prior to the effective date of any change. In the event the Board is unable to agree on changes, then the most recently adopted criteria for classes or subclasses, as well as dues and procedures shall remain in effect. A Board resolution that

designates membership classes shall become effective on the first day following the AIEA Annual Membership Meeting unless another day is specified.

2. *Liabilities of Members.* No person or organization who is now, or who later becomes, a Member of the AIEA shall be personally liable to AIEA creditors for any AIEA indebtedness or liability, and any and all creditors of the AIEA shall look only to the assets of the AIEA for payment.

ARTICLE IV *Offices and Registered Agent*

1. *Offices.* The AIEA shall continuously maintain a registered office at such place as may be designated by the Board. The Board is authorized to specify a principal office for purposes of legal compliance and may designate a virtual headquarters to the extent permitted by applicable law.

2. *Registered Agent.* The AIEA continuously shall maintain a registered agent designated by the Board in each jurisdiction in which the AIEA maintains a registered office.

3. *Changes.* Any change in the registered offices or registered agents of the AIEA shall be accomplished in compliance with applicable law.

ARTICLE V *Officers of the AIEA*

1. *Officers.* There shall be six (6) officers of the Association (“Officers”).

1.1. *President.* The President shall preside at all meetings of the Board and the Association and perform such other duties as may be directed by the Board. Except as provided for herein, the President shall appoint such working groups and task forces as the Board deems necessary.

1.2. *President-Elect.* The President-Elect shall preside at all meetings of the Board and the Association when the President is absent and perform such other duties as may be directed by the Board. The President-Elect shall undertake such duties as the President or Board of Directors shall designate.

1.3. *Immediate Past-President.* The Immediate Past-President shall preside at all meetings of the Board when the President and President-Elect are absent and perform such other duties as may be directed by the Board.

1.4. *Secretary.* The Secretary shall perform the duties usual and incidental to the office that are required to be performed by law, and shall be responsible for the minutes of the Board. The Secretary may delegate to the Executive Director and other staff the actual performance of any or all of the office’s appropriate duties.

1.5. *Treasurer.* Subject to the direction and oversight of the Board, the Treasurer shall oversee the financial affairs of AIEA. The Treasurer shall prepare and present an annual budget for approval by the Board; present an annual report to the Board and Members; and is an ex-officio member of the Finance Committee.

1.6. *Executive Director.* The Executive Director shall serve as the chief executive officer of the AIEA and shall, together with the President and any other person designated by the President, represent the organization. The Executive Director is responsible for managing the day-to-day operations of the Association and will work with the Officers in providing leadership to the Association. The Executive Director or designee shall be an *ex officio*, non-voting member of the Board, the Governance Committee, the Finance Committee, the Executive Committee, and any Standing Committees or Task Forces.

2. *Election and Terms.*

2.1. *Election and Terms of Officers.*

The Board shall appoint individuals to serve in the Officer roles of Secretary, Treasurer and Executive Director. The Secretary and Treasurer shall each serve a maximum of three (3) renewable three-year terms. The Executive Director shall be appointed by, and serve at the pleasure of, the Board.

The Officer role of President-Elect shall be elected by the Members of the Association via electronic ballot at a time to be set annually by the Board prior to the Annual Membership Meeting of the AIEA. Such electronic ballot shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Any balloting shall indicate the time by which the ballot must be received by the Association in order to be counted.

Upon the completion of their one-year term, the President-Elect shall accede to the role of President. Upon completion of their one-year term, the President shall accede to the role of Immediate Past-President. The terms of office of the President, President-Elect and Immediate Past-President shall be for one year, beginning with the close of the business session of the Annual Membership Meeting and ending with the close of the next Annual Membership Meeting business session.

2.2. *Term Limitations.* No Immediate Past-President shall be eligible to be re-elected as an Officer immediately after the end of their term.

2.3. *Vacancies.* A vacancy in the President position shall be filled by the President-Elect. In the event the President-Elect shall fill the vacancy of a President, such person shall complete the term of the vacancy and shall serve the next succeeding term as President.

A vacancy in the President-Elect position shall be filled by appointment by the President. An individual who is appointed to fill a vacancy in the position of President-Elect may accede to the Presidency only upon a majority vote of the Members of the Association.

A vacancy in the Immediate Past-President position shall not be filled until after the end of the then-serving President's term.

All other Officer vacancies (during unexpired terms) shall be filled by appointment by the President, and all such appointees shall serve out the unexpired term of their predecessors in office.

