

**BYLAWS**  
**MCLEAN CITIZENS ASSOCIATION**  
**(General Revision – Approved 05/23/2016)**

**Article I – NAME**

The name of this Corporation shall be the McLean Citizens Association (“MCA”). MCA is incorporated in the Commonwealth of Virginia and subject to the laws and regulations of Virginia.

**Article II – PURPOSE**

The purpose of this non-profit, non-partisan association shall be to advance the civic, educational, environmental, recreational, and social interests of the McLean area, as defined in Article III, 3.1, Qualification.

**Article III – MEMBERSHIP**

3.1 Qualification.

(1) Any adult person residing in the area bounded by the Potomac River, the Arlington County line, Falls Church City line, Route 7, the Dulles Access Road to Difficult Run, and along Difficult Run to the Potomac (hereinafter referred to as the “McLean area”) may become an MCA member (hereinafter referred to as “Member”) by the payment of one year’s dues. (The Members of the MCA shall hereinafter be referred to collectively as the “Membership”.)

(2) In addition, any adult person residing in a defined area contiguous to the aforesaid area may become a Member by the payment of one year’s dues, after a vote by the Board of Directors that the residents of such defined area have common interests with residents of the McLean area.

(3) Any individual interested in the activities of the MCA but not eligible for membership may pay an annual fee equal to annual dues and receive copies of all mailings and notices from the MCA. These individuals do not have any membership or voting rights in the MCA.

3.2 Rights of Members. A Member in good standing may serve on the Board of Directors and committees of the MCA and vote in any matter before the MCA made the subject of a vote by the Membership. Each Member shall be entitled to one vote.

3.3 Definition of Good Standing. A Member in good standing shall be defined as any person who meets the requirements of paragraph 3.1 of this Article and has paid the current year’s dues to the MCA.

3.4 Membership Dues. The Board of Directors shall determine the annual dues. Dues shall be billed to each individual Member and shall be due in June. The membership year begins in June and ends in May.

3.5 Unauthorized Representations. No member of the Board of Directors or the Membership shall publicly state a position or act in any other fashion as representing the MCA, unless such position or act shall have been approved by the Board of Directors or the Membership or conforms to current, publicly-stated Board/MCA positions.

#### **Article IV – OFFICERS AND DIRECTORS**

4.1 Officers. There shall be six (6) officers of the MCA: President, First Vice President, Second Vice President, Corresponding Secretary, Recording Secretary, and Treasurer. The six officers shall constitute the Executive Committee of the MCA.

4.2 Numbers and Distribution. The Board of Directors of the MCA shall consist of forty (40) Members: six (6) Officers and thirty-four (34) Directors. The distribution of Directors shall, insofar as is possible, be as follows: Twenty (20) Directors shall represent active neighborhood associations and fourteen (14) Directors shall be At-Large. If, after every effort has been made, twenty (20) Directors cannot be found to represent active neighborhood associations, then additional Directors-At-Large positions may be substituted, sufficient to bring the total number of Directors to thirty-four (34). An alternate to each Director from a neighborhood association may be designated by said association to attend Board meetings and vote in the absence of the elected Director.

4.3 Definition of Active Neighborhood Association. An active neighborhood association shall be defined as a homeowners or civic association which has held within the previous twelve (12) months a meeting of its membership attended by at least fifteen (15) persons.

#### 4.4 Duties of Officers.

(1) President. The President shall: (a) preside at all meetings and shall be charged with the responsibility of conducting in good order all the affairs of the MCA; (b) appoint committee chairs and vice-chairs/co-chairs with the advice of the Executive Committee and approval of the Board of Directors; (c) serve as ex-officio members of all committees except the Nominating Committee; (d) sign all legal documents of the Corporation; (e) ensure that the duties of the Officers and the committees are carried out; (f) speak on behalf of the MCA; and (g) review or approve all external correspondence generated in committee or by the Board of Directors that states an MCA action, resolution, or position. The President, with the concurrence of the Executive Committee, may delegate any responsibility enumerated in these Bylaws to another Officer or Director.

(2) First Vice President. The First Vice President shall act during the President's absence; work with the President in conducting MCA's public outreach, including developing press releases and advertisements; and perform such other duties as may be assigned by the President.

