

BYLAWS

ARTICLE I

OFFICES

Section 1. Office. The Principal Office of the Corporation shall be located at Herndon High School Choral Boosters, Inc., c/o Herndon High School, 700 Bennett Street, Herndon, VA 20170 or such other place as the Board of Directors of the Corporation may designate from time to time.

Section 2. Additional Offices. The Corporation may also have offices at such other places, both within and without the Commonwealth of Virginia, as the Board of Directors may from time to time determine or as the business of the Corporation may require.

ARTICLE II

PURPOSES

The purposes of the Corporation shall be those set forth in the Articles of Incorporation.

ARTICLE III

MEMBERSHIP

The Corporation shall have no members. Any action which otherwise would require either approval by a majority of the members or approval by the members shall require approval only by the Board of Directors. Pursuant to the Virginia Nonstock Corporation Act, all rights which otherwise would vest in the members, including, without limitation, the right to elect directors, shall vest in the Board of Directors.

ARTICLE IV

DIRECTORS

Section 1. General Powers; Number; Tenure. The business and affairs of the Corporation shall be managed by its Board of Directors, which may exercise all powers of the Corporation and perform all lawful acts and things for and on behalf of the Corporation. The number of directors shall be that provided in the Articles of Incorporation until increased or decreased pursuant to the following provisions, but shall never be less than the number set forth in the Articles of Incorporation. A majority of the entire Board of Directors may, at any time and from time to time, increase or decrease the number of directors of the Corporation as set forth in

the Articles of Incorporation, subject to the foregoing limitation. The tenure of office of a director shall not be affected by any decrease in the number of directors so made by the Board. The directors may be elected at any annual meeting of the Board of Directors or a duly called and noticed special meeting of the Board of Directors, provided, however, that each director elected shall hold office until his or her successor is elected and shall qualify or until such director is removed pursuant to these Bylaws.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors for any cause other than by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by a majority of the remaining members of the Board of Directors, although such majority is less than a quorum. Any vacancy occurring by reason of an increase in the number of directors may, unless otherwise provided in these Bylaws, be filled by action of a majority of the directors constituting the entire Board of Directors. A director elected by the Board of Directors to fill a vacancy shall be elected to hold office until his or her successor is elected and shall qualify. If there are no directors in office, any officer may call a special meeting of the officers of the Corporation in accordance with such applicable provisions of these Bylaws relating to a special meeting of the Board of Directors, at which meeting such vacancies shall be filled by a majority of such officers.

Section 3. Removal; Resignation.

(a) Except as otherwise provided by law or the Articles of Incorporation, at any meeting of the Board of Directors, duly called and at which a quorum is present, the Board of Directors may, by the affirmative vote of all of the members of the Board of Directors, remove any director or directors from office with or without cause and a successor or successors may be elected to fill any resulting vacancy pursuant to Section 2 above.

(b) Any director may resign at any time by giving written notice to the Board of Directors of the Corporation. Unless otherwise specified in such written notice, a resignation shall take effect upon delivery thereof to the Board of Directors or the designated officer. It shall not be necessary for a resignation to be accepted before it becomes effective.

Section 4. Place of Meetings. The Board of Directors may hold meetings, annual, regular or special, either within or without the Commonwealth of Virginia.

Section 5. Annual Meeting.

(a) The Board of Directors shall hold its regular meetings at such time and place as shall be designated by them, or in the absence of designation by the Board of Directors, at such place as shall be designated in a notice to the directors. Written notice of the annual meeting, stating the place, date and time thereof, shall be given to each director not less than ten (10) days prior to the meeting.

(b) The annual meeting of the Board of Directors may be held for the purpose of electing the directors, and shall be held for the purpose of electing officers, and shall be held for all other business as may properly come before the Board of Directors.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, if any, or the President, if any, on at least two (2) days' notice to each director, if such notice is delivered personally or sent by telegram, or on at least three (3) days' notice, if sent by mail. Except as otherwise provided by law, the Articles of Incorporation or Article VI of these Bylaws, any such notice need not state the purpose or purposes of such meeting.

Section 7. Quorum; Adjournments. At all meetings of the Board of Directors, a majority of the number of directors then in office shall constitute a quorum for the transaction of business, and the act of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law or the Articles of Incorporation. If a quorum is not present at any meeting of the Board of Directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

Section 8. Compensation. Directors shall not be entitled to compensation for their services as directors but shall be entitled to receive from the Corporation reimbursement for any reasonable expenses incurred in performing services for the Corporation and in attending directors' meetings. Any director receiving reimbursement for expenses under these provisions shall not be barred from serving the Corporation in any other capacity and receiving compensation and reimbursement for reasonable expenses for such other services.

Section 9. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors, and such written consent is filed with the minutes of the proceedings of the Board of Directors.

