

Bylaws of Harmony Foundation International, Inc.

(Approved by the Board of Directors of SPEBSQSA, Inc., at Kenosha, Wisconsin, on June 29, 1959)

(Adopted by the Board of Trustees of Harmony Foundation, Inc., at Chicago, Illinois, on July 4, 1959)

(As revised through January 29, 2009)

ARTICLE I

1.01 Name

The name of this organization shall be Harmony Foundation International, Inc. (the "Foundation.").

1.02 Type of organization

The Foundation is a non-stock, nonprofit, charitable trust corporation, organized under the laws of the State of Wisconsin.

ARTICLE II

2.01 Purposes

(1) The Foundation is created and shall be administered and operated exclusively for such educational and charitable purposes as the Board of Trustees (the "Board"), in its discretion, shall determine will best promote:

(a) The performance and use of the musical talents and other resources of members of the Society for the Preservation and Encouragement of Barber Shop Quartet Singing in America, Inc. (the "Society"), the Society's subordinate units and singing groups in support of charitable and educational institutions, community services, and civic projects, whose purposes are deemed by the Board to be consistent with the purposes of the Foundation, and by entertainment means, by direct money contributions or by grant or contribution of property.

(b) The study, teaching, experimentation, practice, demonstration and performance of four-part vocal harmony known as Barbershop harmony, and to stimulate an interest in music and in lyrical and musical composition and arranging and the allied arts and to collaborate with other music educators for this purpose.

(c) The establishment of music scholarships for needy, talented students.

(2) To purchase, acquire, hold, own, improve, mortgage, give, grant, sell, lease, and convey both real and personal property, to accept and receive contributions of money or other property for the Foundation's purposes, and to exploit such property and to apply such property and the net proceeds and income therefrom to the purposes stated in subsections 1(a), (b), and (c) of this Article II.

ARTICLE III

3.01 Board of Trustees - composition

The business and affairs of the Foundation shall be managed and administered by the Board of Trustees consisting of nine (9) elected members (the "Elected Trustees"). At least five (5) of the Trustees must be members of the Society. In addition, the president/chief executive officer of the Foundation and the Society executive director shall be ex officio members of the Board of Trustees, with voice but without vote in matters considered by the Board.

3.02 Nomination - election - term

Elected Trustees shall be nominated as provided in Section 5.01 of these Bylaws and elected by the Board of Directors of the Society in the same manner as Society officers. Each Elected Trustee shall be elected to serve for a term of three (3) years, with the expiration of such terms being staggered so that the terms of three members will expire in each of three successive years. No Elected Trustee having served more than two (2) full consecutive terms shall be eligible for reelection to a subsequent term until a period of at least one (1) year has elapsed after the end of the last full term served by such Trustee. Subject to the provisions of Section 3.03 with respect to interim vacancies, Elected Trustees shall take office on January 1 following their election, and shall continue in office until their respective successors are duly elected and installed.

3.03 Interim vacancies

Interim vacancies on the Board shall be filled by majority vote of the remaining Trustees, who shall elect a qualified person to fill such vacancy until the expiration of such vacant term.

3.04 Duties of Trustees - qualifications

(1) It shall be the duty of the Board to manage the trust estate in accordance with the provisions of the Trust Agreement entered into by and between the Foundation and the Society and to exercise such powers as are therein granted, said Trust Agreement (including any amendments or restatements thereof now existing or hereafter made) hereby being adopted by reference and made a part of these Bylaws.

(2) The Board, as a body, should include the following composite qualifications: (a) fund raising experience, including planned giving, major gift giving, foundation grant solicitation, and corporate underwriting; (b) investment experience, including stocks and bonds; and (c) legal experience, including trust and not-for-profit-law.