ARTICLE VI *Board of Directors for the AIEA*

1. *General Powers and Duties.* The property, business, and affairs of the AIEA shall be controlled and directed by the Board. The Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation or applicable law that are necessary or convenient to carry out the purposes of the AIEA and which support and foster the purposes of the AIEA as established in these Bylaws. The Board shall formulate policy for the development and implementation of the AIEA's programs.

2. *Composition.* The Board shall not exceed twenty (20) voting members and shall consist of the President, President-Elect, Immediate Past President, Directors-at-large, the chairs of the standing committees (each individual being a "Director," "Board Member" or "Member of the Board"), and up to four (4) appointed Directors such as university and foundation presidents who will fulfill the "critical mission needs of AIEA" as proposed by the Governance Committee and approved by the Board in January each year. No member of the Board shall have more than one vote on the Board. However, the Secretary, Treasurer, and any appointed Advisors, in addition to the Executive Director, shall be *ex officio*, non-voting Members of the Board and shall not be included in the maximum number of twenty voting (20) Board members.

3. *Election and Terms.*

3.1. *Election of Directors-at-Large.* Directors-at-large shall be elected by the Members of the Association, as necessary, via electronic ballot at a time to be set annually by the Board prior to the Annual Membership Meeting of the AIEA. Such electronic ballot shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Any balloting shall indicate the time by which the ballot must be received by the Association in order to be counted. Directors-at-large shall serve three-year terms, such terms to be staggered. Directors-at-Large are eligible to be re-elected as a Director-at-Large immediately after the end of their term. Any Director-at-Large who is completing a partial term shall not be prohibited from being re-elected immediately at the end their partial term.

3.2. *Election of Standing Committee Chairs-Elect.* The Board will determine the Standing Committees of the Association by Board resolution per Article VI Section 6.

Chairs-elect shall be elected to three (3) year terms, as further described in Section 3.3 of this Article, by the Members of the Association, as necessary, via electronic ballot at a time to be set annually by the Board prior to the Annual Membership Meeting of the AIEA. Such electronic ballot shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Any balloting shall indicate the time by which the ballot must be received by the Association in order to be counted. The individuals initially elected to the Chair-elect positions under this Section shall be Members but not Directors immediately prior to their election as Chairs-elect of the committees described in this Section. The Chairs-elect described in this Section may be elected to multiple terms.

3.3. *Terms of Committee Chairs-Elect.* Upon completion of one (1) year of their three (3) year term, the Chairs-elect of these Standing Committees shall automatically become Chair and hold that role and title for the remainder of their three (3) year term and any succeeding terms.

3.4 *Vacancies.* All Director-at-Large vacancies and vacancies in the committee Chair-elect or chair positions for committees described in Section 3.2 of this Article (during unexpired terms) shall be filled by appointment by the President, and all such appointees shall serve out the unexpired term of their predecessors in office.

4. *Compensation.* Directors (other than the Executive Director) shall not be entitled to any compensation from AIEA except that Directors may be reimbursed for reasonable expenses relating to official AIEA business.

5. *Board Committees.* Board Committees of the AIEA shall be: the Governance Committee, the Finance Committee, the Audit Committee, and the Executive Committee. Except where otherwise provided in these Bylaws, and subject to the oversight of the Board, the President shall appoint the members of the Board committees.

5.1 *Governance Committee.* The Governance Committee shall be composed of five Board members, including the President-Elect, and shall be chaired by the President. The terms of the five Board members on the Governance Committee shall coincide with their respective terms as Board members. Likewise, the President-Elect's term on the Governance Committee shall coincide with their term as President-Elect. The overarching purpose of the Governance Committee shall be to provide ongoing review and recommendations to enhance the quality of the AIEA Board. To this end, the duties of the Governance Committee shall be to:

- Create and periodically review Board roles and responsibilities;
- Consider and evaluate the Board composition and leadership;
- Encourage Board development; and
- Assess Board effectiveness.

The Governance Committee shall also nominate annually at least one qualified candidate for President-Elect, at least one qualified candidate for each expiring Director-at-large

position, and at least one qualified candidate for each expiring Standing Committee Chair-elect position one year prior to the expiration of the term of each Standing Committee Chair. The proposed slate of qualified candidates shall be provided in writing to the Members at least sixty (60) days before the Annual Membership Meeting.