Section 10. Meetings by Telephone or Similar Communications. The Board of Directors may participate in a meeting by means of a conference telephone or similar communications equipment by means of which all directors participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE V

COMMITTEES

Section 1. Executive Committee. The Board of Directors may appoint an Executive Committee consisting of not less than two (2) directors, one (1) of whom shall be designated as Chairman of the Executive Committee. Each member of the Executive Committee shall continue as a member thereof until the expiration of his or her term as a director, or his or her earlier resignation as a member or as a director, unless sooner removed as a member or as a director.

Section 2. Powers. The Executive Committee shall have and may exercise those rights, powers and authority of the Board of Directors as may from time to time be granted to it by the Board of Directors consistent with the Virginia Nonstock Corporation Act.

Section 3. Procedure; Meetings. The Executive Committee shall fix its own rules of procedure and shall meet at such times and at such place or places as may be provided by such rules or as the members of the Executive Committee shall provide. The Executive Committee shall keep regular minutes of its meetings and deliver such minutes to the Board of Directors. The Chairman of the Executive Committee, or, in his or her absence, a member of the Executive Committee chosen by a majority of the members present, shall preside at meetings of the Executive Committee, and another member thereof chosen by the Executive Committee shall act as Secretary of the Executive Committee.

Section 4. Quorum. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and the affirmative vote of a majority of the members thereof shall be required for any action of the Executive Committee. In the absence of any member of the Executive Committee, the members thereof present at any meeting, whether or not they constitute a quorum, may appoint a member of the Board of Directors to act in the place of such absent member.

Section 5. Other Committees. The Board of Directors, by resolutions adopted by a majority of the whole Board, may appoint such other committee or committees, consisting of not less than two (2) directors, as it shall deem advisable and impose upon such committee or committees such functions and duties, and grant such rights, powers and authority, as the Board of Directors shall prescribe (except to amend these Bylaws or any other matters which by law or these Bylaws requires approval of the Board of Directors or of a majority thereof).

Section 6. Vacancies; Changes; Discharge. The Board of Directors shall have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

Section 7. Compensation. Members of any committee shall not be entitled to compensation for their services as members of any such committee but shall be entitled to receive from the Corporation reimbursement for any reasonable expenses incurred in performing services for the Corporation and in attending committee meetings. Any committee member receiving reimbursement for expenses under these provisions shall not be barred from serving the Corporation in any other capacity and from receiving compensation and reimbursement of reasonable expenses for such other services.

Section 8. Action by Consent. Any action required or permitted to be taken at any meeting of any committee of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the committee, and such written consent is filed with the minutes of its proceedings.

Section 9. Meetings by Telephone or Similar Communications. The members of any committee which is designated by the Board of Directors may participate in a meeting of such

committee by means of a conference telephone or similar communications equipment by means of which all members participating in the meeting can hear each other at the same time, and participation by such means shall be conclusively deemed to constitute presence in person at such meeting.

ARTICLE VI

NOTICES

Section 1. Form; Delivery. Whenever, under the provisions of law, the Articles of Incorporation or these Bylaws, notice is required to be given to any director, it shall not be construed to mean exclusively personal notice unless otherwise specifically provided, but such notice may be given in writing, by mail, addressed to such director, at his or her post office address as it appears on the records of the Corporation, with postage thereon prepaid. Any such notice shall be deemed to have been given at the time it is deposited in the United States mail. Notice to a director may also be given personally or by telecopy sent to his or her phone address as it appears on the records of the Corporation.

Section 2. Waiver. Whenever any notice is required to be given under the provisions of law, the Articles of Incorporation or these Bylaws, a written waiver thereof, signed by the person or persons entitled to said notice and filed with the records of the meeting, whether before or after the time stated therein, shall be conclusively deemed to be equivalent to such notice. In addition, any director who attends a meeting of the Board of Directors, without protesting at the commencement of the meeting such lack of notice, shall be conclusively deemed to have waived notice of such meeting.

ARTICLE VII

OFFICERS

Section 1. Designations. The officers of the Corporation shall be such as are chosen by the Board of Directors and shall include a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one (1) or more Assistant Secretaries and/or Assistant Treasurers and such other officers and/or agents as it shall deem necessary or appropriate. All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors. Any number of offices (except those of President and Vice President) may be held by the same person, unless the Articles of Incorporation or these Bylaws otherwise provide.

Section 2. Term of Office; Removal. The Board of Directors, at its annual meeting, may choose a President, a Secretary and a Treasurer. The Board of Directors may also choose a Chairman of the Board, a Vice President or Vice Presidents, one (1) or more Assistant Secretaries and/or Assistant Treasurers, and such other officers and agents as it shall deem necessary or appropriate. The officers of the Corporation shall hold office until their successors

are chosen and shall qualify. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the directors then in office when, in their judgment, the best interests of the Corporation will be served thereby. Such removal shall be without prejudice to the contractual rights, if any, of the person so removed. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors.

