

**CODE OF BY LAWS OF
THE NATIONAL WASHINGTON-ROCHAMBEAU
REVOLUTIONARY ROUTE ASSOCIATION –W3R-US**
[Incorporating the amendments adopted on April 16, 2011]

ARTICLE ONE. DEFINITIONS

The following definitions apply to this Code of By Laws:

- (a) “Board” means the Board of Directors of the Corporation chosen in accordance with Article Five
- (b) “By Laws” means the Code of By Laws of The National Washington-Rochambeau Revolutionary Route Association as adopted by the Board.
- (c) “Chair” means the Chair of the Corporation as defined by Article Six, sections 1 and 5(a).
- (d) “Corporation” means The National Washington-Rochambeau Revolutionary Route Association (W3R-USA).
- (e) “Member” means a party who qualifies for membership in the Corporation according to Article Three, sections 1 and 2 of the By Laws.
- (f) “State Chapter” means a state chapter approved by the Board according to Article Nine.

ARTICLE TWO. OFFICES

The principal office of the Corporation is located at Thomas J. Reed, Esq., Widener University School of Law, P.O. Box 7474, Wilmington, DE 19803-0474. [new address April 10, 2010]. The Corporation may have such other offices, inside or outside the State of Delaware, as the Board may deem appropriate.

ARTICLE THREE. MEMBERS

Section 1. Membership Classes.

The national membership classes are supporting, sustaining, contributing and life membership.

Section 2. Dues.

- (a) Dues will be determined by the Board of Directors.
- (b) Memberships are open to individuals, families and to corporations or unincorporated associations.
- (c) State chapters may establish criteria and state dues for state membership and shall forward W3R-US membership dues annually for the following year as specified by the W3R-US Board of Directors.

Section 3. Selection of Members.

Membership in the Corporation is open to any person who subscribes to the programs and activities of the Corporation.

Section 4. Voting Rights.

Each Member in good standing is entitled to one vote on each matter submitted to the membership for a vote.

Section 5. Resignation.

Any Member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the Member who resigns of the obligation to pay any dues, assessments or other charges that have accrued and are unpaid.

Section 6. Termination.

The Board can terminate any Member's membership rights for failure to pay dues, assessments or other charges within 90 days from the due date.

Section 7. Reinstatement.

A Member who has resigned or has been terminated may be reinstated by paying all accrued dues, assessments or other charges.

Section 8. Transferability.

Membership in this Corporation is not transferable.

ARTICLE FOUR. MEETINGS OF MEMBERS**Section 1. Annual Meeting.**

The annual meeting of the Members will be held in April of each year, at a place and time to be set by the Chair. The purpose of the annual meeting is to elect officers and directors and to transact such other business as may come before the meeting. If the annual meeting falls on a holiday, it will be rescheduled to the next business day.

Section 2. Special Meetings.

Special meetings of the Members may be called by the Chair, or by a notice and call signed by twenty-five per-cent (25%) of the Board members.

Section 3. Notice and Call.

Any notice required by sections 1 or 2 of this article must be written. A meeting notice must state the date, time and place of meeting, and a brief agenda. A meeting notice must be Emailed or mailed to each Member at the Member's address shown on the Secretary's records at least ten (10) days before the meeting date. The Members may waive notice and call of a special meeting of the membership by majority vote of all Members eligible to vote.

Section 4. Quorum.

A membership quorum consists of ten percent (10%) of Members eligible to vote, or all of the voting Members, whichever is less. If a quorum is not present at any membership meeting, the meeting may be adjourned by those Members present and a new meeting date set.

Section 5. Proxies.

A Member eligible to vote may vote by proxy. A proxy is valid for one membership meeting. A proxy must be in writing and signed by the Member. It must designate the person who will vote the proxy. A proxy vote authorization expires after the meeting at which it is used. The proxy must be deposited with the Recording Secretary by the start of the meeting, must be included in the quorum count, and must be announced by the Recording Secretary during the declaration of a quorum.

Section 6. Voting by Mail, Telephone or E-mail.

Any question may be conducted by mail, by telephone or by e-mail in such manner as the Board may deem appropriate.

ARTICLE FIVE. BOARD OF DIRECTORS

Section 1. General Powers.

The Board of Directors shall manage the general affairs of the Corporation. Directors need not be residents of the State of Delaware.

Section 2. Number, Tenure and Qualifications.

The Board shall consist of from five to forty persons [*Note: specified in the charter; modification requires charter change*] who are nominated by the state chapters or individual members and elected by a majority vote of the members of the Corporation. Each Director shall serve three years or until a successor is elected.

