

*Incorporation of the Company therein mentioned, which said motion was seconded and by a unanimous vote carried by the affirmative of the Board of Directors, of the Sacred Harp Publishing Company, Inc., on April 22, 1935. As of September 24, 1974, the U.S. Internal Revenue Service declared the Sacred Harp Publishing Company, Inc., a non-profit organization under the tax section of 501(c)(3) and not a private foundation under tax section 509(a)(2).*

## CONSTITUTION AND BY-LAWS AS OF OCTOBER 13<sup>TH</sup>, 2012 OF THE SACRED HARP PUBLISHING COMPANY CARROLLTON, GA.

### ARTICLE I. NAME, LOCATION, AND PURPOSE OF THE COMPANY.

**Section 1.** The name of the Company shall be the Sacred Harp Publishing Company, Inc. From hereafter the Board of Directors of the Sacred Harp Publishing Company, Inc. may be referred to as the Board.

**Section 2.** The principal office shall be located in Carrollton, GA, until otherwise determined by a majority vote of the full Board of Directors of the corporation as chosen by the stockholders during the previous year's stockholders' election of the Board members. When determining a majority, the Board may exclude those who died, are absent or are infirm.

**Section 3.** The chief object attained by the incorporation of the Sacred Harp Publishing Company, Inc. was, and is, to publish, or to revise *The Sacred Harp* song book first published in 1844. *The Sacred Harp* song book uses the four shaped note system of "fa, sol, la, and mi" of the musical scale, otherwise known as the "old English scale". The song book includes a majority of music written in "dispersed harmony" and must continue in that style, in perpetuity. The purpose of the Sacred Harp Publishing Company Inc. is to offer said book, whensoever revised or reprinted, to the general public as a sacred song book. Any future offers or revisions of *The Sacred Harp* song book are to strictly maintain the tradition laid down and maintained in the previous editions and revisions of *The Sacred Harp* song books published in 1844, 1850, 1859, 1869, 1911, 1935, 1960, 1966, 1971, and 1991.

**Section 4.** Thomas J. Denson and Seaborn M. Denson purchased the rights to the song book from Joe S. James. The Original Sacred Harp Publishing Company, Inc. Constitution and By-Laws were established on April 22, 1935. The copyright to the song book was renewed by the Sacred Harp Publishing Company, Inc. in 1959, 1966, 1971 and 1991.

**Section 5.** Whensoever, any portion of *The Sacred Harp* song book or songs shall be renewed under the copyright laws of the United States of America, it shall be done in the name of the Sacred Harp Publishing Company, Inc.

**Section 6.** The second Constitution and By-Laws were revised on July 2, 1968. The third revision of the Constitution and By-Laws were duly authorized by the full Board of Directors at a meeting held on October 9, 2010. The bylaws were amended on October 8, 2011 by the full Board of Directors to comply with the Georgia Nonprofit Corporation Code.

**Section 7.** The Sacred Harp Publishing Company, a Domestic Non-Profit Corporation, was duly incorporated under the laws of the State of Georgia on January 24, 2011. The corporation is organized pursuant to the Georgia Nonprofit Corporation Code. In the State of Alabama the Statement of Intent to Dissolve and Articles of Dissolution for the Sacred Harp Publishing Company, Inc. was filed with the Judge of Probate of Winston County on February 9, 2011. The dissolution was approved by the State of Alabama on February 16, 2011.

### ARTICLE II. STOCK SHARES.

**Section 1.** The principal voting shares of stock were valued at \$15,000.00 (fifteen thousand U.S. dollars) but shall now be valued at \$20,000.00 (twenty thousand U.S. dollars) which shall be divided into 800 (eight hundred) voting shares at a fixed value of \$25.00 (twenty-five U.S. dollars) per share. These voting shares are solely for the purpose of allowing shareholders to vote for the Board of Directors of the Sacred Harp Publishing Company, Inc. The value of 800 (eight hundred) shares shall be held in a reserve account and not intermingled with operating funds of the company.