Section 3. Compensation. Officers shall not be entitled to any stated salary or other compensation from the Corporation for their services as officers, but each officer shall be entitled to receive from the Corporation reimbursement for any reasonable expenses incurred in performing services for the Corporation.

Section 4. The Chairman of the Board. The Chairman of the Board (if the Board of Directors so deems advisable and selects one) shall be an officer of the Corporation and, subject to the direction of the Board of Directors, shall perform such executive, supervisory and management functions and duties as may be assigned to him or her from time to time by the Board. He or she shall, if present, preside at all meetings of the Board of Directors.

Section 5. The President.

(a) The President (if the Board of Directors so deems advisable and selects one) shall be the chief executive officer of the Corporation and, subject to the direction of the Board of Directors, shall have general charge of the business, affairs and property of the Corporation and general supervision over its other officers and agents. In general, he or she shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are carried into effect.

(b) Unless otherwise prescribed by the Board of Directors, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of security holders of other corporations in which the Corporation may hold securities. At such meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities which the Corporation might have possessed and exercised if it had been present. The Board of Directors may from time to time confer like powers and authority upon any other person or persons.

Section 6. The Vice Presidents. The Vice President, if any (or in the event there be more than one (1), the Vice Presidents in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the President or in the event of his or her disability, perform the duties and exercise the powers of the President and shall generally assist the President and perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 7. The Secretary. The Secretary shall attend all meetings of the Board of Directors and record all votes and the proceedings of the meetings in a book to be kept for that purpose and shall perform like duties for the Executive Committee or other committees, if required. He or she shall give, or cause to be given, notice of annual and special meetings of the

Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President, under whose supervision he or she shall act. He or she shall have custody of the seal of the Corporation, and he, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and, when so affixed, the seal may be attested by his or her signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing thereof by his or her signature.

Section 8. The Assistant Secretary. The Assistant Secretary, if any (or, in the event there be more than one (1), the Assistant Secretaries in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Secretary or in the event of his or her disability, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

Section 9. The Treasurer. The Treasurer shall have the custody of the corporate funds and other valuable effects, including securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may from time to time be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board, the President and the Board of Directors, at regular meetings of the Board, or whenever the Board may require it, an account of all his or her transactions as Treasurer and of the financial condition of the Corporation.

Section 10. The Assistant Treasurer. The Assistant Treasurer, if any (or in the event there shall be more than one (1), the Assistant Treasurers in the order designated, or, in the absence of any designation, in the order of their election), shall, in the absence of the Treasurer or in the event of his or her disability, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors.

ARTICLE VIII

INVESTMENTS

Section 1. Reinvestment. The Corporation shall have the right to hold, manage, invest and reinvest the property received by it, in the discretion of the Board of Directors and without being restricted to the class of investments which any director is or may be permitted by law to make; provided, however, that no action may be taken by or on behalf of the Corporation if such action would result in the denial of the Corporation's income tax exemption under Section 501(c) of the Code (as defined in Article IX).

Section 2. Commingling. Upon receipt of any property, the Board of Directors may, subject to any limitations, conditions or requirements affecting the use of any property so received, add such property to or commingle such property with any other assets of the Corporation or hold such property as a separate fund if, in the sole discretion of the Board of Directors, such segregation is in the best interests of the Corporation.

ARTICLE IX

CHARITABLE STATUS

Notwithstanding any other provision of these Bylaws, no director, officer, employee or other agent or representative of the Corporation shall take any action for or on behalf of the Corporation if such action is not permitted under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or any corresponding provisions of any future Federal income tax law.

ARTICLE X

GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors.

Section 2. Seal. The corporate seal, if any, shall have inscribed thereon the name of the Corporation, the year of its incorporation and the words "Corporate Seal" and "Virginia".

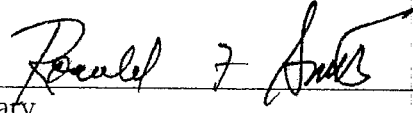
Section 3. Invalid or Unenforceable Provisions. The invalidity or unenforceability of any particular provision of these Bylaws shall not affect the other provisions hereof, and these Bylaws shall be construed in all respects as if such invalid or unenforceable provision were omitted.

ARTICLE XI

AMENDMENTS

The Board of Directors shall have the power to make, alter, amend and repeal these Bylaws, and to adopt new bylaws, by an affirmative vote of a majority of the entire Board of Directors, provided that notice of the proposal to make, alter, amend or repeal these Bylaws, or to adopt new bylaws, was included in the notice of the meeting of the Board of Directors at which such action takes place.

Certified to be the original of the Bylaws duly adopted by the Board of Directors as of October 17, 2005.

A handwritten signature in cursive script, appearing to read "Ronald F. Smith". The signature is written in black ink and is positioned above a horizontal line.

Secretary