Section 3. Annual Board Meeting.

The Annual Meeting of the Board will be scheduled during the Annual Meeting of the Members. The Directors will announce the officers for the next year at the Annual Meeting of the Members.

Section 4. Special Board Meetings.

The Board may meet at any other time and place that may be set by the Chair or by twenty-five (25%) percent of the Directors. Regular meetings will be held in Spring and Fall.

Section 5. Notice of Board Meetings.

Meeting notices of the Board of Directors may be sent by E-mail at least ten (10) days in advance of the meeting to each Director and must include an agenda. The Annual meeting notice must include, in addition, the Nominating Committee's slate of nominees to the Board and Officers of the Board of Directors.

Section 6. Quorum.

Ten percent (10%) of the Directors (rounded to the next higher number) shall constitute a quorum for transacting business.

Section 7. Board Decisions.

The act of a majority of the Directors present at a meeting at which a quorum is present is the act of the Board of Directors, unless a greater majority is required by these bylaws.

Section 8. Vacancies.

If a Director's position becomes vacant between terms, the Board may appoint an interim Director to serve in that Director's place until the next regular election of Directors by the Members.

Section 9. Voting

(a) Any question or appointment of interim directors may be conducted by mail, by

- telephone, or by e-mail in such manner as the Board of Directors may deem appropriate. A Director who votes by mail, telephone, e-mail or other method prescribed by the Board is counted as present for purposes of a quorum.
- (b) A Director may vote by proxy. A proxy is valid for one Board of Director's meeting. A proxy must be in writing and signed by the Director. It must designate the person who will vote the proxy. A proxy vote authorization expires after the meeting at which it is used. The proxy must be deposited with the Recording Secretary by the start of the meeting, must be included in the quorum count, and must be announced by the Recording Secretary during the declaration of a quorum.

Section 10. Executive Committee.

The Executive Committee is responsible to the Board for the general management of the Corporation. The Executive Committee consists of the Chair, Vice Chair, Corresponding Secretary, Recording Secretary, Treasurer, and the Immediate Past Chair *ex officio*.

ARTICLE SIX. OFFICERS

Section 1. Officers.

The officers of this Corporation [*Note: The five elected officers and their titles are specified in the charter; modification requires charter change*] will be the Chair, the Vice Chair & Executive Director, the Corresponding Secretary, the Recording Secretary, Treasurer, and the Immediate Past Chair *ex officio*.

Section 2. Term.

Officers serve for a two-year term, beginning at the annual meeting of Members.

Section 3. Election.

All officers are elected by the new Board of Directors from among the new Board of Directors. Any Director is eligible to be an officer.

Any officer who resigns, dies or becomes unable to serve due to illness may be replaced by the Board of Directors for the remaining portion of the officer's term.

Section 5. Officers, Powers and Duties.

- (a) **Chair.** The Chair is the chief executive officer of the Corporation. The Chair will preside at all meetings of the Board of Directors and the Members and will be responsible for general supervision of the Corporation's affairs.
- (b) **Vice Chair & Executive Director.** The Vice Chair is the assistant executive officer of the Corporation. The Vice Chair will preside at all meetings of the Board of Directors and the Members in the absence of the Chair. The Vice Chair may be assigned any other supervisory duty that the Chair deems appropriate.
- (c) **Recording Secretary.** The Recording Secretary is the chief records officer of the Corporation. The Recording Secretary will keep the corporate seal and will be responsible for affixing the corporate seal to any document that requires attachment of the seal. The Recording Secretary will keep a record of proceedings for all Board of Directors meetings and membership meetings, and will maintain the files and records of the Corporation, except files and records incidental to the operation of the

- treasurer. The Recording Secretary may be assigned any other supervisory duty that the Chair deems appropriate.
- (d) **Corresponding Secretary.** The Corresponding Secretary is the assistant chief records officer of the Corporation. The Corresponding Secretary will be responsible for the maintenance of files and records pertaining to corporate correspondence. The Corresponding Secretary will assist the Recording Secretary in maintaining the other files and records incidental to the operation of the treasurer, and shall record the minutes of the meetings of the Board of Directors in the absence of the Recording Secretary. The Corresponding Secretary may be assigned any other supervisory duty that the Chair deems appropriate.
 - (e) **Treasurer.** The Treasurer is the chief financial officer of the Corporation. The Treasurer is responsible for maintaining accurate financial records respecting dues, gifts and contributions, for paying the debts of the Corporation as they become due and payable, for maintaining appropriate bank and investment accounts, for making deposits and withdrawals from any such bank or investment accounts, and to collect fees and dues from Members. The Treasurer shall prepare an annual statement of income and expense for the annual meeting of the Members. The Treasurer may be assigned any other supervisory duty that the President deems appropriate.
 - (f) **Honorary Chair.** The Board of Directors may appoint an honorary chair who will serve as a special consultant to the Corporation on governance and other matters.
 - (g) **Other Officers.** The Board of Directors may provide for the appointment of any additional officers as it may deem to be in the best interest of the Corporation.