**Section 2.** The Sacred Harp Publishing Company, Inc. shall be a non-profit Corporation under the Statutes of Georgia and the U.S. Internal Revenue Service as declared on September 24, 1974.

**Section 3.** No part of the net earnings of the company shall benefit any private shareholder or individual. The voting shares were sold for and still maintain a fixed value of \$25.00 (twenty-five U.S. dollars) per share.

**Section 4.** The Corporation shall not engage in any propaganda or attempt to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate seeking public office.

#### ARTICLE III. STOCKHOLDERS' MEETINGS.

**Section 1.** A bi-annual meeting of the stockholders shall be held on the Saturday before the second Sunday of October. Notice of the bi-annual meeting as well as a proxy ballot slip shall be mailed to the stockholders not less than twenty days (20) and not more than thirty (30) days before the meeting date thereof.

**Section 2.** The Stockholders' Meeting shall be solely for the purpose of electing the Board of Directors to serve a term of two years and transacting any business as may be desired and necessary for the Corporation, and not contrary to law.

**Section 3.** At every Stockholders' Meeting each stockholder shall be entitled to one vote for each voting share of stock held in their name. Stockholders' votes can also be cast by a written proxy. Stockholders are entitled to vote proxies assigned to them by a valid stockholder. If the assigned proxy stockholder, or alternate, does not attend the meeting, the proxy(ies) is/are null and void.

**Section 4.** The maximum number of personal votes and written proxy votes may not exceed fifty (50) total votes by any one stockholder in attendance at the Stockholders' Meeting. The Notification of Stockholders' Meetings will have a space for stockholders who are unable to attend the meeting to designate another primary stockholder to vote by proxy, and also have a place to designate up to two alternate stockholders to vote the proxy votes in the absence of the primary stockholder. This will permit all written proxy votes to be cast in the election of Directors in the event one stockholder has a combined total of more than fifty (50) personal and written proxy votes for the meeting. This will also ensure that all stockholders' written proxy votes are cast in the election of Directors.

**Section 5.** A quorum for the transaction of business at the Stockholders' Meeting shall consist of stockholders representing twenty percent (20) plus one (1) voting shares of stock issued, either in attendance or by proxy, with the exception of "dead" shares (Article V, Section 1). Unless twenty (20) percent or more of the voting power is present in person or by proxy, the only matters that may be voted on at the annual Shareholders' meeting are those that are described in the meeting notice.

**Section 6.** At each Stockholders' Meeting the President, Treasurer, or Recording Secretary, shall submit minutes reporting the company's activities within the last year and a report of the general financial condition of the company, including its assets and tangible property.

**Section 7.** The President shall call the Stockholders' Meeting to order and announce the purpose of the meeting. In the absence of the President, the Vice President shall fulfill the role of the President. The Secretary shall call the roll of stockholders and issue voting ballots.

**Section 8.** The stockholders may remove a member of the Board of Directors at the bi-annual meeting of stockholders by a majority vote. Directors or officers may be removed from office at a special stockholders' meeting by a simple majority vote plus one (1) if the meeting demand specified such action.

**Section 9.** (A) A special meeting of the stockholders to be held at the same place as the bi-annual meeting may be called

at any time by the President and in his absence by the Vice President.

(B) Except as otherwise provided, if the stockholders of at least 5 per cent of the voting power (800 shares [minus “dead shares”]  $\times 5\% = 40$  shares [minus percentage of “dead shares”]) of the company sign, date and deliver to any publishing company officer one or more demands in writing, or by electronic transmission, for a meeting and describing the purpose or purposes for which the meeting is to be held. Special meeting notices must notify shareholders of the place, date and time of the meeting no fewer than 10 days or more than 60 days before the meeting date.

(C) A quorum of twenty (20) percent of the voting power ( $800 \times 20\% = 160$  [minus percentage of “dead shares”]) must be present or by proxy to discuss matters described in the special meeting notice.