3.05 Meetings

The Annual Meeting of the Board shall be held at the time and place established by a resolution adopted by the Board, for the election of Foundation officers and the transaction of

such other business as may properly be brought before the Board. Other meetings of the Board may be held as determined by resolution of the Board, or at the call of the chairman of the Board or the president, or upon petition of five (5) Elected Trustees.

3.06 Quorum

A majority of the Elected Trustees shall constitute a quorum at meetings of the Board.

3.07 Action by consent

The Board may take action by unanimous consent, by mail, telegraph, telephone, or other means, provided that written memoranda of any such actions, and the unanimous consent, be placed in the permanent records of the Foundation.

3.08 Compensation

The Trustees, in such capacity, shall serve without compensation, except for extraordinary or professional services rendered, but shall be reimbursed for reasonable and necessary expenses incurred in carrying out their duties.

ARTICLE IV

4.01 Officers

The officers of the Foundation shall consist of a chairman and a vice-chairman of the Board, president, secretary, treasurer, and such vice-presidents or other officers as the Board may deem necessary to conduct the affairs of the Foundation. Any office, other than that of chairman of the Board or president, may be combined with another office. The chairman and vice chairman of the Board shall be elected from the Elected Trustees, but no other officers are required to be Trustees. The officers may be compensated for services rendered to the Foundation in such capacity(ies), in such manner and amounts as may be determined by the Board.

4.02 Election - term of office

The chairman and vice-chairman of the Board shall be elected by the Board at its Annual Meeting, shall take office on January 1 following their election, and shall hold office for one year or until their successors are duly elected and installed. The other officers shall be elected by the Board, and shall serve at the will and pleasure of the Board or for such fixed term as the Board may specify at the time of their election.

4.03 Vacancies in office

Interim vacancies in office shall be filled by nomination by the Nominating Committee and election by the Board, a vote by mail, telegraph or other electronic means providing a written

record of such action being hereby authorized for such purpose. The Board shall determine when a vacancy in office exists.

4.04 Duties of officers

(1) The chairman of the Board shall preside at all meetings of the Board, shall supervise the work of the president, shall appoint all committees and shall be an ex-officio member of all committees, except the Nominating Committee. The chairman shall have the authority to sign documents on behalf of the Foundation, and to disburse funds of the Foundation as prescribed by the Board. The chairman shall submit reports to the Board, at least annually. The vice-chairman shall assist the chairman in the performance of the duties of that office. In the event of the absence or disability of the chairman, the vice-chairman, or another of the Elected Trustees designated by the Board, shall act temporarily in such capacity.

(2) The president shall be an employee of the Foundation, and shall be the chief executive officer of the Foundation under the supervision of the chairman and the Board. The president shall supervise and manage the staff of the Foundation, prepare administrative budgets for approval of the Board, assist the secretary and the treasurer in the performance of their duties, and perform such other duties as may be assigned by the Board. The president shall also have the authority to sign documents on behalf of the Foundation, and to disburse funds of the Foundation as prescribed by the Board. The president shall submit reports to the Board, at least annually.

(3) The vice-president(s) shall assist the president in carrying out the policies and objectives of the Foundation and Board, and shall perform such other duties as may be prescribed by the Board.

(4) The secretary shall keep minutes of the meetings of the Board and shall be the keeper of the official records of the Foundation.

(5) The treasurer shall keep records of receipts, deposits and disbursements and shall be empowered to disburse funds of the Foundation. The treasurer shall develop, and recommend to the Board for adoption or modification, policies governing the investment of funds or other assets of the Foundation. The treasurer shall also be responsible for the management of all Foundation finances, preparation of budgets, overseeing of accounting, and, with the approval of the Board, the selection of auditors and depositories of the funds of the Foundation. The treasurer shall submit an annual report to the Board.

(6) The officers shall have the power and authority to employ or retain staff personnel, either on a part-time or full-time basis, and other advisors, consultants, or counsel, and to pay such reasonable compensation to the same, all as may be authorized and approved by the Board and necessary for the proper conduct of the affairs of the Foundation.

