

Code of Bylaws of The National Washington-Rochambeau Revolutionary Route Association (W3R-US)

*Original text adopted April 16, 2011,
and incorporating the amendments adopted April 27, 2019, and April 4, 2020*

ARTICLE ONE. DEFINITIONS

The following definitions apply to this Code of Bylaws:

- (a) “Board” means the Board of Directors of the Corporation chosen in accordance with Article Six.
- (b) “Bylaws” means the Code of Bylaws of The National Washington-Rochambeau Revolutionary Route Association as **adopted/amended by the General Membership on the above dates.**
- (c) “Chair” means the Chair of the Corporation as defined by Article Seven, Sections 1 and 4.
- (d) “Corporation” means The National Washington-Rochambeau Revolutionary Route Association (W3R-US).
- (e) “Group” means any not-for-profit corporation, not-for-profit voluntary association or state agency that is operating in cooperation with the Corporation to facilitate the mission and purposes of the Corporation as set out in Article Three.
- (f) “Member” means any person or group that qualifies for membership in the Corporation according to Article Four, Section 1.
- (g) “Special benefits” means discounts, admission privileges and other privileges extended by the Board to any class of members according to Article Four, Section 4.

ARTICLE TWO. OFFICES

The principal office of the Corporation is located at Thomas J. Reed Esq., 71 W. Fifth St., City of New Castle, New Castle County, DE 19720. The Corporation may have such other offices, inside or outside the State of Delaware, as the Board may deem appropriate.

ARTICLE THREE. MISSION STATEMENT

The mission of The National Washington-Rochambeau Revolutionary Route Association is to partner with the National Park Service, state, international and other organizations, historic sites, preservationists and conservationists along the 700-mile Washington-Rochambeau Revolutionary Route National Historic Trail to initiate, coordinate and promote programs that engage, inspire and educate the public in the history of the American Revolution with a particular emphasis on how France and the French people provided crucial aid to the United States.

ARTICLE FOUR. MEMBERS

Section 1. Membership and Categories of Membership.

The membership categories for the Corporation are:

- (a) Student
- (b) Regular
- (c) Life

- (d) Group
- (e) State Group
- (f) Site Group
- (g) Honorary
- (h) Membership in the Corporation does not include the right to vote in the election of Officers or Directors, or to vote on any issues affecting the Corporation.
- (i) Collective membership. Any group, state group or site group may become a non-voting member of the Corporation. Any person belonging to one of these groups may be considered a member of the Corporation for purposes of filling directorships or other positions provided for in this Code of Bylaws.

Section 2. Additional Classes of Membership.

The Board may establish other classes of membership and annual dues for other classes of membership by resolution.

Section 3. Dues.

(a) The Board is authorized to fix annual dues for all classes of membership. Unless the Board shall determine otherwise, annual dues for the classes of membership are as follows:

- (i) Student member \$5.00
- (ii) Regular member \$50.00

(b) A life member must make a one-time minimum contribution of \$1,000. A life member is exempted from annual dues.

(c) Annual dues for any State Group member will be fixed by a Memorandum of Understanding concluded with the State Group and the Corporation.

(d) An Honorary member shall not be assessed annual dues.

Section 4. Special Benefits.

The Board may establish special benefits for any class of members by resolution.

Section 5. Non-Transferability.

Membership in the Corporation is not transferable.

Section 6. Default and Termination of Membership.

(a) If a Member fails to pay annual dues or special assessments for a period of six months after the due date, the member will be terminated automatically.

(b) A Member terminated under Paragraph (a) may be reinstated by making an application and complying with Section 8 of this Article.

(c) All Board members must have basic membership dues paid and be in good standing in order to vote at an Annual Meeting or other Board meeting. If their dues are not renewed within the six months from their last qualifying membership donation, they will be removed from the Board.

Section 7. Resignation.

Any Member may resign by filing a written resignation with the Recording 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 except at the discretion of the Executive Committee.

Section 8. Reinstatement.

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

ARTICLE FIVE. MEETINGS OF THE CORPORATION

Section 1. Annual Meeting.

The Annual Meeting of the Corporation will be held in April of each year, unless extraordinary circumstances dictate otherwise, 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.

Section 2. Special Meetings.