5.2 *Finance Committee.* The Finance Committee shall include a minimum of three voting Board members and maximum of five voting Board members, including the Treasurer, a voting member of the Finance Committee, and shall be appointed by the President for a three-year term. The chair of the Finance Committee shall be appointed by the President from within the Board. The Finance Committee is responsible for assisting the Board to ensure that AIEA is financially viable and meets its fiduciary and compliance responsibilities. In particular, the Finance Committee shall:

- Ensure that accurate and complete financial records are maintained;
- Ensure that accurate, timely, and meaningful financial statements are prepared and presented to the Board on a quarterly basis;
- Oversee budget preparation and financial planning;
- Safeguard the organization's assets;
- Help the full Board understand AIEA's financial affairs; and
- Ensure compliance with federal, state, and other requirements related to AIEA's finances.

5.3 *Audit Committee.* The Audit Committee shall have three members and shall ensure that the AIEA performs an annual audit that is disclosed to the public. The Audit Committee shall recommend to the Board the CPA firm to conduct any audit or review of the AIEA financial statements and oversee such audit. Provided the Chair is a member of the Board, Audit Committee members may be members of the Board or independent members and shall be appointed to serve three (3) year staggered terms. The Audit Committee members described in this Section may be elected to multiple terms. The President shall appoint a Director-at-large to serve as chair of the Audit Committee.

5.4 *Executive Committee.* The Executive Committee shall be comprised of the President, President-Elect, and Immediate Past-President as voting members along with the Secretary, Treasurer and Executive Director serving as *ex officio*, non-voting members of the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board in matters pertaining to the management of the AIEA except as limited by applicable law and instructions of the Board and shall act for the Board between meetings of the Board. All actions taken by the Executive Committee shall be presented to the Board for ratification by a majority vote of Board Directors at its next meeting.

6. *Standing Committees.* Standing Committees shall be created by Board resolution of a two-thirds vote of voting Board members. Historically Standing Committees consisted of the Member Outreach and Awards Committee, the Professional Development and Engagement Committee, the Public Policy Committee, the Publications and Resources Committee, and the Conference Committee. Except where otherwise provided in these Bylaws, and subject to the oversight of the Board, upon recommendation of the Chair of each of the Standing Committees,

the President shall appoint the members of Standing Committees of the AIEA Board. The Chairs-elect of Standing Committees shall be elected as described in Section 3.2 of this Article. The President, in consultation with the Board, will provide each of the standing committees with a charge and summary of the committee's major responsibilities.

7. *Task Forces.* Task Forces may be created by the President and ratified by the Board. Members and chairs of Task Forces shall be appointed by the President for durations appropriate to the charge of the respective Task Force. The charge to, and duration of, Task Forces shall be developed and created by the President in consultation with the Board. The chairs of Task Forces shall not be required to serve on the Board.

8. *Advisors.* One or more (no more than four) *ex-officio* non-voting Advisors having relevant special expertise (such as legal, accounting, or a credential relevant to the responsibilities of a particular committee or task force) may be recommended and appointed by the President in consultation with the Board and serve at the pleasure of the Board. Advisors shall be subject to the AIEA's Conflict of Interest Policy. Such volunteer service shall not, in and of itself, constitute practice of law or other regulated professional service. Advisors serve as *ex-officio* Board Members for the duration of their appointment. The appointment of such advisors may be renewed annually for up to nine years with approval by the Board.

ARTICLE VII

Meetings of the Board

1. *Regular Meetings.* The Board shall meet at a minimum of twice each calendar year at such regular times and dates as designated by the President or the Board.

2. *Notice of Meetings.* Written notice of the time, date and place of Board meetings shall be given by the President to each Member of the Board at least five (5) days in advance of the meeting.

3. *Place of Meetings.* The meetings of the Board shall be held at such place as the President or Board may designate, noting Article VII Section 10 Meeting by Communication Device.

4. *Special Meetings.* The times, dates and places of special meetings of the Board may be set at the call of the President, upon written call by the majority of Directors, or upon resolution of the Board. Notice shall be given by the usual means of communication at least five (5) days prior to a special meeting, unless waived in writing by all Members of the Board.

5. *Notice of Intention to Attend; Attendance Required.* Members of the Board shall be required to notify the President of their inability to attend a lawfully scheduled meeting within three (3) days of the receipt of a meeting notice. Failure of a Director to attend any two consecutive meetings may constitute grounds for removal from any Officer or Director position by the Board.

