

Minutes of the Seventh Annual Meeting of the
National Washington-Rochambeau Revolutionary Route Association, Inc.
held at the Hudson River Valley Institute (at Marist College) in Poughkeepsie, NY
on April 10, 2010

The meeting was opened by Dr. Ralph Nelson, chair with nine directors and five members in attendance. Colonel James M. Johnson, executive director, welcomed us to the Hudson River Valley Institute at Marist College.

- Carolyn Suffern Johnson was appointed without objection as Recording Secretary *pro temp*s.
- The Recording Secretary *pro temp*s summarized the Attendance Report (attached) for the start of the meeting. This noted 45 members who had paid dues for 2010, of which 14 were present. Those present were 31% of the membership, and the required quorum is 25%. Sallie de Barcza moved to accept the Attendance Report and to note that we had a quorum. This motion passed.
- James Johnson moved to adopt "Roberts Rules of Order, Newly Revised", (10th ed.) as a guide for the meeting and to appoint James T. Raleigh as Parliamentarian. This motion passed.
- The Recording Secretary *pro temp*s named the people giving and holding proxies (see attached Proxy Assignment Report). James T. Raleigh moved that the proxies be accepted as stated. This motion passed.
- James T. Raleigh moved to adopt the proposed agenda as printed in the 2010 Annual Meeting Program Book.
 - Acqunetta Anderson moved "to amend the agenda to extend the election of officers immediately following lunch to allow member en route to participate in the W3R-US voting process and elections, or to leave the voting open to allow members en route to cast their vote." This motion failed on a show of hands: 5-yes to 6-no.
 - The motion to adopt the proposed agenda passed.
- James T. Raleigh moved to accept the minutes of the 2009 Annual Meeting as posted on the W3R-US website and printed in the 2010 Program Book. This motion passed.
- Sallie de Barcza moved to accept the Treasurer's Reports for Calendar 2009 and for the 2010 Year to April 3 -- as presented and published in the 2010 Program Book -- subject to audit. After some discussion of the forms filed for the W3R-US to secure 501(c)3 status and to report to the IRS (Form 990) this motion passed.
 - Roseanna Gorham suggested that the Board of Directors appoint a Committee to take up banner sales and other fundraising activities.
- The officer and state reports were accepted for the record without objection.

New Business:

Consideration of proposed amendments to the Bylaws drafted by Ralph Nelson based on four teleconferences in January that were open to the membership. These were taken up in the order specified in the agenda.

- Article 2 (legal address for the W3R-US): Replace "P.O. Box 40, Rockland, DE 19732" with "Thomas J. Reed, Esq., Widener Univ. School of Law, P.O. Box 7474, Wilmington, DE 19803-0474." – James T. Raleigh moved this, and the motion passed.
- Article 7 (Honorary Board): In Section 1 replace "shall" with "may" and "responsibility" with "responsible". – James T. Raleigh moved this, and the motion passed.
- Article 10 – Add "Section 5. Life Membership Escrow Account
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."
– James M. Johnson moved this, and the motion passed.
- Article 11 – In Section 7 (Amendment) Change "Members" to "Delegates" and label it (a).

Also, add to Section 7 (Amendment) the following subsections:

"(b) All amendments proposed for a vote at the Annual Meeting of Delegates must be received by the Bylaws Committee by March 1 of the year of that meeting.

(c) 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.

(d) The Bylaw Committee may make minor changes to make a proposed amendment's wording consistent with the current Bylaws.

(e) The Bylaws Committee shall transmit proposed amendments to the Corresponding Secretary in time to be distributed to members with the meeting announcement.

(f) 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.

(g) The chair shall decide if a proposed revision is minor or major. If a Delegate objects to this ruling, the ruling shall be put to a vote of the body without debate."

Also add a new section: "Section 8. Rules of Order

(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."
– James M. Johnson moved these, and the motion passed.

CORRECTION: A week after the meeting (on April 18) Acqunetta Anderson raised a point of order as to when Bylaw amendments become effective. The new chair (Sallie de Barcza) found the point well taken [RONR (10th ed.) p 578, 1.20-26] and ruled that since the amended Article 11 Section 7 (e) says "The Bylaws Committee shall transmit proposed amendments to the Corresponding Secretary in time to be distributed to members with the meeting announcement." and this was not done, consideration of all further proposed amendments was not in order, so adoption would be invalid. For the record they have been placed in Appendix A - Proposed Amendments that were Ruled Out of Order

NOTE: The proposed amendments for Article 4 -- which would change the Annual Meeting of Members to an Annual Meeting of Delegates -- were tabled and later ruled out of order. Thus, when incorporating the above amendments into the Bylaws the Recording Secretary will change all references to delegates (underlined above) and refer instead to members.