(D) For matters other than those described in the special meeting notice to be discussed and voted on, a quorum of twenty-one (21) percent or more ( $800 \times 21\% = 168$  [minus percentage of dead shares]) of the voting power must be present in person or by proxy. Matters that may be voted upon at a bi-annual meeting may also be voted upon at a special meeting of the stockholders.

(E) A demand by a member for a special meeting may be revoked by a written or electronic means to that effect by the member and received at the company prior to the call of the special meeting.

#### ARTICLE IV. TRANSFERS OF STOCK SHARES.

**Section 1.** Transfers of stock shares shall be made only on the books and records of the Corporation. The old stock certificates, properly endorsed, shall be surrendered and cancelled before new certificates are issued.

**Section 2.** After issuance of a new or reissued stock share, no sale or transfer of stock shall be made by the owner thereof until thirty (30) days after the same has been offered for sale to the Corporation by an instrument in writing directed to the Executive Secretary of the Sacred Harp Publishing Company, Inc.

**Section 3.** The books and records of the company shall be closed to transfer of stock shares for a period of thirty (30) days prior to the date of the bi-annual Stockholders’ Meeting. If the Corporation does not buy the share of stock, the stockholder may sell or transfer it to another person.

**Section 4.** In the case of loss or destruction of a certificate of a voting share of stock, a new certificate will be issued. No new share will be issued in lieu thereof, except upon satisfactory proof to the officers of such loss or destruction, and upon giving satisfactory security, by bond or otherwise, against loss to the Corporation. Any such new stock share certificate shall be plainly marked “duplicate” upon the face of the certificate.

**Section 5.** In the case of an heir wishing to keep the original stock share certificate, a copy of the original share certificate may be made and submitted to the Corporation. A form offered by the Corporation shall be signed, witnessed and notarized and submitted to the Corporation. The original stock share certificate number shall be declared null and void in the Corporation records and a new stock share certificate number and voting share shall be reassigned in the records.

**Section 6.** As of October 9, 2010, in addition to current stock shares held, no one stockholder may purchase more than three shares of voting stock in the Sacred Harp Publishing Company, Inc.

**Section 7.** A voting share or portion of a voting share in the Sacred Harp Publishing Company, Inc. may be given or bequeathed to a person or current active shareholder. Voting shares may be transferred as specified in Article IV, Section 1.

**Section 8.** No one stockholder in the Sacred Harp Publishing Company, Inc. may own, acquire, or accumulate more than thirty (30) literal voting shares in the Corporation. The exception is that shares of stock bequeathed to a living and voting shareholder may cause the shareholder to own thirty (30) shares plus the number bequeathed to him/her. There is an exception when a stockholder is given proxy(ies) assigned to a specific stock shares and for a stockholders meeting for the purpose of electing a new Board of Directors. In that case, the cumulative total of personally owned and proxy(ies) may exceed thirty (30) votes, but may not exceed fifty (50) personally owned and written proxy(ies.)

**Section 9.** All voting stock shares must be signed by the President of the Corporation or the 1st Vice President and the Executive Secretary of the Corporation and sealed with the Corporation's seal.

#### ARTICLE V. LOCATING LOST STOCKHOLDERS OR FAMILY MEMBERS.

**Section 1.** When a stockholder is known to be deceased and the closest living heir does not come forth within one year of the date of the stockholder's death, the voting share of stock is considered "abandoned" for the purposes of voting and in the ability to form a quorum of stockholders to transact Company business.

**Section 2.** Any time the closest living relative of a deceased shareholder does not come forth within a period of one (1) year from the death of the stockholder, but does come forth at a later time, he or she may receive a fixed sum of the original purchase price of \$25.00 (twenty-five U.S. Dollars) for the voting share if the relative is determined by law to be entitled to receive said property.