A special meeting of the Corporation may be called by the Chair, or by a notice and call signed by twenty-five percent (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 notice must state the date, time and place of the meeting, and a brief agenda. A notice must be emailed or mailed to each Officer and Director at the address shown on the Corporation's records at least ten (10) days before the meeting date. The Officers and Directors may waive notice and call of a special meeting of the Corporation by majority vote of all Officers and Directors eligible to vote.

Section 4. Quorum.

A quorum consists of twenty-five percent (25%), rounded to the next higher number, of Officers and Directors eligible to vote, or all of the voting Officers and Directors, whichever is less. If a quorum is not present at any Corporation meeting, the meeting may be adjourned by those Officers and Directors present and a new meeting date set.

Section 5. Proxies.

Voting by proxy is not permitted.

Section 6. Voting by Mail, Email, Telephone or Other Means.

Any question may be conducted by mail, by email, by telephone or by other means of communication in such manner as the Board may deem appropriate.

ARTICLE SIX. 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. Board Composition.

The Board of Directors shall consist of from five (5) to thirty (30) individual members of the Corporation in good standing and who have paid annual dues. The Board shall include a minimum of one (1) Director from each state and the District of Columbia designated to represent that state within the context of the entire Trail.

Section 3. Election of Directors.

A current Director shall nominate any Director candidate from those members who meet the standards of Article Six, Section 2. The Board may elect a Director candidate at the Annual Meeting of the Corporation or at a Special Meeting of the Corporation called for the purpose of electing one or more Directors.

Section 4. Term.

(a) Directors shall be elected by the Board for a three- (3) year term. Directors are eligible to be elected for an additional three- (3) year term.

(b) A Director may be elected for one (1) or more additional terms after the expiration of a one- (1) year waiting period from the end date of the Director's second term. The Board may waive the one- (1) year waiting period by a two-thirds (2/3) vote of the Board.

(c) The term of a Director begins immediately upon election.

Section 5. Quorum.

Twenty-five percent (25%) of the Directors, rounded to the next higher number, shall constitute a quorum for transacting business.

Section 6. 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, unless a greater majority is required by these Bylaws.

Section 7. Vacancies.

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

Section 8. Voting.

Any question or appointment of interim Directors may be conducted by mail, by email, by telephone or by other means of communication in such manner as the Board may deem appropriate. A Director who votes by mail, by email, by telephone or by other means of communication prescribed by the Board is counted as present for purposes of a quorum.

Section 9. Attendance Requirements.

Board members who miss three consecutive Board meetings and/or training sessions in a 12-month period will be automatically removed from the Board unless an exception is approved by a two-thirds (2/3) vote of the Board. Attendance requirements can be met in person or via electronic call-in.

Section 10. Additional Provisions Relating to the Duties of Directors.

Each Director will support the work of the Corporation and provide mission-based leadership and strategic governance. While day-to-day operations are led by the Executive Director, the Board/Executive Director relationship is a partnership, and appropriate involvement of the Board in governance and setting policies is both critical and expected. Specific responsibilities are included in the Policy Manual.

ARTICLE SEVEN. OFFICERS

Section 1. Officers.

(a) The officers of this Corporation are the Chair, Vice Chair, Recording Secretary, Corresponding Secretary and Treasurer.

(b) The Executive Director and Immediate Past Chair are officers *ex officio*. *Ex officio* members are non-voting members.

Section 2. Term.

(a) Officers serve for a two- (2) year term and may serve two (2) additional two- (2) year terms.

(b) An Officer may be elected to the same office for one (1) or more additional terms after a one- (1) year waiting period from the end date of the Officer's third term. The Board may waive the one- (1) year waiting period by a two-thirds (2/3) vote of the Board.

(c) An Officer's term will begin immediately upon election.

Section 3. Election.

(a) All Officers are to be elected in even-numbered years by the Board from among the Directors and eligible Officers in good standing. Any Director is eligible to be an Officer.

(b) Any Officer who resigns, dies or becomes unable to serve may be replaced by the Board of Directors for the remaining portion of the Officer's term.

Section 4. Chair, Powers and Duties.

The Chair is the chief volunteer officer of the Corporation. Specific responsibilities are included in the Policy Manual.

Section 5. Vice Chair, Powers and Duties.

The Vice Chair is the assistant chief volunteer officer of the Corporation. Specific responsibilities are included in the Policy Manual.

Section 6. Recording Secretary, Powers and Duties.