The meeting was recessed for a break, during which several new members who arrived late paid dues and several proxies were received by phone from members who could not attend.

- Carolyn S. Johnson moved to accept these proxies (see Proxy Assignment Report, attached). This motion passed.

Election of Directors for the Board:

The following slate of candidates had been submitted by several states and was read:

Nominated by	Nominee	Resident of
MA	Blanche Hunnewell	MA/SC
MD	Robert Reyes	MD
MD	Glenn Williams	MD
NJ	Kathy Faulks	NJ
RI	Roseanna Gorham	RI
RI	Nicholas Gorham	RI
VA	Betty Jean Gerber	VA

- Sallie de Barcza moved to have the Recording Secretary cast one ballot for the above slate. This motion passed.

NOTE: One nominee [not listed above] had not paid dues prior to the election, was consequently ineligible to be a candidate, and was not elected to be a Director.

- James Johnson moved to re-open nominations. This motion was passed. He nominated Carolyn Johnson and Jan Burnet to be Directors. Ursula Reed nominated Carol Firing to be a Director. There were no further nominations. Sallie de Barcza moved to have the Recording Secretary cast a single ballot for these nominees, and this passed.

The Annual Meeting was recessed to allow for a meeting of the New Board of Directors. When the Annual Membership Meeting was resumed the new officers were introduced and the meeting was adjourned.

Respectfully submitted,
Carolyn Suffern Johnson

Membership Attendance Report as of 9:30 AM April 10, 2010

Members Present at 9:30 AM, April 10, 2010

Count	Name	Res	Month Paid
1	J. Winthrop Aldrich	NY	paid-02
2	Acqunetta Anderson	DC	paid-04
3	Richard Borkow	NY	paid-01
4	Sallie de Barcza	NJ	paid-01
5	Betty Jane Gerber	VA	paid-01
6	Tema Harnik	NY	paid-0410
7	Brenda Horrell	NY	paid-0410
8	Jean Hultgren	NJ	paid-0410
9	Frank Jazzo	NY	paid-04
10	Carolyn S. Johnson	TN	paid-01
11	James M. Johnson	NY	paid-0410
12	Ralph Nelson	DE	paid-02
13	James T. Raleigh	NJ	paid-03
14	Ursula Reed	PA	paid-0410

Members Absent at 9:30 AM, April 10, 2010

1	Yolande Bosman	CT	paid-01
2	Jacques Bossiere	FR	paid-LIFEh
3	John Brook	DE	paid-LY10
4	Kim Burdick	DE	paid-01
5	Robert Capps	MO	paid-LY10
6	Thomas D'Amico	NJ	paid-04
7	Jan DuPlain	DC	paid-04
8	Veronica Eid	DE	paid-04
9	Kathy Faulks	NJ	paid-04
10	Carol Firing	PA	paid-0410
11	Levette Fondaumiere	DC	paid-04
12	Serge Gabriel	CT	paid-LIFE
13	Nick Gorham	RI	paid-04
14	Roseanna Gorham	RI	paid-04
15	Ruth B. Harney	CT	paid-01
16	Maria Harris	NY	paid-03
17	David Holloway	CT	paid-0410
18	Blanche M. Hunnewell	MA/SC	paid-LIFE
19	Andree M. King	VA	paid-03
20	Vanessa LaFranco	NJ	paid-02
21	Mary Ann Lisanti	MD	paid-04
22	J. Robert Lunney	NY	paid-LIFE
23	Ken Molloy	MA	paid-02
24	Carl Nittinger	NJ	paid-01
25	Bernard Queneau	PA	paid-04
26	Robert E. Reyes	MD	paid-04
27	John W. Shannahan	CT	paid-02
28	Richard C. Stazesky	DE	paid-01
29	John Welsh	OR	paid-02
30	Glenn Williams	MD	paid-02
31	Virginia Hayes Williams	DC	paid-04
32	Nicole Yancey	VA	paid-03

Two members who were absent at 9:30 AM arrived late and were present before the break:

Roseanna Gorham and Serge Gabriel

Two new members arrived late, were present before the break, and paid dues:

Janet Burnet and Michael Fitzgerald

Proxy Assignment Report as of 9:30 AM April 10, 2010

Proxy-Holder	Proxy Given By	Member	Dir-new*
Anderson	Virginia Williams	1	1
Anderson	Levette Fondaumiere	1	1
Anderson	Jan DuPlain	1	1
de Barcza	Kathy Faulks	1	1
de Barcza	Blanche Hunnewell	1	1
de Barcza	Vanessa LaFranco	1	0
de Barcza	Carl Nittinger	1	1
de Barcza	Robert Reyes	1	1
de Barcza	John Welsh	1	1
de Barcza	Nicole Yancey	1	1
de Barcza	Thomas D'Amico	1	1
de Barcza	Andree King	1	1
TOTALS		12	11

Thus 12 proxies were eligible for use in ballots at the start of the Annual Membership Meeting. Three members who were unable to get to the meeting called in before the morning break to give proxies, and these were accepted after the break (see minutes).