ARTICLE SEVEN. HONORARY BOARD OF DIRECTORS

Section 1. Powers and Duties

The Corporation may have an Honorary Board of Directors. The Honorary Board of Directors is not responsible for management of the general affairs of the Corporation. Honorary Directors need not be residents of the State of Delaware. The Honorary Board of Directors will be responsible for presentation of advice and counsel to the Board of Directors on the programs of the Corporation.

Section 2. Number, Tenure and Qualifications.

The Honorary Board of Directors consists of persons appointed by the Board for outstanding service to the purposes of the Corporation. A member of the Honorary Board of Directors shall serve for a term of three years, or until a successor is appointed.

ARTICLE EIGHT. COMMITTEES

Section 1. Standing Committees, Powers and Duties.

The Chair may appoint one or more Members to the following standing committees with the following powers and duties:

- (a) **Nominating Committee:** The Nominating Committee will identify and recruit at least one (1) willing candidate for each national office in time to include their names in the official call for the Annual Meeting.

Section 2. Special Committees.

The Board may appoint one or more Members to any special committee, and give that committee any charge it deems appropriate to carry out the Corporation's mission.

Section 3. Committee Chair.

The Chair shall appoint the chairs of standing and special committees from the W3R-US membership.

ARTICLE NINE. STATE CHAPTERS

Section 1. Charter.

An application for a state chapter charter may be presented to the Board by at least three citizens of the State who subscribe to the aims and purposes of the Corporation as stated in its certificate of incorporation in Article Eleven, Section 6, and in accordance with membership criteria set out in Article Two. The Board will issue a state charter to the applicants if it finds that the application meets the criteria set out in this Article. A simple majority vote of the Board is required for state charter approval.

Section 2. Duration

A state chapter charter shall last for the life of the Corporation, unless revoked pursuant to Section 6.

Section 3. Chapter Organization

A state chapter need not be separately incorporated under the not-for-profit laws of the state to which a charter has been issued. The state chapter must observe the dues structure for Members of the Corporation and the provisions of Article Three with respect to selection of Directors of the Corporation.

Section 4. Members of Board of Directors of Corporation

A state chapter shall be represented by at least three Members as Directors of the Corporation in accordance with Article Five, Section Two.

Section 5. Eligibility for Recognition of Tax Exempt Status

It is contemplated that the Corporation will apply for recognition of exemption from U.S. income taxation. The acceptance of a state chapter charter binds the state chapter to comply with the charitable and educational purposes of the Corporation and with applicable statutes, regulations and rulings of the Department of the Treasury and the Internal Revenue Service with respect to the law of exempt organizations.

Section 6. Revocation of Charter.

- (a) A state charter may be revoked by the Board if the Board finds that the chartered state association is not in compliance with the By Laws, particularly with reference to the provisions of Articles Nine, sections 1 and 3 and Article Eleven, section 6. Failure to remit annual dues to the Corporation by the end of the corporate year will also be a ground for revocation of charter.
- (b) Any Director who has knowledge that a state charter is not in compliance with the provisions of the By Laws shall report that condition to the Board.

- (c) The Board shall investigate the report of non-compliance. If the Board finds that a state chapter is not in compliance with the provisions of the By Laws, it shall revoke the charter of the state chapter.
- (d) The charter of a state chapter may be revoked by two-thirds majority vote of the Board of Directors.
- (e) Following revocation of an existing state charter, a new state charter may be issued by the Board to three or more citizens of the state pursuant to the provisions of Article Nine, section 1.

ARTICLE TEN. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

Section 1. Execution of Contracts, Deeds, Other Instruments.

The Board may authorize any officer or agent of the Corporation to execute and deliver any instrument on behalf of the Corporation.

Section 2. Execution of Checks, Drafts, Money Orders.

Any check, draft, order for payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by the Treasurer, or any other person authorized by resolution of the Board to do so.

Section 3. Deposits.

The Board shall designate a depository bank by resolution for reception of the Corporation's deposits.

Section 4. Gifts.

