

**CODE OF BY LAWS OF THE
WASHINGTON-ROCHAMBEAU ROUTE OF DELAWARE, INC.**

Adopted 2003, Amended July 19, 2008

ARTICLE ONE. OFFICES

The principal office of the corporation is located at 1 Naamans Rd., Box 184, Claymont, DE 19703. The corporation may have such other offices, inside or outside the State of Delaware, as the Board of Directors may deem appropriate.

ARTICLE TWO. MEMBERS

Section 1. Membership Classes.

Memberships are open to individuals, families and to corporations or unincorporated associations. The membership of the corporation shall be divided into the following classes:

<u>Class</u>	<u>Annual or Other Dues</u>
Regular Membership	\$ 20.00 per year
Available only for an individual or a charitable organization [added July 19, 2008]	
Family Membership	\$ 30.00 per year
Available for a member, spouse and dependent minor children [added July 19, 2008]	
Supporting membership	\$ 50.00 per year
Sustaining membership	\$ 100.00 per year
Contributing membership	\$ 250.00 per year
Life membership	\$1,000.00 contribution

Section 2. Selection of Members.

Membership in the corporation is open to any person who is nominated for membership and approved as a member by the Board.

Section 3. Voting Rights.

Each member in good standing is entitled to one vote on each matter submitted to the membership for a vote. Corporate members shall have one vote to be cast by the chief executive officer of the corporation or by the chief executive officer's delegation of authority.

Section 4. 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 5. Termination.

The Board of Directors can terminate any member's membership rights for failure to pay dues,

Amended By Laws of the Washington-Rochambeau Route of Delaware, Inc. (July 19, 2008) page 2 of 8
assessments or other charges within 90 days from the due date.

Section 6. Reinstatement.

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

Section 7. Transferability.

Membership in this corporation is not transferable.

ARTICLE THREE. MEETINGS OF MEMBERS

Section 1. Annual Meeting.

The annual meeting of the members will be held on the second Saturday of October of each year, at a place and time to be set by the Chair. The time, place and date of annual meeting may be changed by the Chair to accommodate the members. 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, by the board of directors, or by petition signed by at least twenty-five (25%) percent of the members entitled to vote at a membership meeting.

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 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 twenty-five (25%) percent 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.

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

Any question including election of officers or directors may be conducted by mail, by telephone or by e-mail in such manner as the Board of Directors may deem appropriate.

ARTICLE FOUR. 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 of Directors shall consist of from five to twenty-one persons. Directors are elected at the annual meeting of the Board of Directors. A director shall serve for a term of three years, or until a successor is elected.

Section 3. Annual Board Meeting.

The Board of Directors shall meet annually just before the annual meeting of the members at the same place as the annual meeting of members will be held.

Section 4. Special Board Meetings.

The Board of Directors may meet at any other time and place that may be set by the Chair or by twenty-five (25%) percent of members eligible to vote.

Section 5. Notice of Board Meetings.

Notice of any special meeting of the Board of Directors must be given at least ten (10) days before the date of the special meeting. The meeting notice must be written (which includes notice by e-mail) and must contain a brief agenda. Any meeting notice required by section 4 must be mailed to each Director at the Director's address shown on the Secretary's records at least ten (10) days before the meeting date.

Section 6. Quorum.

A majority of the Directors is a quorum for transacting any business at the annual meeting of directors or at any special meeting of directors.

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 by laws.

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. Executive Committee.

The Executive Committee is responsible to the entire board for the general management of the Corporation. The Executive Committee consists of the Chair, Vice Chair, Treasurer and

Secretary and up to three members of the Board chosen by the Board. The Executive Committee will meet at least once each quarter at a place and time designated by the Chair.

ARTICLE FIVE. OFFICERS

Section 1. Officers.

The officers of the corporation are the Chair, the Vice Chair, the secretary and the treasurer. One person may serve as Secretary and Treasurer.

Section 2. Term.

Officers serve for a one year term, beginning at the annual meeting of members.

Section 3. Election.

All officers are elected by the Board of Directors from among the Board of Directors. Any Director is eligible to be an officer. The Board of Directors may nominate Directors for any office at the annual meeting of the Board of Directors, or at a special meeting of the Directors called for that purpose.

Section 4. Vacancies.

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. The Vice Chair is the first 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) Secretary. The secretary is the chief records officer of the corporation. The 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 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 secretary may be assigned any other supervisory duty that the Chair deems appropriate.

(d) 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 Chair deems appropriate.

(f) 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 SIX. COMMITTEES

Section 1. Standing Committees, Powers and Duties.

The Board of Directors may appoint one or more members to the following standing committees -- with the following powers and duties:

The Advisors to the Board are responsible to aid the Board of Directors in identifying projects and implementing projects for the Corporation. The Advisors to the Board shall include representatives of

The Historical Society of Delaware

The Delaware Department of Natural Resources & Environmental Controls

The Delaware Department of Historical & Cultural Affairs

Such other persons as the Board may request.

Section 2. Special Committees.

The Board of Directors 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 Board of Directors shall appoint a Director as chair for every standing and special committee.

ARTICLE SEVEN. CONTRACTS, CHECKS, DEPOSITS AND GIFTS

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

The Board of Directors 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 of Directors to do so.

Section 3. Deposits.

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

Section 4. Gifts.

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

ARTICLE EIGHT. MEMBERSHIP CERTIFICATE

Section 1. Membership Certificate.

The Board of Directors shall provide for the issue of membership certificates to all members in good standing, in such form as the Board may prescribe. Membership certificates shall be signed by the Chair and the Secretary. The Secretary shall record the class, name and address of each member in the corporate records. If a membership certificate is lost, destroyed or stolen, the Secretary shall replace it upon written request by the member whose certificate is to be replaced.

Section 2. Delivery.

The Secretary shall deliver membership certificates to each new member upon payment of dues, and to each member on the member's renewal date, if the member is in good standing.

ARTICLE NINE. BOOKS AND RECORDS

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 and the 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.

Section 2. Custodian.

The 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 Secretary or the Treasurer.

ARTICLE TEN. MISCELLANEOUS

Section 1. Fiscal Year.

The Corporation's fiscal year shall begin on the 1st day of July and end on the 30th day of June.

Section 2. Seal.

The Corporation shall have a seal which shall be "Washington-Rochambeau Route of Delaware, Inc."

Section 3. 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 of Directors 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 of Directors of the corporation 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.

ARTICLE ELEVEN. AMENDMENT

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 Ten may not be amended.

CERTIFICATION

I, _____ Secretary of the Washington-Rochambeau Route of Delaware, Inc., hereby certify that the above and foregoing bylaws comprising eight pages were adopted as the amended bylaws of Washington-Rochambeau Route of Delaware, Inc., on July 19, 2008.

_____, Secretary
DATED: _____