Proxy-Holder	Proxy Given By	Member	Dir-new*
Reed	Carol Firing	1	1
Reed	David Holloway	1	1
Gorham-R	Nicholas Gorham	1	1
NEW TOTALS		15	14

Thus 15 proxies were eligible for use in ballots in the Annual Membership Meeting after the break, and 14 proxies were eligible for use in ballots in the "new" Board of Directors Meeting held to elect Officers from among the Directors on the "new" Board -- those whose terms expire in 2011, 2012, and 2013.

Appendix A - Proposed Amendments that were Ruled Out of Order after the Annual Meeting

(in the order in which they were considered)

- Article 8 – Committees: (nomination procedure) Replace Section 1 with "Section 1. Standing Committees, Powers and Duties
The Chair with the advice and consent of the Executive Committee may appoint one or more Members to the following Standing Committees with the following powers and duties:
(a) Nominating Committee: The Nominating Committee will before February 1 identify and recruit one (1) willing candidate for the position of each Director-officer or Director-at-large whose term expires at the Annual Meeting. This slate shall be given to the Corresponding Secretary for posting on the Web and distribution to the members no later than February 15.
(b) If any staff are hired the Board shall establish a Personnel Committee. This committee will write the staff position description, conduct a search for applicants, review applicant qualifications, recommend candidates for hiring (Executive Committee to make the final decision), monitor staff performance, and make a report to the Board at least once a year on the performance of each member of the staff." – Sallie de Barcza moved this, and the motion passed.
- Article 3 – Members: Section 1 (member classes and dues) – Carolyn S. Johnson moved to accept the proposed amendment. There was no second, so the motion failed.
- Article 3 – Sections 2 to 8 (setting and collecting dues) - The proposed amendments were not moved.
- Article 4 – Meetings – Sections 1 to 4 (delegates for annual meetings) Replace the title of Article Four, "MEETINGS OF MEMBERS", with "MEETINGS OF DELEGATES". In Section 1 replace "The Annual Meeting of Members" with "The Annual Meeting of Delegates", replace "to elect officers and directors" with "to hear and file reports of the officers and committees and to install officers", and delete the last sentence. Insert after Section 1 (and re-number following sections) "Section 2. Delegates
Delegates represent members at meetings. Delegates are assigned as follows:
(a) Each incumbent Officer and Director is a delegate.
(b) Each incumbent state chapter chair (or his/her designated alternate) is a delegate.
(c) Each state chapter gets an additional C delegates where $C = (S/10)-1$, rounded up to the next whole number, S = the number of current state-only members in that chapter as of March 1.
(d) Each incumbent local branch chair (or his/her designated alternate) is a delegate.
(e) Each local branch gets an additional L delegates where $L = (B/10)-1$, rounded up to the next whole number, B = the number of current state-only members in that chapter as of March 1.
(f) Chapters and Branches must inform the Recording Secretary of the names of their Delegates by March 15 for the Annual Meeting of Delegates and before the start of any Special Meeting of Delegates."
In old Section 2 replace "Special Meetings of Members" with "Special Meetings of

Delegates"

In old Section 3 insert after "agenda" the phrase "and any proposed Bylaw amendments (see old Article 11, Section 7)".

In old Section 4 replace "membership quorum" with "delegate quorum" and "Members" with "Delegates". Delete ", or all of the voting Members, whichever is less". - Acqunetta Anderson moved to table the proposed amendments. This motion passed.