The Recording Secretary is the chief volunteer records officer of the Corporation. Specific responsibilities are included in the Policy Manual.

Section 7. Corresponding Secretary, Powers and Duties.

The Corresponding Secretary is the assistant chief volunteer records officer of the Corporation. Specific responsibilities are included in the Policy Manual.

Section 8. Treasurer, Powers and Duties.

The Treasurer is the chief volunteer financial officer of the corporation. Specific responsibilities are included in the Policy Manual.

Section 9. Immediate Past Chair.

The Immediate Past Chair is a non-voting, *ex officio* position.

Section 10. Honorary Chair.

The Board may appoint an Honorary Chair who will serve as a special consultant to the Corporation on governance, programs, events and other matters. The Honorary Chair will be treated as an *ex officio* Board member.

Section 11. Other Officers.

The Board may provide for the appointment of any additional Officers as it may deem to be in the best interest of the Corporation.

Section 12. Executive Director.

- (a) The Executive Director serves as an *ex officio*, non-voting Board member and Executive Committee member according to the contract between the Corporation and the Executive Director.
- (b) The duties of the Executive Director are detailed in the contract between the Corporation and the Executive Director, which is included in the Policy Manual. The Executive Director performs duties specified in the contract mutually approved by the Corporation and the National Park Service in 2017 and any updates, and in the annual Statement of Work in any Task Agreement with the National Park Service.
- (c) The Executive Director is responsible for the day-to-day operation of the Corporation and for seeing that policies set by the Board are followed throughout the organization. The Executive Director works closely with the Chair. Additional responsibilities and contract details are posted on the W3R administrative Web site.
- (d) The Board may add additional duties to the Executive Director's contract by resolution.
- (e) If the Executive Director's position is vacant, the Officers of the Corporation will assume, among themselves and with assistance from other Board members, the duties specified in any current Task Agreement Statement of Work and the duties specified in the current Executive Director contract. If there is no Task Agreement in effect, the officers will determine which duties are essential and assume those duties among themselves.

ARTICLE EIGHT. LEADERSHIP COUNCIL (working title)

Section 1. Purpose.

The purpose of the Leadership Council is to provide human resources necessary to implement programs on a wide range of topics including education, equity, diversity and inclusion, programs, events, promotion, fundraising and membership development.

Section 2. Membership.

Members will consist of Corporation Members who, while unable to commit to service as Officers or Directors, are willing to serve on a time-limited, project-specific basis. The Council will provide an avenue for retaining the expertise and support of current Officers and Directors as they transition out of governmental responsibilities. Members will be appointed by a majority vote of the Board and serve for an indefinite time.

Section 3. Organization.

The Council is not a board, has no elections and has no specific requirements for terms and meetings. Its members will have access to the Board to present proposals and work plans. Specific proposals must be approved by the Board and/or by the National Park Service before implementation.

Section 4. Details.

A full description of the Council is included in the Policy Manual.

ARTICLE NINE. HONORARY BOARD OF DIRECTORS

Section 1. Number, Qualifications and Tenure.

The Corporation may establish an Honorary Board of Directors consisting of an indefinite number of persons appointed by the Board for outstanding service to the purposes of the Corporation. An Honorary Director shall serve a term of two (2) years with an option to continue.

Section 2. Powers and Duties.

The Honorary Board is not responsible for management of the general affairs of the Corporation but will be responsible for presentation of advice and counsel to the Board of Directors on the programs of the Corporation. Honorary Directors are not required to attend Board meetings but may do so at their discretion. They may participate in all Board activities and will be expected to let the Corporation use their names for the purposes of fundraising, promoting the Washington-Rochambeau Revolutionary Route National Historic Trail and the Corporation, publicizing events associated with the Trail and the Corporation, and furthering the interests of the Trail and the Corporation.

ARTICLE TEN. COMMITTEES

Section 1. Standing Committees, Powers and Duties.

(a) Executive Committee: The Executive Committee shall exercise the powers of the Board to conduct routine matters when the Board is not in session. The Executive Committee shall be composed of the Chair, Vice Chair, Recording Secretary, Corresponding Secretary, Treasurer, Executive Director and Immediate Past Chair. The Executive Director and Immediate Past Chair are *ex officio*, non-voting members.

(b) Other: The Chair may appoint one or more Members to standing committees. The standing committees and the charges to these committees are listed in the Policy Manual.