6. *Waiver of Notice.* Any Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the AIEA for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice of such meeting unless the Director, at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7. *Quorum.* A majority of the voting Members of the Board or any committee of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of any business meeting based upon the number of the voting Members of the Board attending either in person or by means of electronic participation.

8. *Parliamentary Rules.* All meetings of the Board or any committee shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Newly Revised*.

9. *Manner of Acting.* Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board or a committee of the Board shall be decided by a majority vote of the Directors present at a meeting (either in person or by remote participation) at which a quorum exists. No proxies shall be permitted in matters voted on by the Board or the Executive Committee.

10. *Meeting by Communications Device.* The Board of Directors or any committee of the Board may conduct its meetings by means of video, conference telephone, or similar communications equipment provided that all persons participating in the meeting can communicate with one another, and participation in such a meeting shall constitute presence in person at such meeting.

11. *Action Without Meeting.* Action required or permitted to be taken at a meeting of the Board or a committee of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office or all the members of the committee of Directors and all of the Directors in office or all the members of the committee of Directors consent to such action in a writing setting forth the action taken. Such consent can be given in writing or electronically and shall be filed with the minutes of the proceedings of the Board or the committee and have the same force and effect as a vote of the Board or of the committee at a meeting, whether done before or after the action so taken.

ARTICLE VIII

Meetings of the Association

1. *Annual Membership Meeting.* The Association shall hold an annual meeting of the AIEA ("Annual Membership Meeting") at a time to be determined by the Board. The purposes of the Annual Membership Meeting are to facilitate communications and to transact other business.

2. *Special Meetings.* The President shall call special meetings of the Association when requested to do so by either at least one-third (1/3) of the Board or at least one-third (1/3) of

the Members. Special meetings of the Association shall be held at such times and places as shall be designated by the Board or the President.

3. *Notice of Meetings.* Written notice of the time, date and place of AIEA meetings shall be given by the President or the Executive Director to each Member at least ten (10) days in advance of the meeting.

4. *Waiver of Notice.* Any Member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Member entitled to the notice, and delivered to the AIEA for inclusion in the minutes or filing with the corporate records. A Member's attendance at or participation in a meeting waives any required notice of such meeting unless the Member, at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. *Place of Meetings.* The meetings of the Association shall be held at such place as the President or Board may designate. The Annual Meeting may be conducted by means of video, conference telephone, or similar communications equipment provided that all persons participating in the meeting can communicate with one another, and participation in such a meeting shall constitute presence in person at such meeting.

6. *Voting.* Every Member shall be entitled to one vote, when in attendance, upon all questions brought before duly called meetings of AIEA.

7. *Quorum.* A quorum for the transaction of business at any meeting of the Association shall consist of 50 or more Members present at the business meeting either in person or by means of electronic participation.

8. *Parliamentary Rules.* All meetings of the Association shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Newly Revised*.

ARTICLE IX

Contracts, Loans, Checks, Deposits, and Funds

1. *Contracts.* The Board may authorize any Officers, employees or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the AIEA, and such authority may be general or confined to specific instances.

2. *Loans.* No loans shall be contracted on behalf of the AIEA and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

3. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money issued in the name of the AIEA shall be signed by such Officer, employee or agent of the AIEA and in such manner as shall from time to time be determined by the Board.

4. *Funds.* All funds of the AIEA not otherwise employed shall be deposited from time to time to the credit of the AIEA in such depositories as may be selected by the Board, or as may be designated by any Officer, employee or agent of the AIEA to whom the Board may delegate such power.

5. *Acceptance of Gifts.* The Board, or any Officer, employee or agent of the AIEA to whom such authority may be delegated by the Board, may accept on behalf of the AIEA any contribution, gift, bequest, or devise for the purposes of the AIEA.

6. *Audits.* Upon a call of a majority of the Board or by resolution of the Board, the Association shall engage a certified public accounting firm to express an opinion on the financial statements of the Association. The financial statements of the Association and the Audit report shall be published for the information of the membership.

7. *Bond.* At the direction of the Board, any Officer or employee of the AIEA shall be bonded. The AIEA shall pay the expense of procuring any such bond.

