

BYLAWS
of
THE DUKE'S MEN OF YALE ALUMNI ASSOCIATION, INC.

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Table of Contents

ARTICLE I. GENERAL	
SECTION 1.1 PURPOSE	1
SECTION 1.2 OFFICES OF CORPORATION	2
ARTICLE II. MEMBERS	
SECTION 2.1 NON-VOTING MEMBERSHIP	2
SECTION 2.2 MEMBERSHIP FEES	3
SECTION 2.3 MEMBERSHIP PRIVELEGES AND BENEFITS	3
ARTICLE III. BOARD OF DIRECTORS	
SECTION 3.1 AUTHORITY AND COMPOSITION	3
SECTION 3.2 NUMBER AND QUALIFICATIONS	3
SECTION 3.3 ELECTION, TERMS	3
SECTION 3.4 REMOVAL OF DIRECTORS	4
SECTION 3.5 VACANCIES AND RESIGNATION	4
SECTION 3.6 COMMITTEES	5
SECTION 3.7 MEETINGS	5
SECTION 3.8 NOTICE OF MEETINGS	6
SECTION 3.9 WAIVER OF NOTICE	6
SECTION 3.10 QUORUM AND VOTING	7
SECTION 3.11 ACTION WITHOUT MEETING	7
SECTION 3.12 COMPENSATION	7
ARTICLE IV. OFFICERS	
SECTION 4.1 APPOINTMENT	8
SECTION 4.2 PRESIDENT	8
SECTION 4.3 VICE-PRESIDENT	9
SECTION 4.4 SECRETARY	9
SECTION 4.5 TREASURER	10
SECTION 4.6 RESIGNATION AND REMOVAL	10
SECTION 4.7 OFFICER COMPENSATION	10
ARTICLE V. INDEMNIFICATION	
SECTION 5.1 INDEMNIFICATION	11
ARTICLE VI. MISCELLANEOUS	
SECTION 6.1 FISCAL YEAR AND PROGRAM YEAR	11
SECTION 6.2 CONTRACTS, CHECKS, BANK ACCOUNTS	11

SECTION 6.4 DISSOLUTION	11
ARTICLE VII. AMENDMENT	
SECTION 7.1 AMENDMENT	12
CERTIFICATION	12

**Bylaws
of
The Duke's Men of Yale Alumni Association, Inc.
(the "Corporation")**

ARTICLE I. GENERAL

Section 1.1 Purpose.

- (a) To be an alumni association of those who at one time were, but no longer are, members of the a capella singing group of students of Yale University commonly known as The Duke's Men of Yale (the "Alumni");
- (b) To preserve and perpetuate the history, name, music and traditions of The Duke's Men of Yale;
- (c) To arrange periodic reunions of the Alumni, and organize other Alumni events and activities;
- (d) To collect and preserve the repertoire and archives of The Duke's Men of Yale for educational enrichment of The Duke's Men of Yale, the Alumni, the Yale University/City of New Haven community at large, and members of the public with an interest in a capella, and especially collegiate a capella, singing, through audio, photographic, video and written means;
- (e) To engage in activities designed to advance the interest of Yale University by fostering the continuation of and appreciation of The Duke's Men of Yale, and a capella singing in general at Yale University;
- (f) To facilitate interaction between the current members of The Duke's Men of Yale and the Alumni, in order to provide advice and counsel, networking and mentoring;
- (g) To educate about, promote an interest in, and disseminate knowledge of a capella singing, especially collegiate a capella singing;
- (h) To organize, sponsor and/or provide from time to time musical performances for educational and/or charitable purposes;
- (i) To raise money to endow scholarships for needy Yale University undergraduates engaged in a capella singing or musical studies, or to raise money for other than charitable causes approved by the Board of Directors of the Corporation;

- (j) To acquire, improve, hold, own and/or lease any real or personal property useful to the accomplishment of the purposes of the Corporation;
- (k) To receive and accept public and private gifts, trusts, donations, grants, loans, and other sources of funding to promote the purposes of the Corporation, and generally to do and perform such other acts and to exercise such other powers as may be authorized or permitted under the laws of the State of Connecticut to promote and attain the purposes set forth herein;
- (l) To engage in any lawful act or activity for which a corporation may be organized under the Connecticut Revised Nonstock Corporation Act under Sections 33-1000 et seq.

In no event shall the Corporation engage in the carrying on of any commercial business in the commonly accepted meaning of the term, except such dealings as may be necessarily involved in the management of property and investment of funds which shall come into the possession of the Corporation, and subject to the further restriction that distribution of income, profit or gain from such dealings shall be devoted to the furtherance of the purposes set forth herein. These Bylaws supplement and implement certain provisions of the Certificate of Incorporation of the Corporation and the Connecticut Revised Nonstock Corporation Act, as amended from time to time (the "Act").