(7) The officers shall review the charitable and community service projects and purposes of the Society and its subordinate units and singing groups and shall, insofar as feasible and proper, correlate, organize, promote and support those efforts in the name of the Foundation.

The officers shall recommend service projects to the Board, all to the end that the charitable and community service projects and purposes may be fulfilled more effectively.

(8) The officers shall review the educational purposes and programs of the Society and its subordinate units and shall make recommendations to the Board as to the distribution of Foundation funds and assets for those purposes.

(9) The officers shall formulate and recommend to the Board a long-term program of solicitation of gifts, grants and contributions to the Foundation.

4.05 Staff

The staff of the Foundation shall include the president, who shall also be the chief operating officer, and directors, managers, clerical and support staff persons, as shall be deemed necessary by the president.

ARTICLE V

5.01 Nominating Committee - nominations

The chairman of the Board shall annually appoint a Nominating Committee consisting of at least two Elected Trustees. The Nominating Committee shall nominate at least one eligible person for each Trustee and officer position to be elected, and shall report the officer nominee(s) to the Board and the Trustee nominee(s) to the Society Board, in each case at least ten days prior to the meeting at which the election will be held. Nominations may also be made from the floor.

5.02 Other committees

The chairman or the Board may appoint such other committees as deemed necessary. Such committees shall have such duties as may be delegated to them by the officers, or by the Board.

ARTICLE VI

6.01 Revenue

The revenue of the Foundation shall be from rents, profits, interest, gifts, grants and contributions.

ARTICLE VII

7.01 Distribution of assets

The distribution of assets of the Foundation shall be in accordance with applicable provisions of the Trust Agreement, and as provided herein.

ARTICLE VIII

8.01 Incorporation

The Foundation shall be incorporated in the state of Wisconsin as a non-stock, nonprofit, charitable trust corporation in perpetuity.

ARTICLE IX

9.01 Report

The Foundation shall furnish semi-annual reports of its activities and finances to the Society Board of Directors, and shall prepare and distribute a Foundation Annual Report on or before the date of the Annual Convention of the Society.

ARTICLE X

10.01 Prohibited activities

No part of the activities of the Foundation shall be the carrying on of political propaganda or otherwise attempting to influence legislation. No assets of the Foundation, real or personal, income or corpus, shall be used, granted, or conveyed for any purpose or to any person or organization if such use, grant, or conveyance would render the Foundation ineligible for tax exempt status under the Internal Revenue laws of the United States, or would render contributions to the Foundation ineligible for deductibility under Section 170 of the Internal Revenue code of 1954, or any amendments or supplements thereto.

ARTICLE XI

11.01 Amendment and approval

Amendments to these Bylaws shall be effective upon adoption by a majority vote of the Board, and the approval of such amendments by a majority vote of the Society Board of Directors.

ARTICLE XII

12.01 Indemnification

(1) Except to the extent expressly limited by the provisions of Section 12.02 hereof or by mandatory restrictions or limitations imposed by applicable law, the Foundation shall indemnify any person (and the estate or personal representative of any person) who was or is, or is threatened to be made, a party to any Proceeding (as hereinafter defined), by reason of the fact

that such person is or was a trustee, director, officer, partner, member of any governing or decision making committee, manager, employee, or agent of the Foundation, or is or was serving at the request of the Foundation in any such capacity or capacities in, or with respect to, another corporation, limited liability company, partnership, joint venture, trust, or other enterprise. As used in this Article XII, the term "Proceeding" is defined as any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, arbitration or other proceeding, whether formal or informal, which involves foreign, federal, state or local law and which is brought by or in the right of the Foundation or by any other person. (2) The indemnification provided for in subsection (1) above shall extend to and include all Expenses (as hereinafter defined) and Liability (as hereinafter defined) incurred by such person in any Proceeding. As used in this Article XII, the term "Expenses" includes fees, costs, charges, disbursements, attorney fees and other expenses incurred in connection with a Proceeding, and the term "Liability" includes Expenses as well as the obligation to pay a judgment, settlement, penalty, assessment, forfeiture or fine, or any excise tax assessed with respect to any employee benefit plan.