(3) Second Vice President. The Second Vice President shall serve as a Chair of the Membership Committee. Together with a Membership Committee Co-Chair who is not a member of the Executive Committee, or a Vice Chair, if the Committee leadership includes a Vice Chair, he/she shall perform the following duties: (1) maintain a current list of Members; (2) organize an annual membership drive; (3) cause to make available upon request by any Member, for a period of ten (10) days prior to the annual meeting, an electronic copy of the current list of Members in good standing; and (4) cause to make such list available for inspection by any Member at all times during

the annual meeting. In addition, the Second Vice President shall act during the absence of both the President and First Vice President and shall perform such other duties as may be assigned by the President.

(4) Treasurer. The Treasurer shall: (a) receive all monies due the MCA including payment of dues and authorize all payments on behalf of MCA; (b) keep proper records of all receipts and disbursements; (c) present a written report of receipts and disbursements at all Board of Directors meetings; (d) prior to the Annual Meeting, prepare a budget for approval by the Board of Directors and presentation to the Membership; (e) present a financial report in written, summary form to the Membership at the Annual Meeting in May; and (f) ensure that all filings are made with Federal, state and local governments to ensure that the MCA retains its non-profit status. The Treasurer also shall perform such other duties as may be assigned by the President.

(5) Corresponding Secretary. The Corresponding Secretary shall be responsible for correspondence with Membership, and other key constituencies, as needed. This shall include: (a) sending written or electronic notice of every Membership meeting to every Member in good standing, specifying in said notice any matters of special interest to be considered; (b) posting notices of MCA meetings and information about MCA activities on the MCA website and social media accounts; (c) if requested by Committee Chairs, providing copies of Committee resolutions and positions approved by the Board and/or Executive Committee to appropriate local, state and/or federal officials and the news media; (d) undertaking correspondence as directed by the President, Board of Directors, or by vote of the Membership; and (e) performing such other duties as may be assigned by the President.

(6) Recording Secretary. The Recording Secretary shall: (a) prepare and maintain minutes of meetings of the Membership and of the Board of Directors and have them posted on the MCA website; (b) be custodian of the records of the MCA and maintain them in good order; (c) have custody of the Seal of the Corporation; and (d) perform such other duties as may be assigned by the President.

4.5 Duties of Directors. Directors shall: (a) attend all Board of Director and Membership meetings of the MCA, and (b) serve on at least one committee of the MCA or serve as an MCA representative to other organizations.

4.6 Compensation. No Officer or Director shall receive compensation for any services he/she renders to the Association in his/her capacity as a member of the Board of Directors, nor shall the net earnings of the Association inure to the benefit of any Officer or Director. Notwithstanding the foregoing, each Officer or Director may be reimbursed for the actual reasonable expenses incurred by him/her in the performance of duties as an Officer or Director.

#### 4.7 Resignations and Removal.

(1) Notice of resignation of an Officer or Director shall be in writing to the President or Executive Committee. Any Officer or Director who fails to retain his or her status as a Member in good standing or who has three (3) unexcused absences from meetings of the Board of Directors during any twelve month term shall be deemed to have resigned. The President shall have the power to excuse the absence of an Officer or Director as specified in the MCA Policies and Procedures Manual, and such an excused absence shall not be counted as a missed meeting. Absences (whether excused or unexcused) shall be noted in the Minutes of Board of Directors meetings.

(2) An Officer or Director also may be removed from his or her duties as an Officer or Director if he or she engages in conduct that is deemed to be significantly detrimental to achievement of the goals and purposes of the MCA, including material failure to comply with these Bylaws or the MCA Policies and Procedures Manual. Any request from a Member to remove an Officer or Director for such reasons shall be made in writing to the President, who shall ascertain the facts in the matter and inform the Executive Committee of the request. If the Executive Committee believes the request has merit, the affected Officer or Director shall be contacted and given an opportunity to respond. The Executive Committee shall then determine the course of action and provide written notice to the affected Director or Officer as well as to the Board of Directors. Removals for the reasons cited in this paragraph may be appealed to the Board of Directors by the affected Officer or Director. Reinstatement shall require an affirmative vote by two-thirds (2/3) of the Board of Directors present at the next Board meeting, not including the affected Officer or Director, to reinstate.

#### 4.8 Conflict of Interest.

(1) No local supervisor, school board member, or state legislator, or employee of said supervisor, school board member, or legislator, shall be a member of the Board of Directors. Members of the Board of Directors shall resign, if and when they declare their candidacy for elected local or state office or become an employee of a local supervisor, school board member or state legislator.

(2) Members of the Board of Directors shall disclose to the President a conflict of interest or appearance of a conflict of interest, as discussed in the MCA Policies and Procedures Manual, and abstain from voting on matters that would affect the Officer or Director's financial interest or the financial interest of a relative to the extent known to the Officer or Director. Upon request, on a case-by-case basis, the Board of Directors (other than the affected Officer or Director) may vote that the circumstance should not disqualify the member from voting. The material facts and vote shall be made a matter of record.