Section 1.2 Offices of Corporation. The initial registered office of the Corporation is as stated in its Certificate of Incorporation. The Board of Directors (the "Board") shall have the power to change the location of the registered office, in accordance with applicable law, from time to time, and to designate the principal office of the Corporation and such additional offices as it shall determine in its discretion.

ARTICLE II. MEMBERS

Section 2.1 Non-Voting Membership. There shall be one class of membership which shall be non-voting. All members of the Corporation in their capacity as members are non-voting members.

Section 2.2 Membership Fees. All members of the Corporation may be requested to pay a membership fee to the Corporation. The Membership Committee, from time to time, shall publish a schedule setting forth the membership fees.

Section 2.3 Membership Privileges and Benefits. All members of the Corporation, upon payment of the corresponding membership fee shall be entitled to the privileges and benefits of membership. The Board shall, from time to time, publish a schedule setting forth membership privileges and benefits.

ARTICLE III. BOARD OF DIRECTORS

Section 3.1 Authority and Composition. Subject to any limitation set forth in the Certificate of Incorporation, all corporate powers shall be exercised by or under the authority of, and the activities and affairs of the Corporation shall be managed under the direction of, the Board.

Section 3.2 Number and Qualifications. The Corporation shall have a minimum of three (3) Directors (the "Directors") serving on the Board. The Directors shall be members of the Corporation and dedicated to and actively involved in the promotion and welfare of the Corporation and its programs, including but not limited to fund raising activities for the benefit of the Corporation. "Fund Raising" shall mean those events approved by the Board and whose purpose is to raise capital for the benefit of the Corporation through voluntary donations by the general public and/or the members.

Section 3.3 Election, Terms. Directors shall be elected at the last regularly scheduled Board meeting of each year by a majority vote of the Board Members then in office. Each Director shall be elected to a term of three (3) years which term shall commence on the first day of the new year following the Board meeting at which he/she was elected, or such other term as the Board may

authorize. A decrease in the number of Directors does not shorten an incumbent Director's term. Despite the expiration of a Director's term, the Director may continue to serve until the Director's successor is duly qualified and elected.

Section 3.4 Removal of Directors. The Board may remove a Director only for cause, unless the Certificate of Incorporation provides otherwise. A Director may be removed only at a meeting of the Board called for the purpose of removing the Director, and the meeting notice must state that the purpose, or one of the purposes, of the meeting is the removal of the Director. A Director may be removed only by the affirmative vote of two-thirds (2/3) majority of the Directors then in office with the Director who is the subject of the removal proceedings abstaining from such vote.

Section 3.5 Vacancies and Resignation.

(a) Vacancy. When any vacancy occurs on the Board the vacancy shall be filled promptly at a regular or special meeting by a vote of the majority of the Directors present and voting at such meeting. Any Director so elected by the Board shall hold office for the unexpired term of the vacated directorship or until his or her successor is elected and assumes office.

(b) Resignation. Any Director may resign at any time by giving thirty (30) days written notice of such resignation to the Board. A Director who fails to attend four (4) consecutive meetings of the Board, duly called pursuant to the Bylaws, shall be deemed to have resigned, but such resignation shall not become effective until confirmed by a majority vote of the Directors present and voting at the next successive meeting. The confirmation of a resignation of a Director shall not be considered a removal for the purposes of Section 3.4. Any vacated directorship due to resignation shall be filled pursuant to Section 3.5(a).

Section 3.6 Committees. Unless the Certificate of Incorporation provides otherwise, the Board may create one or more Committees of the Board and appoint members of the Corporation or Board to serve on them. Each Committee of the Board shall have two (2) or more members, who serve at the pleasure of the Board. The President as Chairman of the Board shall appoint the chairman of each Committee created hereunder from those members of the Corporation or Directors who have been appointed to said Committee by the Board. The creation of a Committee of the Board and appointment of members of the Corporation or Directors as members to it shall be approved by a majority of all the Directors in office when the action is taken. All provisions in the Certificate of Incorporation, the Bylaws or the Act that govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, shall apply to Committees of the Board and their members. To the extent specified by the Board, a Committee of the Board may exercise the authority of the Board; provided that a Committee of the Board may not: (i) fill vacancies on the Board or any Committee; (ii) amend the Certificate of Incorporation; (iii) adopt, amend or repeal Bylaws; (iv) approve a plan of merger; (v) approve a sale, lease, exchange or other disposition of all, or substantially all, of the property of a corporation; or (vi) approve a proposal to dissolve the Corporation. In addition, the Board may create one or more additional Committees and appoint such members of the Corporation, who may or may not be Directors, to serve on such Committees as the Board determines will assist it by providing sound advice, or otherwise serving the best interests of the Corporation.