ARTICLE X *Indemnification and Insurance*

1. *Indemnification Provisions.* Any person who at any time serves or has served as a Director or Officer of the AIEA, or in an appointed capacity as an Advisor, shall have a right to be indemnified by the AIEA to the fullest extent under the laws of the state of North Carolina (without regard to conflict of law provisions) against all liabilities (as hereinafter defined) and litigation expenses (as hereinafter defined) in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitrative action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the AIEA, seeking to hold someone liable by reason of the fact that they are or were acting in such capacity; provided, that such indemnification shall not be effective with respect to (a) that portion of any liabilities or litigation expenses with respect to which the Director or Officer or former Director or Officer is entitled to receive payment under any insurance policy or (b) any liabilities or litigation expenses incurred on account of any of the Director or Officer's or former Director or Officer's activities which were at the time taken known or believed by the Director or Officer or former Director or Officer to be clearly in conflict with the best interests of the AIEA.

2. *Definitions.* As used in this Article, (a) "liabilities" shall include, without limitation, payments made in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which the Director or Officer or former Director or Officer may have become liable in any such action, suit or proceeding; (b) "litigation expenses" shall include, without limitation, (1) reasonable expenses, including attorneys' fees, incurred by the Director or Officer or former Director or Officer in connection with any proceeding, and (2) reasonable costs and expenses and attorneys' fees and expenses in connection with the enforcement of rights to the indemnification granted hereby or by applicable law, if such enforcement is successful in whole or in part.

3. *Approval of Indemnification Payments.* The Board shall take all such action as may be necessary and appropriate to authorize the AIEA to manage and pay the indemnification required by Section 1 of this Article X, including the authorization of payment of litigation costs in advance pending resolution of litigation.

4. *Insurance.* The AIEA shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer, Director, President, committee member, Advisor (appointed pursuant to Article VI.8) or is serving at the request of the Association, against any liability incurred by such person in any such capacity, or arising out of that person's status as such, whether or not the Association would have the power to indemnify that person against such liability under this Article.

ARTICLE XI

Prohibition Against Sharing in Corporate Earnings; Dissolution

1. *Prohibition Against Sharing in Corporate Earnings.* No Director, Officer, or employee of the AIEA, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the AIEA, but this shall not prevent the payment to any person of such reasonable compensation that the Board shall fix for services rendered to or for the AIEA in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the AIEA.

2. *Dissolution.* In the event of the dissolution of the AIEA, the Board shall, after paying or making provision for the payment of all liabilities of the AIEA, distribute all remaining assets of the AIEA to one or more organized and qualified charitable, education, scientific or philanthropic organizations, such organizations being exempt under Section 501(c) of the Code, to be selected by the Board of Directors.

ARTICLE XII

General Provisions

1. *Electronic Transactions.* The Corporation may conduct any transaction by electronic means, including, without limitation, taking any action without a meeting pursuant to Article XII, Section 2 of the Bylaws, to the fullest extent permitted by applicable laws. This provision shall constitute the agreement by the Corporation and the Board of Directors and/or Association to conduct transactions by electronic means, so that the Board of Directors and/or Association can, among other things, consent to an action taken without a meeting by email and other electronic means.

2. *Limit of Use of Property and Funds to Purposes of the AIEA.* No funds or property of the AIEA shall be devoted to or expended for any purpose or objective not stated in the AIEA's Articles of Incorporation or these Bylaws, but all of the AIEA's funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the AIEA be used for personal benefit, by way of compensation, directly or indirectly, of the Directors.

3. *Amendments.* Any of these Bylaws may be altered, amended or repealed, and new bylaws may be adopted by a two-thirds vote of the Members at any regular or special meeting of the Association, provided a quorum of at least 50 Members are present either in person or by means of electronic participation. Proposed amendments to these Bylaws must be presented in writing to the President at least 30 days before the meeting at which they are to be voted; however, this requirement may be waived by the President or by a three-fourths (3/4) vote of the voting members of the Board at any regular or special meeting. Any amendments to these Bylaws shall become effective on the first day following the AIEA Annual Membership Meeting unless another day is specified.

4. *Fiscal Year.* Except as altered by a resolution of the Board, the fiscal year of the AIEA shall be from July 1st through June 30th.

5. *Definitions.* Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.

6. *Nondiscrimination.* Any selection, election, appointment or other manner of qualification of any Member, Director, Officer, employee or agent of AIEA shall be made without regard to sex, color, race, religion, national origin, physical handicap, age or sexual preference.

7. *Exclusive Jurisdiction.* The superior courts of the State of North Carolina shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Association, (ii) any action asserting a claim of breach of a fiduciary duty owed by any Director or Officer of the Association, (iii) any action asserting a claim against the Association arising pursuant to any provision of the North Carolina Nonprofit Corporation Act, the AIEA Certificate of Incorporation or these Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine.