

BY-LAWS OF
KHS FRIENDS OF MUSIC, INC.

ARTICLE I - OFFICES

1. The registered office of the corporation shall be at Kennett High School, 100 East South Street, Kennett Square, PA 19348.

2. The corporation may also have offices at such other places as the Board of Directors may from time to time appoint or the activities of the corporation may require.

ARTICLE II - SEAL

1. The corporate seal shall have inscribed thereon the name of the corporation, the year of its organization and the words "Corporate Seal, Pennsylvania".

ARTICLE III - MEMBERS

1. There shall be no members, as such, of the corporation.

ARTICLE IV - DIRECTORS

1. The business and affairs of this corporation shall be managed by its Board of Directors, four (4) in number, who shall be natural persons of full age and who need not be residents of this Commonwealth. Each shall be elected by the majority vote of the other members of the Board of Directors at the annual meeting of the Board of Directors of the corporation, and each director shall be elected for the term of one (1) year and until his successor shall be elected and shall qualify.

2. The incorporators shall elect the initial Board of Directors of the corporation at the organization meeting.

3. In addition to the powers and authorities by these By-Laws expressly conferred upon them, the Board of Directors may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the Articles or by these By-Laws directed or required to be exercised or done by any other body.

4. The meeting of the Board of Directors may be held at such times and at such place or places within this Commonwealth, or elsewhere, as a majority of the directors may from time to time appoint, or as may be designated in the notice calling the meeting. An annual meeting of the Board of Directors shall be held on the second Tuesday of February in each year if not a legal holiday, and if a legal holiday, then on the next full business day following at 2:00 o'clock P.M. when they shall elect a Board of Directors and transact such other business as may properly be brought before the meeting. If the annual meeting shall not be called and held within six months after the designated time, any member of the Board may call such meeting.

5. Written or personal notice of every meeting of the Board of Directors shall be given to each director at least ten days prior to the day named for the meeting.

6. A majority of the directors in office shall be necessary to constitute a quorum for the transaction of business and the acts of a majority of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. Any action which may be taken at a meeting of the directors may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by all of the directors in office and shall be filed with the Secretary of the corporation.