Section 3.7 Meetings. The Board shall hold not less than one (1) regular meeting(s) per year which shall be scheduled for such time and place as may be set by resolution of the Board. Special meetings of the Board shall be held when called by the President, or when requested by at least two

(2) Directors. Special meetings shall be held at such time and location as the President or the two (2) Directors shall specify in the notice of special meeting. The Board may hold regular or special meetings in or out of the State of Connecticut. The Board may permit any or all Directors to participate in a meeting by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. The last meeting of each year shall be known as the Annual Meeting and shall include elections of Board members and officers, whose terms will start January 1, as well as reports from the applicable officers.

Section 3.8 Notice of Meetings. Regular meetings, other than the annual meeting, of the Board shall be held upon five (5) days written notice of the date, time, place and purpose of the meeting. No Bylaw may be brought up for adoption, amendment or repeal at a regular meeting of the Board without specific prior notice of such purpose being given to the Board as part of the notice for the regular meeting. Special meetings of the Board shall require at least ten (10) days written notice of the date, time, place and purpose of the meeting. Unless stated in a written notice of the special meeting, no Bylaw may be brought up for adoption, amendment or repeal. Written notice of the annual meeting shall be no less than thirty (30) days prior to the date of the annual meeting, and said notice shall state the date, time and place of the meeting.

Section 3.9 Waiver of Notice. A Director may waive any required notice before or after the date and time stated in the notice. Except as provided below, the waiver shall be in writing, signed by the Director entitled to the notice and filed with the minutes or corporate records. A Director's attendance at or participation in a meeting waives any required notice to that Director of the meeting, unless the Director at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.10 Quorum and Voting. A quorum of the Board shall consist of a majority of the number of Directors fixed, from time to time, in accordance with these Bylaws and the Act; provided that if at any time no number has been fixed, a quorum shall equal a majority of the number of Directors in office immediately prior to the commencement of the meeting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present is the act of the Board, unless otherwise provided in these Bylaws, the Certificate of Incorporation or the Act. A Director who is present at a meeting of the Board or a Committee of the Board when corporate action is taken is deemed to have assented to the action taken unless: (i) the Director objects at the beginning of the meeting, to holding it or transacting business at it; (ii) the Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or (iii) the Director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a Director who votes in favor of an action taken.

Section 3.11 Action Without Meeting. Any corporate action which can be authorized at a duly constituted regular or special meeting of the Board or a Committee thereof may be authorized without such a meeting, provided that all of the Directors or all members of the Committee, as the case may be, consent in writing to such action before or after the time such action is taken and the number of such Directors or members constitutes a quorum for such action. The Secretary of the Corporation shall file such consents with the minutes of the meetings of the Board of Directors.

Section 3.12 Compensation. No Director shall receive compensation for services rendered to the Corporation in such capacity, but Directors may be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the

manner and to the extent that the Board shall determine and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation, consistent with the requirements of the Act. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

ARTICLE IV. OFFICERS

Section 4.1 Appointment. The Board shall appoint and employ such officers as it may deem to be in the interests of the Corporation and shall define the powers and duties of all such officers. At the annual meeting of the Board, the officers shall be selected from among the Directors or members of the Corporation presented by the Nominating Committee and shall be elected by a majority of the Directors present and voting. All such officers, employees and agents shall be subject to the orders of the Board and serve at its discretion. Unless the Board determines otherwise, the Corporation's officers shall consist of a President, a Vice-President, a Secretary and a Treasurer, who shall have the authority and responsibilities set forth in these Bylaws. Any person may simultaneously hold multiple offices, provided, however, the President and the Secretary shall not be the same person. The officers of the Corporation shall be appointed by the Board at the annual meeting to serve one (1) year terms beginning on the first day of the year beginning after the annual meeting at which the officer was elected, or such other term as may be authorized by the Board.