The Board may accept any gift, bequest or devise for any corporate purpose on behalf of the Corporation.

Section 5. Life Membership Escrow Account [This section was added April 10, 2010.]

Life Membership fees shall be credited to a special Life Membership Escrow account, which may be invested in a financial instrument that bears interest or accrues dividends. Each year on March 1 either five percent of the liquidation value of that account or \$200, whichever is larger, shall be transferred to the general operating account, where it may be used for current operating expenses or projects.

ARTICLE ELEVEN. MICELLANEOUS

Section 1. Authorized Books and Records.

The Corporation shall keep the following official records:

- (a) Minutes Book -- A book containing the minutes of each annual and special meeting of the Members, the Board, and the Honorary Board of Directors;
- (b) Committee Minutes Book -- A special minutes book recording the minutes of each standing and special committee;
- (c) Membership List -- A list of the names, addresses, telephone numbers and membership classes for each Member;
- (d) Other Files and Records -- Any other file and record that is required by the Corporation's business.
- (e) Membership Year -- The membership year begins on January 1 and ends on December 31.

Section 2. Custodian.

The Recording Secretary shall be the custodian of the Corporation's books and records, except for financial records, which shall be kept by the Treasurer.

Section 3. Right to Inspect.

Any Member has the right to inspect the Corporation's books and records during normal working hours upon written request made at least ten working days in advance to the Recording Secretary or the Treasurer.

Section 4. Fiscal Year.

The Corporation's fiscal year shall begin on the 1st day of January and end on the 31st day of December.

Section 5. Seal.

The Corporation shall have a seal which shall be "Washington-Rochambeau Revolutionary Route Association"

Section 6. Restrictions.

The following restrictions apply to all corporate activities:

- (a) No part of the net earnings, gains or assets of the Corporation shall inure to the benefit of or be distributable to its officers, directors, Members or other private individuals or organizations organized and operating for a profit (except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as stated in Article Three).
- (b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986.
- (c) The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any

- candidate for public office.
- (d) Notwithstanding any other provision herein, the Corporation shall not carry on any activities not permitted to be carried on:
 - (i) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such code; or
 - (ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.
 - (e) References to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.
 - (f) In the event of dissolution or final liquidation of the Corporation, The Board shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients as the Board shall determine:
 - (i) a nonprofit organization or organization which may have been created to succeed the Corporation, as long as such organization, or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and
 - (ii) a nonprofit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

Section 7. Amendment. [All subsections but (a) were added April 10, 2010.]

- (a) These bylaws may be altered amended or repealed by majority vote of the Members entitled to vote at a meeting called for the purpose of amending the bylaws. However, the provisions of Article Eleven, Section 6, may not be amended.
- (b) Amendments proposed for a vote at any other meeting must be received by the Bylaws Committee at least six weeks in advance of that meeting.
- (c) The Bylaw Committee may make minor changes to make a proposed amendment's wording consistent with the current Bylaws.
- (d) The Bylaws Committee shall transmit proposed amendments to the Corresponding Secretary in time to be distributed to members with the meeting announcement.
- (e) All proposed amendments will be moved by the Bylaw Committee, which may recommend a vote for or against the amendment. No motions from the floor to amend the Bylaws will be recognized except motions for minor revisions of an amendment proposed by the Bylaw Committee that do not change the main theme of that amendment.
- (f) The chair shall decide if a proposed revision is minor or major. If a Member objects to this ruling, the ruling shall be put to a vote of the body without debate.

Section 8. Rules of Order. [This section was added April 10, 2010.]

- (a) Parliamentary procedures during meetings shall be governed by 'Roberts Rules of Order', using the most recent version available at the meeting, but not an edition revised more than twenty years before that meeting.
- (b) The chair of a meeting may appoint a parliamentarian for that meeting. The appointee should be someone who has some experience with 'Roberts Rules of Order' and also someone who is not a principal supporter of either side of the dispute.
- (c) If a voting member of the meeting objects to the chair's appointee the group as a whole must vote on a motion to uphold the chair's appointment. If that motion fails the group may elect a different parliamentarian.

DATED: April 16, 2011

CERTIFICATION

I, Ralph D. Nelson, Jr., Recording Secretary *pro temps* of The National Washington-Rochambeau Revolutionary Route Association, hereby certify that the above and foregoing By Laws, comprising ten (10) pages, were adopted as the By Laws of The National Washington-Rochambeau Revolutionary Route Association on April 16, 2011.

DATED: _____ 2011

Signed: _____
Recording Secretary *pro temps*