**Section 3.** When the closest living relative of a deceased stockholder does not come forth within a period of one (1) year from the death of the stockholder, nor is located after a reasonable search by the Company officers and the mailed meeting notices have been "returned to sender" by the U. S. Postal Service, the voting share may be determined as being abandoned and canceled in the records of the Company by a vote of the Board of Directors. Shares in this category may be assigned a new number and reissued. Once a share is declared abandoned by the Board of Directors and reissued, the family member will not be eligible for another share of stock to replace an abandoned share. The family member will be informed of the method to obtain a share of stock. The family member will be paid the share value of \$25.00 (twenty-five dollars) per share.

**Section 4.** The Treasurer will cause funds from abandoned shares of stock to be transferred to a separate bank account. \$25.00 (twenty-five dollars) per share determined to be abandoned by the Board of Directors will be deposited in this account. If an eligible family does contact the Company at a future time and wants to have the original purchase price of the share(s), they will be paid twenty-five dollars (\$25.00) for each share from this account. These funds will not be used for general operating funds of the company. A record will be kept of the names and number of shares which were considered as abandoned by the Board of Directors and funds deposited in this account. The register will show the name of the shareholder, number of shares, the date the Board declared the share(s) abandoned, and any subsequent contact by a family member requesting a refund of the share(s) value of \$25.00 (twenty-five) per share.

#### ARTICLE VI. BOARD OF DIRECTORS.

**Section 1.** The Board of Directors of the Company shall meet immediately after the bi-annual Stockholders' Meeting, and annually.

**Section 2.** (A) When a quorum of the Board of Directors (a majority of the elected directors) is available, a meeting may be called to order for deciding immediate and necessary business concerning the Company. Directors must be present at the bi-annual stockholders meeting to be reelected unless the director is in extremis. For any other meeting of the Board of Directors, the meeting may take place through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed present at the meeting.

(B) If an officer vacancy occurs, the Board of Directors may elect another director to assume the duties of the vacant office. The elected officer will serve the remainder of the term of the officer who was replaced.

(C) The Board of Directors may remove an officer at any time with or without cause by a three-fourths vote of the full Board.

**Section 3.** No two immediate relatives such as a husband-wife, parent-child, brother-sister, or aunt-uncle may serve on the Board of Directors at the same time.

**Section 4.** No more than two (2) first cousins may serve on the Board at one time.

**Section 5.** When a vacancy occurs on the Board of Directors, the remaining directors will fill the vacancy by electing an alternate director to serve until the next regular bi-annual Stockholders' Meeting. A director so elected by the Board of Directors may be removed with or without cause by a majority vote of the Board of Directors

**Section 6.** A Board of Directors, of not less than five (5) nor more than fifteen (15) directors, will manage the business, assets and property of the Corporation.

**Section 7.** The number of the Board of Directors of the Sacred Harp Publishing Company, Inc., will be determined by a seventy-five (75) percent vote of the full Board of Directors as chosen by the stockholders at the previous Stockholders' Meeting.

**Section 8.** At the meeting of the Board of Directors following the bi-annual stockholders meeting and at any other meetings of the Board of Directors, a quorum will be considered present if a majority of the Board members are present. At other than the Board of Directors meeting following the bi-annual stockholders meeting, Directors may participate thorough any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A director participating in this manner is considered present at the meeting.

**Section 9.** Each Director must be a stockholder of the Sacred Harp Publishing Company, Inc. and have owned a share for a period of one (1) year before being eligible to serve as an elected member of the Board of Directors.

**Section 10.** The Board of Directors may appoint a number of alternate directors of the Board of Directors from the stockholders of the Corporation. The number of alternate directors shall be determined by the sitting Board of Directors.

**Section 11.** Alternate directors shall have no authority or voting power on the Board of Directors unless temporarily appointed for the purpose of forming a quorum. If temporarily appointed, the appointment shall last but for one session of the Board meeting.

**Section 12.** No Board of Directors member shall receive any compensation for his/her service as a Director unless it is reimbursement for supplies needed for the business transactions for the Company.

