

BY-LAWS
OF
HARPING FOR HARMONY FOUNDATION

ARTICLE I

NAME

The name of this Corporation shall be Harping for Harmony Foundation.

ARTICLE II

OFFICE

The principal office of this Corporation shall be located in the City of Morgantown, or its environs, Monongalia County, West Virginia.

ARTICLE III

PURPOSES

The object and purpose for which this Corporation is formed is to promote harmony and community, locally and globally, through sharing of traditional and new music, especially featuring the harp, and to do any and all lawful things, and to enter into any agreements and contracts necessary, helpful, useful or convenient in the accomplishment of any of the aforesaid purposes and objectives of this Corporation.

ARTICLE IV

MEMBERSHIP, BOARD OF DIRECTORS

Section 1. There shall be two classes of members of the Corporation as follows:

- (a) Class A. The original Class A members of the

corporation shall be the person who sign the Articles of Incorporation thereof as incorporator. Upon the election by the incorporator of a Board of Directors, and at all times thereafter, the Class A members of the corporation shall be those persons who from time to time are the duly elected members of the Board of Directors of the corporation. Each Class A member shall be entitled to one vote at any meeting of the members or Board of Directors of the corporation. Any reference to the Directors or to the Board of Directors in these By-Laws shall mean the Class A voting members of the corporation.

(b) Class B. The Board of Directors may from time to time elect to Class B, or honorary, or ex officio membership in the corporation any number of persons who are interested in the objects and purposes of the corporation. Class B members shall be elected for terms of three years, and shall have all the rights and privileges of Class A members, including the right to attend meetings of the members or of the Board of Directors, except that Class B members shall not have the right to vote on any matter coming before the members or the Board of Directors of the corporation.

Section 2. This corporation shall be managed by a Board of Directors composed of not fewer than one (1) person and not more than twelve (12) persons, who shall be the Class A members of the corporation. The number of Directors may be increased or decreased from time to time by amendment of this section of the By-Laws. Directors whose terms shall expire shall be eligible for re-election. All vacancies arising on the Board of Directors, whether

by reason of death, incapacity, resignation, as the result of the amendment of this section or the By-Laws increasing the total number of Directors, or otherwise, shall be filled by those Directors duly elected, qualified and serving at such time.

Section 3. One-third of the members of the Board of Directors shall be elected for a term of three (3) years at each Annual Meeting of the corporation by the Directors then in office. *

Section 4. The entire direction and management of the affairs of this corporation shall be vested in its Board of Directors, who shall pursue such policies and principles as shall be in accord with the purposes of this corporation as set forth in its Charter, these By-Laws, and the laws of the State of West Virginia.

Section 5. One-third of the membership of the Board of Directors duly elected, qualified and serving as such at the time of any meeting shall constitute a quorum for the transaction of business. But if less than a quorum shall be in attendance at the time for which a meeting shall have been called, the meeting may be adjourned from time to time by a majority of the Directors present, without notice other than by announcement at the meeting, until a quorum shall be present.

Section 6. The Annual Meeting of the members and Board of Directors shall be held at the principal offices of the corporation in the Town of Ireland, West Virginia, or at such other place within or without the State of West Virginia as may be designated in the notice thereof. The date for the Annual Meeting shall be on or about March 17, St. Patrick's Day of each year or at *

such other time and on such other date as may be designated in the notice thereof.

Section 7. In addition to its annual meeting, one (1) regular meeting of the Board of Directors shall be held during each year, on or about September 17, 1996.

Section 8. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any one (1) member of the Board of Directors.

Section 9. Notice of the time and place of every meeting of the Board of Directors shall be given at least two (2) days previous thereto.

Section 10. The Board of Directions may by resolution passed by a majority of the whole Board delegate three (3) or more of its number to constitute an Executive Committee which to the extent provided in such resolution (but subject to any limitations imposed by the laws of the State of West Virginia) shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may be given the power to authorize the seal of the corporation to be affixed to all papers which may require it.

Section 11. The Board of Directors, constituting the Class A, or voting, membership of the corporation, shall have all the powers, without limitation, which are given to members of a non-stock, non-profit corporation under the laws of the State of West Virginia.

