

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 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 Sacred Harp Publishing Company, Inc. may be referred to as the Company. Similarly, 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 Board. The Board may establish subordinate offices at any place or places where the Company is qualified to transact business.

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. The Sacred Harp 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, whenever 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 traditional aspects of previous revisions 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 copyright to the song book was renewed by the Sacred Harp Publishing Company, Inc. in 1959, 1966, 1971 and 1991. The Original Sacred Harp Publishing Company, Inc. Constitution and By-Laws were established on April 22, 1935. 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 5. Whenever, 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 Sacred Harp Publishing Company, a nonprofit corporation, was duly incorporated under the laws of the State of Georgia on January 24, 2011. The Company is organized pursuant to the Georgia Nonprofit Corporation Code and the code of the U.S. Internal Revenue Service. 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.

Section 7. The Company shall be neither organized nor operated for pecuniary gain or profit. No part of the net earnings of the Company shall benefit, or be distributable to, any Member, Director, or Officer of the Company, or any other private person.

Section 8. The Company shall not attempt to influence legislation, participate or intervene in any political campaign on behalf of any candidate seeking public office.

ARTICLE II. STOCK SHARES

Section 1. The principal voting shares are 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 stockholders 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 voting shares were sold for, and still maintain, a fixed value of \$25.00 (twenty-five U.S. dollars) per share.

ARTICLE III. STOCKHOLDERS' MEETINGS

Section 1. A biennial meeting of the stockholders shall be held for the purpose of electing the Board of Directors and transacting any business as may be desired and necessary for the Company, and not contrary to law. Notice of the biennial annual meeting, as well as a proxy ballot slip, shall be mailed to the stockholders not less than twenty (20) days and not more than thirty (30) days before the meeting date.

Section 2. 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. The notice of the Stockholders' Meeting will have a proxy ballot slip for stockholders who are unable to attend the meeting to designate a primary stockholder to vote by proxy and up to two alternate stockholders to vote by proxy in the absence of the primary stockholder. Stockholders are entitled to vote proxies assigned to them by a stockholder using the proxy ballot slip. The maximum number of personal and proxy shares voted by any one stockholder in attendance at the Stockholders' Meeting may not exceed fifty (50) total votes. If an assigned proxy stockholder and any designated alternate proxy stockholders, do not attend the Stockholders' Meeting, or exceed the fifty (50) vote threshold, the assigned proxy(ies) is/are null and void.

Section 3. 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 "abandoned" shares (Article V, Section 1). Unless twenty percent (20%) 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 4. 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 5. 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 6. The stockholders may remove a member of the Board of Directors at the biennial meeting of stockholders by a majority vote. Directors may be removed at a special Stockholders' Meeting by a majority vote if the meeting demand specified such action.

Section 7. Provisions for special meetings:

(A) A special meeting of the stockholders may be called at any time by the President and, in his absence, by the Vice President. Unless otherwise specified, the special meeting will be held at the same location as the biennial Stockholders' Meeting.

(B) A special meeting may be called if the stockholders of at least five percent (5%) of the voting power (800 shares [minus "abandoned" shares] \times 5% = 40 shares [minus percentage of "abandoned" shares, if applicable]) of the Company sign, date, and deliver to any Officer a request for a meeting describing the purpose or purposes for which

the meeting is to be held. Special meeting notices must notify stockholders of the place, date, and time of the meeting no fewer than ten (10) days or more than sixty (60) days before the meeting date.

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

(D) The request for a special meeting may be revoked by the requesting member(s) and received by an Officer prior to the call of the special meeting.

ARTICLE IV. TRANSFERS AND SALES OF STOCK SHARES

Section 1. Transfers and sales of stock shares shall be made only on the books and records of the Company. The stockholder may sell the share of stock back to the Company; alternatively, the stockholder may sell or transfer it to another person. The old stock certificates shall be declared null and void in the Company records.

Section 2. In the case of loss or destruction of a certificate of a voting share of stock, a new certificate will be issued upon satisfactory proof to the Officers. Any such new stock share certificate shall be plainly marked “duplicate” upon the face of the certificate.

Section 3. 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 Company. A form offered by the Company shall be signed, witnessed, and submitted to the Company. The original stock share certificate number shall be declared null and void in the Company records and a new stock share certificate number and voting share shall be reassigned in the records.

Section 4. As of October 9, 2010, in addition to current stock shares held, no one stockholder may purchase more than three (3) shares of voting stock in the Sacred Harp Publishing Company, Inc.