- Article 1 – (definitions – members and delegates) – The proposed amendments were not moved.
- Article 4 - Old Sections 5 and 6 (who may hold proxies.) – The proposed amendments were not moved.
- Article 5 – Sections 3 to new 11 (who may hold a director proxy, staff) – The proposed amendments were not moved.
- Article 5 – Sections 1 and 2 Replace Section 2 with
"Section 2. Number, Tenure, Nomination, and Election
 - (a) The Board shall consist of the five Director-officers and ten Directors-at-large.
 - (b) The term of election is two years, with staggered terms.
 - (c) Directors may be nominated only by the Nominating Committee or by a petition packet received by the Corresponding Secretary before March 1 of the election year. Nominations from the floor will not be recognized. The petition packet must include brief letters of endorsement from five or more current members (not the candidate) and a note of concurrence from the candidate.
 - (d) The Corresponding Secretary will prepare a ballot based on the Nominating Committee's slate and any petition candidates -- the order of names to be alphabetic by surname. Directors-at-Large shall be listed as one group with instructions to mark no more than the number of open positions (some openings may be for a one-year term to replace a Director-at-Large who resigned). Ballots will be mailed to all Members by March 15, noting that only those ballots received by the Corresponding Secretary by midnight of March 31 will be counted. (e) The Directors-at-Large with the highest number of votes will take the positions available, two-year terms being filled first. The results will be posted on the W3R-US' Web site and announced at the Annual Meeting of Delegates, with ballots to be retained until (and destroyed after) a vote to accept the results of the balloting at that meeting.
 - (f) Transitional changes in 2011:
The terms of Directors elected in 2009 will end in 2011. The terms of Directors elected in 2010 will end in 2012. The Chair and Vice-Chair elected in 2010 will continue to serve until 2012.
Five Directors-at-large will be elected for 2011-13.
The Recording Secretary, Corresponding Secretary, and Treasurer will be elected for 2011-13."
 - Acqunetta Anderson moved to table the proposed amendment for Section 2. This motion failed.
 - Sallie de Barcza moved to accept the proposed amendment as written. This motion passed with one abstention.
- Article 6 – Officers – In Section 2 replace "one year term, beginning at the Annual Meeting of Members." with the phrase "two-year term, starting immediately after

the Annual Meeting of Delegates" and replace Section 3 with

"Section 3. Voting by Mail, Telephone or E-Mail

Any deliberation and/or decision of the Executive Committee may be conducted by mail, by telephone or by e-mail in such manner as the Board of Directors may deem appropriate." and in Section 5(e) replace "Annual Meeting of Members" with the phrase "Annual Meeting of Delegates". -- Acqunetta Anderson moved to accept the proposed amendment as written. This motion passed.

- Article 9 – State Chapters: In Section 1 change "three citizens of the state" to "ten members whose mailing addresses are in that State", and in Section 3 delete the last sentence, and delete Section 4 and renumber succeeding sections. In subsection 6(e) delete "to three or more citizens of the state".
 - Acqunetta Anderson moved to table the proposed amendments. There was no second so this motion failed.
 - Sallie de Barcza moved to accept the proposed amendments. This motion passed with one abstention.
- New Article 10 – Local branches: --- Insert after Article 9 a new Article (see box below) and renumber succeeding Articles. James T. Raleigh moved to accept the proposed amendment. This motion passed.

ARTICLE TEN. LOCAL BRANCHES

Section 1. Charter

An application for a Local Branch charter may be presented to the Board by at least five members with mailing addresses in a defined area within a 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 Local Branch 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 Local Branch charter approval.

Section 2. Duration

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

Section 3. Local Branch Organization

A Local Branch need not be separately incorporated under the not-for-profit laws of the state to which a charter has been issued.

Section 4. Eligibility for Recognition of Tax Exempt Status

The Corporation has a 501(c)3 exemption from U.S. income taxation. The acceptance of a Local Branch charter binds the Local Branch 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 5. Local Branch where there is no State Chapter

It is permitted to form a Local Branch in a state which has no State Chapter. In this case the State dues portion will be retained and used by the national organization.

Section 6. Revocation or Suspension of Charter

A Local Branch charter may be revoked by the Board if the Board finds that the Local Branch is not in compliance with the By Laws, particularly with reference to the

provisions of Sections 1 and 3 of this Article or Article Eleven, Section 6. A Local Branch charter shall be suspended if the number of members on March 1 is below four (4). A Local Branch with a suspended charter may not have a Delegate at any meeting. A suspended charter is automatically re-activated once the Local Branch membership rises above six (6).

- (a) Any Director who has knowledge that a Local Branch is not in compliance with the provisions of the By Laws shall report that condition to the Board.
- (b) The Board shall investigate the report of non-compliance. If the Board finds that a Local Branch is not in compliance with the provisions of the By Laws, it shall revoke the charter of the Local Branch.
- (c) The charter of a Local Branch may be revoked by two-thirds majority vote of the Board of Directors.
- (d) Following revocation of an existing Local Branch charter, a new Local Branch charter may be issued by the Board pursuant to the provisions of Section 1 of this Article.

NOTE #1: In the proposed amendment for Article 5 Section 2(f) there was a typographic error in the Program Book, which said "The Chair and Vice-Chair elected in 2009" where it should have read "The Chair and Vice-Chair elected in 2010". The correct date has been used in these minutes.

NOTE #2: If these amendments are later adopted the Recording Secretary should harmonize all references to the Bylaws to re-numbered Articles and Sections so that they refer to the correct Article and Section.