#### ARTICLE VII. OFFICERS OF THE SACRED HARP PUBLISHING CO., INC.

**Section 1.** The Directors shall meet immediately after the bi-annual Stockholders' Meeting to elect one of its members as the Chairman of the Board to preside at the Board meeting. In the case of absence of the Chairman of the Board, the President shall preside, or in the absence of both the Chairman and the President, the Executive Secretary shall preside.

**Section 2.** The Officers shall be a President, one or more Vice Presidents, Chairman of the Board, and one or more Secretaries, one of which may also serve as the Treasurer.

**Section 3.** The role of the Secretary may be divided into an Executive Secretary; Stock/Recording Secretary; and Secretary/Treasurer. The Executive Secretary and/or an assistant shall have custody of the Company seal and record stock changes in the books and documents of the Company and issue new voting stock share certificates.

**Section 4.** When a Stock/Recording Secretary is elected, he/she shall have custody of the Company seal and record stock changes in the Company books and documents, and issue new voting stock certificates.

**Section 5.** The Secretary/Treasurer shall have custody of the Company monies and shall keep regular accounts of the monies. All check disbursements must be signed by two officers of the Sacred Harp Publishing Company, Inc., with the exception of disbursements of \$500.00 (five hundred dollars) or less may be signed by the Secretary/Treasurer.

**Section 6.** All conveyances of Company real estate must be approved by sixty-seven (67) percent or two-thirds ( $\frac{2}{3}$ ) of the Board of Directors of the Corporation and shall be signed by the President, and attested to by the Secretary under the seal of the Corporation.

**Section 7.** The Executive Secretary will have charge of distributing the song books and overseeing and maintaining the printing of the song books known as *The Sacred Harp*, 1991 Edition, or its successors and previously known as *The Original Sacred Harp*, Denson Revision and any other business as seen as being necessary by the Board of Directors of the Corporation.

**Section 8.** Any officer who ceases to be a Company stockholder also ceases to be a member of the Board of Directors or an Officer.

**Section 9.** The newly elected Board of Directors will meet immediately after the bi-annual Stockholders' Meeting and elect Officers. The Officers will serve a two-year term.

**Section 10.** The President, Executive Secretary, and Chairman of the Board shall also serve and be known as the Executive Committee. In the absence of one of the members of the Executive Committee a majority of the Board of Directors may appoint a third member of the Executive Committee.

**Section 11.** The Executive Committee may appoint any subordinate committees necessary. Any member of the Executive Committee may call for a meeting of the Executive Committee.

**Section 12.** With the consent of a simple majority of the Board members of the Company, there may be an immediate business session called to conduct any immediate business as is needed to be transacted by the Company. This is restricted to business that must be transacted for a deadline and/or must be done before the next regular meeting of the full Board of Directors.

#### ARTICLE VIII. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS.

**Section 1.** Upon dissolution of the Sacred Harp Publishing Company, Inc. the assets shall go to the appropriate non-profit university(ies) or college(s) as decided and determined at the time and by the seated Board of Directors of the Sacred Harp Publishing Company, Inc.

**Section 2.** (A) The Constitution and By-Laws were adopted on October 9, 2010 and replace all previous versions of the Constitutions and By-Laws, specifically those passed on April 22, 1935 and July 2, 1968 as entered into Corporation Record 2, Page 141, on file in the office of A. L Wakefield, Judge of Probate, Winston County, Alabama.

(B) The Revised Constitution and By-Laws were completed by Hugh McGraw, Richard DeLong and Charles Woods on June 6, 2010 serving as a Committee appointed by the Company Board of Directors on October 10, 2009. The revised Constitution and By-Laws were accepted and approved by the Board of Directors of the Sacred Harp Publishing Company, Inc. on October 9, 2010.

(C) The Constitution and By-Laws were amended by the Board of Directors, Sacred Harp Publishing Company, on October 8, 2011.

(D) The Constitution and By-Laws were amended by the Board of Directors, Sacred Harp Publishing Company, on October 13, 2012. The title of Article V title was changed to "Locating Lost Stockholders or Family Members." Changes were made to Sections 1 and 2, additions were made to Section 3, and Section 4 was added.