4.9 Vacancies. When a vacancy occurs among the Officers or Directors, through resignation or otherwise, the President shall notify the Board of Directors that a vacancy exists, and nominees may be proposed by any Officer or Director. The Executive Committee shall serve as a nominating committee and all nominations shall be proposed in accordance with the provisions of Article VII, 7.2, Nominee Qualifications. The President shall present all nominations approved by the Executive Committee to the Board, which may make additional nominations from the floor. The nominee receiving the greatest number of votes shall fill the vacancy. The term of an Officer or Director elected by the Board of Directors to fill a vacancy expires June 1. In the event that a vacancy arises less than two months prior to the Annual Meeting of the membership, the Executive Committee may, in its discretion, refer the nominee to the Nominating Committee described in Article VII, 7.1, Nominating Committee.

### **Article V – MEETINGS**

#### 5.1 Membership Meetings.

(1) Annual Meeting. The Annual Meeting of the Membership shall be held during the month of May each year within the McLean area, at which meeting the Membership shall: (a)

elect the Officers and Directors of the MCA, as provided for by Article VII, Nominations and Elections; (b) elect members of the Board of Trustees of the McLean Community Foundation, MCA's philanthropic arm as provided for by Article VII; (c) receive annual reports from the Treasurer and MCA committees; and (d) transact such other business as shall properly come before them. The McLean Community Foundation (MCF) shall, immediately preceding the MCA annual meeting, present an annual report of activities to the Membership.

(2) Regular Meetings. In addition to the Annual Meeting, two regular Membership meetings shall be held annually, normally during January or February and October of each year. Additional regular membership meetings may be held at such other times as the Board of Directors or the President may, at their discretion, call after due notice in accordance with paragraph 5.1(4) below.

(3) Special Meetings. A special meeting may be called by the President or upon written request filed with the President: (a) by at least eight (8) members of the Board of Directors, or (b) by at least twelve (12) Members of the MCA in good standing, except for matters covered by Article VIII, 8.4, Real Estate Transactions. Only the business described in the meeting notice may be conducted at a special meeting.

(4) Notice. Written notice of the date, time and place of all meetings of the Membership shall be given, either personally or by mail/E-mail, no less than ten (10) nor more than thirty (30) days prior to the date of the meeting, except for the Annual Meeting which shall be no less than thirty (30) days.

(5) Quorum. Twenty-five (25) Members shall constitute a quorum.

## 5.2 Board of Directors Meetings.

(1) Regular Meetings. The Board of Directors shall meet monthly except for the month of August, at such date and place as determined by the President. The President, with the consent of a majority of the Executive Committee, may cancel any meeting. Notice of canceled meeting shall be by mail/E-mail or telephone.

(2) Special Meetings. A special meeting may be called by the President or upon written request filed by at least five (5) members of the Board. A special meeting shall require a minimum of ten (10) days' written notice. Only the business described in the meeting notice may be conducted at a special meeting.

(3) Quorum. Sixteen (16) members of the Board of Directors shall constitute a quorum.

## 5.3 Meeting Order and Procedure.

(1) All meetings of the MCA, unless otherwise prescribed in these Bylaws, shall be conducted according to the latest edition of Robert's Rules of Order, Revised.

(2) Subject to the approval of the President, any person in the McLean area, whether or not a Member, is invited and welcome to comment or express views relative to the business on the floor at any Membership meeting or at any Board of Directors meeting. Any person in the McLean

area may make a presentation to the Board of Directors, upon prior request to and approval by the President.

(3) Subject to the approval of the Committee Chair(s), any person in the McLean area, whether or not a Member, is invited and welcome to comment or express views relative to the business on the floor at any committee meeting (except a meeting of the Executive Committee).

#### 5.4 Resolutions.

(1) All resolutions shall be presented in writing to the Board of Directors.

(2) Resolutions may be presented from the floor at any Board of Directors meeting in accordance with the requirements of this Article, and from the floor at any Membership meeting. Resolutions presented from the floor at a Membership meeting shall be referred to the next meeting of the Board of Directors for action. The Board of Directors may act on the resolution, refer to the appropriate committee(s) for recommendation, or refer to the Membership for action.