Section 2. Special Committees.

Special committees shall be appointed by the Chair as the need arises.

ARTICLE ELEVEN. AFFILIATED GROUPS

Section 1. Affiliation.

Two or more members of the Corporation may apply to the Board for affiliation as the representative group for their state of residence. Affiliation granted by the Board will continue until termination as set out in Section 4.

Section 2. Memorandum of Understanding.

Any group that applies according to Section 1 must conclude a Memorandum of Understanding with the Corporation respecting the use of the name “Washington-Rochambeau Revolutionary Route” and any intellectual property belonging to the Corporation.

Section 3. Tax Exemption Required.

An affiliated group is ineligible to receive any grant in aid from the Corporation if the affiliated group has not received recognition of exemption from income taxation by the Internal Revenue Service.

Section 4. Termination.

Affiliation may be terminated by written notice of termination from the affiliated group. Affiliation may also be terminated by the Board for violation of the terms of the Memorandum of Understanding.

ARTICLE TWELVE. 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, Chair or Executive Director may accept any contribution, gift, bequest or devise for the general or special purposes of the Corporation. Gifts offered with restrictions establishing programs or projects outside the scope of the Corporation's mission or existing plans must specifically be approved by a majority vote of the Board or by the Executive Committee if the Board is not in session.

ARTICLE THIRTEEN. MISCELLANEOUS

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 – Any other file and record that is required by the Corporation's business.
- (e) Membership Year – The membership year shall begin January 1 and end 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 (10) working days in advance to the Recording Secretary or the Treasurer.

Section 4. Fiscal Year.

The Corporation's fiscal year shall begin January 1 and end December 31.

Section 5. Seal.

The Corporation shall have a seal that 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 organizations that 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.
- 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.

(a) These Bylaws may be altered, amended or repealed by a majority vote of the Officers and Directors entitled to vote at a Board meeting called for the purpose of amending the Bylaws. However, the provisions of Article Thirteen, 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 (6) weeks in advance of that meeting.
- (c) The Bylaws 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 Executive Director in time to be distributed to members with the meeting announcement.
- (e) All proposed amendments will be moved by the Bylaws 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 Bylaws 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.

- (a) Parliamentary procedures during meetings shall be governed by *Robert's Rules of Order*, using the most recent version available at the meeting, but not an edition revised more than 20 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 *Robert's 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.

Section 9. Related-Party and Conflict of Interest Provisions

- (a) The Corporation shall not enter into any related-party transaction except as approved pursuant to the procedures set out in the Conflict of Interest Policy adopted by the Board.
- (b) A related-party transaction is any transaction, agreement or other arrangement in which a related party has a financial interest and in which the Corporation is a participant.
- (c) A related party includes any Officer or Director of the Corporation, any relative of such person, or any entity in which any such person or relative of such person has a 35 percent or greater ownership interest, as these terms are defined in the Conflict of Interest Policy adopted by the Corporation.

ARTICLE FOURTEEN. DISSOLUTION AND LIQUIDATION

Section 1. Distribution.

If the Corporation's exempt purposes cannot be carried out, or if the Internal Revenue Code revokes recognition of exemption from United States income taxation under the Internal Revenue Code of 1986 as amended, and any such failure or revocation is not cured by appropriate amendment, or in the event of voluntary dissolution, then all of the Corporation's assets and accumulated income shall be distributed to any other organization recognized as exempt from United States income taxation as the Board (or, in default of designation by the Board, the Delaware Court of Chancery) designates as most likely to accomplish the purposes for which the Corporation was formed.

Section 2. Receiving Organization.

An organization receiving such distribution must be qualified as tax exempt under Section 501(c)(3) of the United States Internal Revenue Code or the corresponding provisions of any subsequent federal tax laws.

Section 3. Dissolution.

The Corporation shall be dissolved when all of its assets have been distributed.

DATED: April 4, 2020

CERTIFICATION

I, Jeffrey M. Canning, Recording Secretary of The National Washington-Rochambeau Revolutionary Route Association, hereby certify that the above and foregoing Bylaws, comprising eleven (11) pages, were adopted as the Bylaws of the National Washington-Rochambeau Revolutionary Route Association on April 4, 2020, and supersede all previous versions.

DATED: _____ 2020

Signed: _____
Jeffrey M. Canning
Recording Secretary