

BYLAWS
McLEAN CITIZENS ASSOCIATION
(General Revision - Approved 12/4/2002)

Article I - NAME

The name of this Corporation shall be the McLean Citizens Association (“MCA”).

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. 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”).

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.

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 of the MCA 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 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 due in January.

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 Board/MCA positions.

Article IV - OFFICERS AND DIRECTORS

4.1 Officers. The officers of the MCA shall consist of six (6): president, first vice president, second vice president, corresponding secretary, recording secretary, and treasurer.

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 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. Each alternate must be a Member of the MCA in good standing.

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 member of all committees except the Nominating Committee, (d) sign all legal documents of the Corporation, and (e) review or approve all external correspondence generated in committee or by the Board of Directors that states an MCA action, resolution, or position.

(2) First and Second Vice Presidents. The first vice president shall act during the president's absence. The second vice president shall act during the absence of both.

(3) Treasurer. The treasurer shall: (a) receive all monies due the MCA including payment of dues and keep proper records of all receipts and disbursements; (b) maintain an alphabetical list of Members in good standing, with names and addresses, dropping from the roll the name of any Member in arrears for dues for one year; (c) present a written report of receipts and disbursements at all Board of Director meetings; (d) prior to the annual meeting, prepare a balanced budget for approval by the Board of Directors and presentation to the Membership; (e) at least thirty (30) days prior to the annual meeting, make the books available for a financial review to a committee appointed by the Executive Committee; (f) for a period of ten (10) days prior to the annual meeting, a current list of Members in good standing shall be made available for inspection by any Member, by appointment, between the hours of 9:00 a.m. and 5:00 p.m. Monday through Friday. Such list shall also be available for inspection by any Member at all times during the annual meeting; (g) present a financial report in written, summary form to the Membership at the annual meeting in May.

(4) Corresponding Secretary. The corresponding secretary shall: (a) send written notice of every meeting to every Member in good standing, specifying in said notice any matters of special interest to be considered, and (b) carry on all correspondence as directed by the president or by vote of the Membership.

(5) Recording Secretary. The recording secretary shall: (a) make and thereafter maintain minutes of meetings of the Membership and of the Board of Directors, (b) be custodian of the records of the MCA and maintain them in good order, and (c) have custody of the Seal of the Corporation.

4.5 Duties of Directors. All 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 Resignations and Removal. 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 remain in good standing as a Member of the MCA or who has three (3) unexcused absences in one year from meetings of the Board of Directors 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. If such excused absence is noted in the minutes thereof, the absence of an officer or director shall not be counted as a missed meeting.

4.7 Conflict of Interest. 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.

Members of the Board of Directors shall disclose a conflict of interest or appearance of a conflict of interest and abstain from voting on matters where a benefit could accrue. Upon request by the member, and on a case-by-case basis, the Board of Directors may vote that the circumstance should not disqualify the member from voting. The material facts and vote shall be made a matter of record.

4.8 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 the Board. 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 to the Board, which may make additional nominations from the floor, and the vacancy shall be filled by majority vote of the Board. The term of an officer or director elected by the Board of Directors to fill a vacancy expires June 1.

Article V - MEETINGS

5.1 Membership Meetings.

(1) Annual Meeting. The annual meeting of the Membership of the MCA 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, as provided by Article VII, Nominations and Elections; (b) receive annual reports from the treasurer, and MCA committees, and; (c) transact such other business as shall properly come before them. The McLean Citizens 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, regular meetings of the Membership shall be held during January or February and October of each year and at such other times as the Board of Directors or the president may, at their discretion, call after due notice.

(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. Forty (40) Members of the MCA shall constitute a quorum.

5.2 Board of Director Meetings.

(1) Regular Meetings. The Board of Directors meets 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 a canceled meeting shall be by mail/E-mail or telephone and posting on the MCA Web Site.

(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. Two-fifths (2/5=16 members) of the Board of Directors shall constitute a quorum.

5.3 Meeting Order and Procedure.

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.

(1) Any person in the McLean area, whether or not a member of the MCA, is invited and welcome to comment or express views relative to the business on the floor at any Membership, Board of Directors or committee 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.

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

Resolutions may be presented from the floor at any Board of Directors meeting in accordance with the requirements of 5.3(1) of this article, and from the floor at any meeting of the Membership. 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.

Any such resolution referred to the Membership, except for matters covered by Article VIII, 8.4, Real Estate Transactions and Article X, 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 recommendation 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 such Membership meeting to do so.

Article VI - COMMITTEES

6.1 Executive Committee. There shall be an Executive Committee, the members of which shall consist of the officers of the MCA. The president shall chair the Executive Committee. 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, (b) recommend to the Board for approval the members of the standing committees, and (c) instruct the Webmaster in accordance with Article IX, Web Site. The Executive Committee shall refer matters of general policy to the Board of Directors for approval.

6.2 Standing Committees. There shall be six (6) standing committees of the *MCA*, with duties as approved by the Board of Directors: (a) Membership; (b) Planning and Zoning; (c) Education and Youth; (d) Budget and Taxation; (e) Environment, Parks and Recreation; and (f) Transportation. The specific duties and rules of each committee shall be prescribed in the MCA Policies and Procedures Manual.

(1) The Board of Directors shall annually appoint members of the standing committees from the Membership, with additional members appointed from the Membership when appropriate.

(2) All committees shall have a chair and vice-chair or co-chair, appointed by the president with the advice of the Executive Committee and approval of the Board of Directors. Committee chairs shall be appointed no later than the July meeting of the Board of Directors.

6.3 Special Committees. Special committees may be appointed as needed by the president, 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. 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 a conflict of interest or appearance of a conflict of interest and abstain from voting on matters where a benefit could accrue. Upon request by the member, and on a case-by-case basis, the 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, elect a Nominating Committee consisting of five (5) Members of the MCA, two (2) of whom shall be members of the Board of Directors and three (3) of whom shall be selected from the 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 neighborhoods and membership on the Board. Each nominee shall submit a signed “Application for Officer or Board Member/Trustee” form, indicating qualifications and consent to be nominated.

(1) A neighborhood association may recommend to the Nominating Committee one (1) member to serve on the Board. 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 Citizens Foundation. The Nominating Committee shall also formulate a slate of trustees for the McLean Citizens Foundation (“MCF”) the philanthropic arm of the MCA, as required by the MCF bylaws.

7.4 Additional Nominations. 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 provided for in 7.1 of this article, or (b) nominated in writing by a petition signed by no fewer than ten (10) Members of the MCA in good standing, as certified by the treasurer. 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 within the provisions of item (b), 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, a supplementary notice containing said nominations shall be mailed to all Members not less than three (3) days prior to 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.

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 reading of the minutes. The elections shall be held by secret written ballot and a majority vote of those present shall decide elections 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 one-year terms.

Article VIII - FISCAL MANAGEMENT

8.1 Fiscal Year. The fiscal year of the MCA shall begin January 1 of each year and end the following December 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 balanced budget approved by the Board of Directors.

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 Executive Committee shall approve the type and content of information placed on the MCA Web site, consistent with the MCA Policies and Procedures Manual.

Article X - AMENDMENTS

These Bylaws may be amended at any meeting of the Membership by a two-thirds (2/3) vote of the Members in good standing present, provided, however, that such proposed amendment be read at a previous Membership meeting and written notice be sent each Member in good standing that a proposed amendment is to be voted on.

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