(3) Any such resolution referred to the Membership, except for matters covered by Article VIII, 8.4, Real Estate Transactions and Article XIII, Amendments, shall be included in the meeting notice and placed on the agenda for vote at the next Membership meeting. If the Board of Directors shall fail to make recommendations as to any resolution, the sponsor thereof shall have the right to have the same submitted to a vote of the Membership by calling upon the presiding officer at the next Membership meeting to do so.

### **Article VI – COMMITTEES**

6.1 Executive Committee. The Executive Committee, consisting of the six (6) Officers, shall be chaired by the President. A majority of the members of the Executive Committee shall constitute a quorum. The Executive Committee shall: (a) transact the business of the MCA when the Board of Directors is not in session and may receive and act upon reports of Officers and committees; and (b) oversee all actions and activities of the MCA. The Executive Committee shall refer matters of general policy to the Board of Directors for approval, and maintain and revise the MCA Policies and Procedures Manual, subject to approval of the Board of Directors.

6.2 Standing Committees. The MCA shall have standing committees, with duties as approved by the Board of Directors. The standing committees shall include but not be limited to the following: (a) Budget and Taxation; (b) Education and Youth; (c) Environment, Parks and Recreation; (d) Membership; (e) Planning and Zoning; and (f) Transportation. The Board of Directors may establish additional standing committees. The specific duties and rules of each committee shall be prescribed in the MCA Policies and Procedures Manual, which shall be posted on the MCA website.

(1) All members of standing committees shall be MCA Members in good standing.

(2) All committees shall have two co-chairs or a chair and a vice-chair, who shall be appointed by the President with the advice of the Executive Committee and approval of the Board of Directors no later than the July meeting of the Board of Directors. Co-chairs shall jointly preside over committee meetings while vice-chairs shall act in the absence of the chair.

6.3 Special Committees. The President may establish special committees, or assign special responsibilities to a Director, as needed, with approval of the Board of Directors.

6.4 MCA Representatives to Other Organizations. Representatives to other organizations may be appointed by the President with the advice of the Executive Committee and approval of the Board of Directors. Vacancies, resignations, and removals shall follow the same procedure as set forth in Article IV, 4.7, Resignations and Removal, and 4.9, Vacancies. Appointed representatives shall, in their official capacity, represent the positions and interests of the MCA as determined by the Board of Directors or as approved by the Membership. The number, terms, and duties of representatives to each organization shall be prescribed in the MCA Policies and Procedures Manual.

6.5 Conflict of Interest. Committee members shall disclose to the committee chair a conflict of interest or appearance of a conflict of interest, as discussed in the MCA Policies and Procedures Manual, and abstain from voting on matters that would affect the committee member's financial interest or the financial interest of a relative to the extent known to the committee member. Upon request by the Committee member, on a case-by-case basis, the other committee members may vote that the circumstance should not disqualify the member from voting. The material facts and vote shall be made a matter of record.

## **Article VII – NOMINATIONS AND ELECTIONS**

7.1 Nominating Committee. The Board of Directors shall, at the regular Board meeting in January or February, elect a Nominating Committee consisting of five (5) Members, three (3) of whom shall be members of the Board of Directors and two (2) of whom shall be non-Board Members in good standing. The President shall appoint a chair from among the five (5) Members elected by the Board.

7.2 Nominee Qualifications. The Nominating Committee shall formulate a slate in accordance with Article III, Membership; Article IV, Officers and Directors; and the following, which will be geographically representative of the area and which will provide periodic rotation of the neighborhoods and membership on the board. Each nominee shall submit a signed "Application for Officer or Board Member/Trustee" form, indicating qualifications, consent to be nominated, and whether he/she seeks nomination for a one or two-year term.

(1) A neighborhood association may recommend to the Nominating Committee one (1) Member to serve on the Board and one alternate to serve in the absence of the proposed Member. Including Officers and At-Large Directors, no neighborhood association shall have more than two Members on the Board of Directors.

(2) The Nominating Committee should make every effort to select At-Large Directors from areas not currently represented as neighborhood associations. At-Large Directors should be geographically distributed.

(3) No more than one Member per household shall serve simultaneously on the Board of Directors.

7.3 McLean Community Foundation. The Nominating Committee also shall formulate a slate of trustees for the McLean Community Foundation (MCF), the philanthropic arm of the MCA, as required by the MCF Bylaws.