Section 4.2 President. The Board shall appoint a President, who shall be the chief executive officer of the Corporation and the Chairman of the Board and shall preside over all meetings thereof. The President shall have general charge of the Corporation subject to the control of the Board, shall be responsible for: (a) supervising day to day operation of the Corporation, (b) the preparation of a

proposed operating budget covering all the activities of the Corporation, and (c) the implementation of the operating budget approved by the Board. The President may sign, along with the Treasurer, any contract or other instrument which the Board has authorized, unless the execution thereof shall be expressly delegated to the Board or another officer by the Certificate of Incorporation, the Bylaws or the Act. In addition to the foregoing, the President shall be the chief spokesperson of the Corporation, its representative to the general public, oversee and lead all fundraising activities of the Corporation, visualize goals and directions for the Corporation, promote the mission of the Corporation to the general public, and network on behalf of the Corporation.

Section 4.3 Vice-President. In the absence of the President, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the President. The Vice-President shall be a member of the Board.

Section 4.4 Secretary. The Secretary shall prepare and keep the minutes of the meetings of Directors, see that all notices are given (including giving notice to the Board of monthly meetings), attend to all correspondence incidental to the operation of the Corporation, be custodian of the corporate records of the Corporation, and execute certificates authenticating the records of the Corporation, and corporate documents or actions taken by the Directors, any officer or any representative of the Corporation. Such authentications shall constitute, as to all persons who rely thereon in good faith, conclusive evidence of such action. In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President. The Secretary shall be a member of the Board.

Section 4.5 Treasurer. The Treasurer shall be the financial officer of the Corporation and responsible for collecting and managing all funds and securities of the Corporation and shall deposit all funds and securities in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board. In general, the Treasurer shall perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President. The Treasurer shall render a financial report at each annual meeting of the Board and at other times when so ordered by the Board. The Treasurer shall be a member of the Board.

Section 4.6 Resignation and Removal. An officer may resign at any time by delivering notice to the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board may fill the pending vacancy before the effective date, provided that the successor is not permitted to take office until the effective date. The Board may remove any officer at any time with or without cause.

Section 4.7 Officer Compensation. No officer shall receive compensation for services rendered to the Corporation in such capacity, but officers shall be entitled to reimbursement for reasonable and necessary expenses actually incurred in connection with the performance of their duties in the manner and to the extent that the Board shall determine and may receive reasonable compensation for services performed in other capacities for or on behalf of the Corporation, consistent with the requirements of the Act. Notwithstanding the foregoing, the Corporation shall provide no reimbursement for expenses or compensation other than those reasonable and necessary in furthering the Corporation's purposes.

ARTICLE V. INDEMNIFICATION

Section 5.1 Indemnification. The Corporation shall indemnify its Directors, officers, employees and agents to the fullest extent permitted by the Act. The Corporation shall advance the payment of legal expenses to a Director, officer, employee or agent in the defense of any claim for which indemnification may be available to the fullest extent permitted by the Act.

ARTICLE VI. MISCELLANEOUS

Section 6.1 Fiscal Year. The Fiscal Year of the Corporation shall be the calendar year, or as shall be fixed from time to time by the Board.

Section 6.2 Contracts, Checks and Bank Accounts.

(a) The Board is authorized to select such banks or depositories as it shall deem proper for the funds of the Corporation.

(b) The Board shall determine, as evidenced in writing, who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness, to enter into contracts, or to execute and deliver other documents and instruments.

(c) No check in excess of Two Thousand Five Hundred (\$2,500.00) Dollars shall be written without the signature of two persons so authorized by the Board pursuant to Section 6.2(b) above.

Section 6.3 Dissolution. In the event of dissolution or termination of the Corporation, the Board shall distribute the assets of the Corporation for one or more exempt purposes within the meaning of Code Section 501(c)(3) or the corresponding section of any future Federal tax code, or

the assets of the Corporation shall be distributed to the Federal government, or to a state or local government, for a public purpose.

ARTICLE VII. AMENDMENT

Section 7.1 Amendment. The Board may amend or restate the Certificate of Incorporation or amend or repeal the Corporation's Bylaws by the affirmative vote of not less than a two-thirds (2/3) majority of the Board.

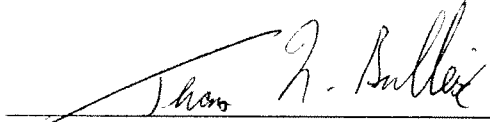
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CERTIFICATION

We, The undersigned, the initial Board of Directors of The Duke's Men of Yale Alumni Association, Inc., hereby certify that the foregoing Bylaws were duly adopted by the incorporators by unanimous consent in lieu of a meeting held on the 8th day of August, 2008, and that the same are currently in effect.

Dated this 15th day of May, 2009



Thomas Bulleit, Director

David Lefkowitz, Director

Jefferson Freeman, Director

Lindsay Elliot, Director

Kenneth Goldman, Director