12.02 Standard of conduct

(1) Any person described in Section 12.01 (1) shall be indemnified by the Foundation for all reasonable Expenses incurred in a Proceeding to the extent such person has been successful on the merits or otherwise in the defense of a Proceeding. In all other cases not included in the preceding sentence, any such person shall be indemnified by the Foundation for all Liability incurred by such person in a Proceeding unless Liability was incurred because such person breached or failed to perform a duty such person owes or owed to the Foundation and the breach or failure to perform constitutes any of the following:

(a) A willful failure to deal fairly with the Foundation in connection with a matter in which such person has a material conflict of interest.

(b) A violation of criminal law, unless such person had reasonable cause to believe such person's conduct was lawful or had no reasonable cause to believe such person's conduct was unlawful.

(c) A transaction from which such person derived an improper personal profit.

(d) Willful misconduct.

(2) Determination of whether indemnification is required under this Article XII, or otherwise, shall be made under Section 12.03, or otherwise as may be required under applicable law. The termination of a Proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the person is not required under this Article XII, or otherwise.

12.03 Determination

(1) Determination as to the right of any person to indemnification under Section 12.01 shall be made on a case by case basis, by one of the following means:

(a) By majority vote of a quorum of the Foundation Board consisting of Trustees not at the time parties to the same or related Proceedings; or, if a quorum of disinterested Trustees cannot be obtained, by majority vote of a committee duly appointed by the Foundation Board and consisting of two or more Trustees not at the time parties to the same or related Proceedings. Trustees who are parties to the same or related Proceedings may participate in the designation of members of the committee.

(b) By independent legal counsel selected by a quorum of the Foundation Board or its committee in the manner prescribed in subsection (a) above or, if unable to obtain such a quorum or committee, by a majority vote of the full Foundation Board, including Trustees who are parties to the same or related Proceedings.

(c) By a panel of three arbitrators consisting of one arbitrator selected by those Trustees entitled under subsection (b) above to select independent legal counsel, one arbitrator being selected by the person seeking indemnification and one arbitrator selected by the two arbitrators previously selected.

(d) By the court conducting the Proceeding, or another court of competent jurisdiction.

(2) Upon the written request by a person who is a party to a Proceeding and who claims the right to indemnification as provided in this Article XII and the approval of such request by majority vote of a quorum of the Foundation Board or its committee in the manner prescribed in subsection (1)(b) above, the Foundation may pay or reimburse such person's reasonable Expenses as incurred if such person provides the Foundation with all of the following:

(a) A written affirmation of such person's good faith belief that such person has not breached or failed to perform such person's duties to the Foundation.

(b) A written undertaking, executed personally or on such person's behalf, to repay the allowance and, if required by the Foundation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required under this Article XII, and that indemnification is not ordered by a court. The undertaking under this subsection shall be an unlimited general obligation of the person seeking indemnification and may be accepted by the Foundation without reference to such person's ability to repay the allowance. The undertaking may be secured or unsecured.

12.04 Provisions not exclusive

(1) The indemnification provided by this Article XII shall not be deemed exclusive of any other rights to which persons seeking indemnification may be entitled under (a) the Wisconsin Nonstock Corporation Law or other applicable law, (b) any written agreement between such person and the Foundation, or (c) any resolution adopted by the Foundation Board, and any such

right to indemnification shall continue as to a person who has ceased to be a trustee, director, officer, partner, member of any governing or decision making committee, manager, employee or agent of the Foundation, and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such person.

(2) All terms not otherwise expressly defined in this Article XII shall have the meanings ascribed to them in the Wisconsin Nonstock Corporation Law.

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