7.4 Additional Nominations. Except as provided in Article IV, 4.9, Vacancies, no person shall be eligible for election to the Board of Directors of the MCA or Board of Trustees of the MCF, unless: (a) duly nominated by the Nominating Committee as provided for in this Article, or (b) nominated in writing by a petition signed by no fewer than ten (10) Members in good standing, as certified by the Second Vice President. The petition shall bear the nominee's written consent to serve and be filed with the President at least one week prior to the time of the Annual Meeting. Nominations received by the President prior to the time the notice of the Annual Meeting has been printed, shall be included in said notice. If nominations are received after the meeting notices have been printed, said nominations shall be announced at the Annual Meeting.

7.5 Notice of Nominees. The chair of the Nominating Committee shall submit its written report with the recommended slate of nominees for all offices to the Membership and Board of Directors. The slate shall be mailed to all Members of the MCA in good standing a minimum of thirty (30) days in advance of the Annual Meeting. In lieu of mailing, this slate may be emailed to Members who have consented to receiving notifications by email.

7.6 Elections and Voting. The annual election of Officers and Directors shall take place at the Annual Meeting of the MCA in May and shall be carried out immediately after the approval of the Minutes. The elections shall be held by secret written ballot and a majority vote of those present shall decide election to each office. There is no provision for proxy voting. The written ballot may be dispensed with and a voice vote conducted when there is but one candidate for an office. The newly elected Officers and Directors shall take office on June 1 and shall serve either a one or a two-year term.

## **Article VIII – FISCAL MANAGEMENT**

8.1 Fiscal Year. The fiscal year of the MCA shall begin June 1 of each year and end the following May 31. The membership year shall coincide with the fiscal year.

8.2 Financial Review. The Executive Committee shall cause a financial review of the books to be conducted each year and presented to the Membership at the Annual Meeting in May.

8.3 Expenditure Authority. The Treasurer is authorized to make expenditures in accordance with the budget approved by the Board of Directors. Any expenditure over \$250.00 (two hundred and fifty dollars) shall be pre-approved, in writing, by the President or, if he or she is not available, the First Vice President.

8.4 Real Estate Transactions. No interest in real property may be acquired or conveyed by the MCA, except:

(1) Upon the affirmative vote of not less than sixty percent (60%) of all members of the Board of Directors, such vote to have taken place at a meeting of the Board specifically called for the purpose of considering such action; and

(2) Upon the affirmative vote of not less than two-thirds (2/3) of those Members attending a meeting of the Membership specifically called for the purpose of considering such action.

## **Article IX – WEB SITE**

The MCA may maintain a Web site containing general information about the organization. The President, with the advice and concurrence of the Executive Committee may appoint a Webmaster. The President shall approve the type and content of information placed on the MCA Web site, consistent with the MCA Policies and Procedures Manual.

## **Article X – INDEMNIFICATION**

Each Officer, Board member and committee member, in consideration of his/her services as such, shall be indemnified by the MCA to the extent permitted by law against expenses and liabilities reasonably incurred by him/her in connection with the defense of any action, suit, proceeding, civil or criminal, to which he/she may be a party by reason of his/her past or present role as an Officer, Director or committee member of the MCA, unless such action, suit or proceeding was a result of his/her gross negligence, willful misconduct or knowing violation of criminal law.

## **Article XI – DISTRIBUTION OF ASSETS**

In the event that the MCA is dissolved, any funds remaining shall be distributed to the MCF or to one or more other qualified charitable, educational or philanthropic organization, selected by the Board of Directors, whose purposes are consistent with the purposes set out in Article II.

## **Article XII – CONFLICTS**

12.1 Conflict with Articles of Incorporation. In the event of a conflict between these Bylaws or the MCA Policies and Procedures Manual and the Articles of Incorporation, the Articles of Incorporation shall take precedence.

12.2 Conflict with Bylaws. In the event of a conflict between these Bylaws and the MCA Policies and Procedures, these Bylaws shall take precedence.

12.2 Conflict with Virginia Law. In the event of a conflict between these Bylaws or the MCA Policies and Procedures Manual and Virginia law, Virginia law shall take precedence.

## **Article XIII – AMENDMENTS**

These Bylaws may be amended at Membership meeting by a two-thirds (2/3) vote of the Members in good standing present. At least thirty (30) days prior to a meeting to vote on the amendment, the proposed amendment shall be mailed to each Member in good standing along with written notice of the location, date and time of the meeting to vote on the proposed amendment.

*Amended, January 29, 1952*

*Amended, June 1, 1953*

*General Revision, May 24, 1978*

*Amended, May 18, 1983*  
*Amended, January 14, 1998*  
*General Revision, December 4, 2002*  
*General Revision, May 22, 2014*  
*Amended, February 18, 2015*