Section 5. A stock share in the Sacred Harp Publishing Company, Inc. may be given or bequeathed to a person or current active shareholder. Shares may be transferred as specified in Article IV, Section 1.

Section 6. Either abandoned or additional stock shares may be made available for sale by vote of the Board of Directors; the shares shall be offered to the public via a lottery process.

Section 7. No one stockholder in the Sacred Harp Publishing Company, Inc., may own, acquire, or accumulate more than thirty (30) literal voting shares in the Company. 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. When a stockholder is assigned proxy(ies) for a Stockholders’ Meeting for the purpose of electing a new Board of Directors, the cumulative total of personal and proxy shares may exceed thirty (30), but may not exceed fifty (50).

Section 8. All voting stock shares must be signed by the President of the Company or the 1st Vice President and the Executive Secretary of the Company and sealed with the Company’s seal.

ARTICLE V. LOCATING LOST STOCKHOLDERS OR FAMILY MEMBERS

Section 1. When a stockholder is known to be deceased and an eligible heir does not transfer the stock share(s) within one (1) year of the date of the stockholder’s death, the voting share of stock may be declared “abandoned” for the purposes of voting and forming a quorum of stockholders to transact Company business.

Section 2. When an eligible heir 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, the voting share(s) may be determined as being abandoned and canceled in the records. Shares in this category may be reissued. Once a share is declared abandoned by the Board of Directors and reissued, the heir will not be eligible for another share of stock to replace an abandoned share.

Section 3. The Treasurer or Executive Secretary will maintain a reserve bank account separate from the operating funds of the Company to cover the price of abandoned shares. If an eligible heir of a deceased shareholder contacts the Company at a future time and requests the original purchase price of the share(s), heir will be paid twenty-five U.S. dollars (\$25.00) for each share from this account.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The Board of Directors of the Company shall meet annually, including immediately after the biennial Stockholders' Meeting.

Section 2. A Board of Directors, of not less than five (5) or more than fifteen (15) directors, will manage the business, assets, and property of the Company. The number of the Board of Directors of the Sacred Harp Publishing Company, Inc., will be determined by a seventy-five percent (75%) vote of the full Board of Directors.

Section 3. When a quorum of the Board of Directors is available, a meeting may be called to order with the consent of a majority of the Board members for deciding immediate and necessary business concerning the Company.

Section 4. Director qualifications: Any stockholder of the Company who has owned a share of stock for a period of one (1) year prior to the Stockholders' Meeting may be nominated and elected as a Director. To be elected, a Director or nominee must be present at the Stockholders' Meeting. However, if illness or other life event precludes the Director or nominee from being present, the voting stockholders will determine nomination eligibility by a majority vote.

Section 5. Each Director shall serve a two (2) year term following each biennial Stockholders' Meeting. The Board of Directors may remove an officer at any time with or without cause by a three-fourths (3/4) vote of the full Board.

Section 6. At the meeting of the Board of Directors following the biennial 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. Directors may participate through 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 7. No Director shall receive any compensation for his/her service as a Director unless it is reimbursement for supplies needed for the business transactions of the Company.

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

Section 1. The Directors shall meet immediately after the biennial Stockholders' Meeting to elect one of its members as the Chairman of the Board to preside at the Board of Directors' meetings. 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 President, one or more Vice Presidents, Chairman of the Board, and one or more Secretaries, one of which may also serve as Treasurer. The Officers will serve a two (2) year term. If an Officer vacancy occurs, the Board of Directors may elect another Director to assume duties of the vacant office by majority vote. The elected Officer will serve the remainder of the term.

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 Stock/Recording Secretary 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. 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 5. All conveyances of Company real estate must be approved by sixty-seven (67) percent or two-thirds (2/3) of the Board of Directors of the Company and shall be signed by the President, and attested to by the Secretary under the seal of the Corporation.

Section 6. Any individual who ceases to be a Company stockholder also ceases to be a member of the Board of Directors or an Officer.

Section 7. 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 8. The Executive Committee may appoint any subordinate committees necessary. Any member of the Executive Committee may call for a meeting of the Executive Committee.

ARTICLE VIII. DISSOLUTION

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

ARTICLE IX. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS

Section 1. The following amendments have been made to the By-Laws:

(A) The Constitution and By-Laws adopted on October 10, 2020 replace all previous versions of the Constitutions and By-Laws.

(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 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.

(E) The Constitution and By-Laws were amended by the Board of Directors, Sacred Harp Publishing Company, on October 10, 2020.