ARTICLE V

OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as may be elected as provided in Section 8 of this Article. All officers shall be elected at the annual meeting of the Board of Directors and shall hold office until the next regular Annual Meeting of the Board of Directors or until their successors are elected and qualified or until their removal by the Board of Directors. All officers shall be chosen from among the Directors.

Section 2. The President shall exercise a general supervision over the affairs of the corporation. He shall be the chief executive officer of the corporation and shall have all the powers and duties usually exercised by and incident to the office of the President. Unless he is a regular member thereof, he shall be an ex officio member of all committees. He shall perform such other and further duties as shall from time to time be delegated to him by the Board of Directors.

Section 3. The Vice-President, if any, shall act as President in the absence of the President, and when so acting shall have all the power and authority of the President.

Section 4. The Secretary shall keep a record of the proceedings of the corporation and of the Board of Directors and shall issue notices for meetings of the corporation and of the Board of Directors. In the absence of the President and the Vice-President, he shall assume the duties of the President. He shall perform all duties incident to the office of Secretary and such other duties as may from time to time be delegated to him by the Board of Directors, or the President.

Section 5. The Treasurer shall have the charge of all funds of the corporation. He, or his designee, shall send out all notices requiring the payment of fees or other charges, shall collect the same, shall deposit all monies received by him from any source in such bank or trust company as may be designated by the Board of Directors, and shall keep full and accurate accounts thereof and of all other financial matters of the corporation. He shall render a full report whenever required by the Board of Directors. His books and accounts shall, at all times, be open to the Board of Directors, and to such persons as the Board may designate to inspect same. The Treasurer shall perform such other duties as may from time to time be delegated to him by the Board of Directors, or the President.

Section 6. Whenever any vacancy shall occur in any office of the corporation, by reason of death, resignation, incapacity or otherwise, the vacancy may be filled by the Board of Directors.

Section 7. Any officer of the corporation may be removed summarily, at any time by a resolution passed by an affirmative of a majority of the Board of Directors.

Section 8. Other officers, including one or more Vice-Presidents and one or more assistant Secretaries or assistant Treasurers may from time to time be elected by the Board of Directors, and shall hold office for such terms as may be designated by the Board of Directors.

Section 9. Officers and Directors of the corporation shall serve without compensation. The corporation may, from time

to time, employ such agents as may be necessary to properly conduct its affairs. Compensation of such agents shall be determined by the Board of Directors.

ARTICLE VI

INDEMNITY OF OFFICERS AND DIRECTORS

Each person now or hereafter a Director or officer of the corporation (and his heirs, executors and administrators) shall be indemnified by the corporation against all costs and expenses including all attorneys' fees, imposed upon or reasonably incurred by him in connection with or resulting from any action, suit, proceeding or claim to which he is or may be made a party by reason of his being or having been a Director or officer of the corporation (whether or not a Director or officer at the time such costs or expenses are incurred by or imposed upon him), except in relation to matters as to which he shall have been finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duties as such Director or officer. Such right of indemnification shall not be deemed exclusive of any rights to which he may be entitled under any other by-law, agreement, vote of Directors, or otherwise.

ARTICLE VI

MISCELLANEOUS PROVISIONS

Section 1. The Board of Directors shall have the power to determine from time to time by whom, to what extent, and under what conditions and limitations the accounts, records, and books of the corporation, or any of them, shall be open to inspection. The minutes book of the corporation and all audited financial

statements shall at all times during business hours be open to inspection by the members of the Board of Directors.

Section 2. Checks, notes, drafts and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize.

Section 3. Upon the conclusion of each fiscal year there shall be conducted an independent audit of the corporation's books and financial records by an outside accountant. Copies of such independent audit shall be distributed to each member of the Board of Directors upon completion.

Section 4. These By-Laws may be amended, altered or repealed at any meeting of the Board of Directors by an affirmative vote of a majority of the Directors present at such meeting.

Section 5. The annual year of the corporation for administrative and fiscal purposes shall be from January 1 through December 31 of each calendar year.