



Annual Membership Meeting

McLean Community Center, Thursday, May 22, 2014, 7:30 PM

Dear MCA members,

On behalf of your board of directors, I cordially invite you to attend our **Annual Membership Meeting** on Thursday, May 22, at the McLean Community Center, beginning at 7:30 pm. We will elect officers and board members for our 2014-15 Board, along with trustees for our charitable affiliate, the McLean Community Foundation (Foundation). We also will vote on the draft updated MCA Bylaws (attached) that were approved by your Board of Directors on March 6, 2013 and first read at our last Annual Meeting. The draft primarily updates officer responsibilities and reflects Board recommendations to enhance our effectiveness.

After we finish our business agenda, our guest speaker will be Dranesville District Supervisor John Foust, who will address issues affecting McLean, including the status of downtown redevelopment, the County's approved budget plan for FY 2015, and transportation, sidewalks, and parks. There will be ample time for your questions following Supervisor Foust's remarks. I encourage you to bring your friends and neighbors for what promises to be a most informative dialogue on County and McLean developments that affect us all.

2014 marks 100 years of MCA's active engagement on issues that matter to the residents of the McLean area. Since November 2, 1914, when we organized as the School and Civic League of McLean, MCA's countless volunteers and leaders have worked tirelessly to improve the quality of life in our community. Their initial focus was to add recreational facilities, a new library, and a community center, all of which we now have and widely enjoy. Over the years, our focus has expanded as our community has matured and its interests have evolved, but our fundamental objectives – to maintain and enhance the quality of life in our area and address issues that matter to McLean area residents – has been a constant.

Since our last Annual meeting, our Committees and Board have continued to research issues that you have told us are important to you. Additionally, we have continued to participate actively in local, county and state affairs and forge strong, cooperative relationships with other county organizations and dedicated

volunteers. This approach has allowed us to remain an effective voice for McLean on critical issues:

- Twenty-three of the twenty-four road and sidewalk projects that MCA requested were subsequently included on the County's Six-Year Transportation List;
- On zoning matters, including on Tysons and Residential Studio Units, we have communicated the significant concerns of McLean area residents to the Board of Supervisors, the Planning Commission, and County staff, and continue to engage them. It is too early to know how the deliberations will conclude, but we are being heard and modifications that are responsive to our concerns are being considered.
- We continue to track local development projects in our membership area, encourage developers who have submitted applications for modification of their existing zoning to address concerns that we may raise, and testify before the Planning and Zoning Commission and Board of Supervisors on local zoning cases that affect our quality of life.
- For a sixth year, we participated on Supervisor Foust's county budget task force, urging increased efficiency, while shielding important government services and keeping the residential real estate tax rate at its current level.
- We have worked closely with Supervisor Foust to encourage interim parking at the new metro stops in McLean, and supported CityLine's offer to provide interim parking at the McLean metro station.
- We continue to engage with the County Park Authority, with the objective of ensuring that the draft plans for the McLean Central Park, Langley Forks Park, and the master plan for parks and recreational facilities and fields within Tysons are consistent with the interests and address the concerns of McLean area residents.
- We continue to urge the Fairfax County School Board to employ an independent auditor, comparable to the auditor employed by the Board of Supervisors, to help the School Board assess program results and find ways to save money.

Additionally, since our last Annual meeting, we have expanded our outreach and brought you more frequent programming on a wide range of issues about which you have expressed interest. This has included:

- A dialogue with the team from National Children's Hospital that is charged with making recommendations to our School Board on later high school start times;
- A forum with County staff on the County's proposal to modify County zoning regulations to permit low-income efficiency-style residential studio units in residential neighborhoods;
- A standing-room only Candidates Night, co-sponsored with the Greater McLean Chamber of Commerce, featuring the candidates running to represent you in the Virginia House of Delegates;

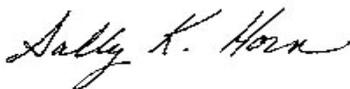
- A meeting with Virginia Secretary of Transportation Aubrey Lane, co-sponsored with the Great Falls Citizens Association, to address transportation concerns and issues in our region;
- A legislative update with two of the six legislators who represent the McLean area in the Virginia General Assembly that included discussion of the prospects for the General Assembly reaching agreement on a state budget before the next fiscal year begins on June 1;
- A meeting, co-sponsored with the McLean Trees Foundation, the Fairfax County Tree Stewards, and the Greater McLean Chamber of Commerce, that provided all of us with invaluable information on which trees to plant and not plant in Northern Virginia and how to ensure that the trees that you plant will thrive;
- A forum on Virginia's rules and regulations that affect homeowner and citizens associations; and
- A panel discussion on emergency preparedness.

More information about our activities can be found on our website, www.mcleancitizens.org. Further, our written Committee Report covering the activities of our committees since the last Report (i.e., from February-April 2014) will be available at our Annual Meeting, and subsequently posted on our website. We also will mail copies to those of you who asked to receive hard copies when you renewed your membership for 2014.

Please remember to visit the MCA Booth at **McLean Day**, a community celebration that has been a McLean tradition since 1915. We would appreciate hearing directly from you. The event takes place Saturday, May 17 at Lewinsville Park. Our Teen Character Awards will be presented during the festivities.

Finally, if you have not paid your dues for 2014, it is important that you do so. Please use the form included in this mailing, download a dues form from the MCA Webpage at www.mcleancitizens.org, or follow the instructions on our Webpage for dues payment through PayPal. These dues help the MCA fund mailings and other activities that are critical to achieving our mission to improve the quality of life in our area and ensure that local government addresses resident concerns. **We have been the voice of McLean since 1914 and we need the support of all of our citizens in order to continue to make our voices heard.**

Sincerely,



Sally Horn
President

Annual Meeting Agenda
Thursday, May 22, 2014
7:30 PM
McLean Community Center
1234 Ingleside Road
McLean, VA 22101

Call to Order	Sally Horn, MCA President
McLean Community Foundation Report	Demitra Matthews, MCF President
McLean Citizens Association Report	Sally Horn, MCA President
Approval of 2013 Annual Meeting Minutes	Sally Horn, MCA President
Treasurer's Report, including 2014-15 Budget	Bill Crosby, MCA Treasurer
Draft Update to Bylaws	Glenn Harris, MCA First Vice President
Nominating Committee Report	Jim Roberston, Nominating Committee Chair
- Election of MCA Board of Directors and Officers	
- Election of MCF Trustees	
Guest Speaker: Dranesville District Supervisor John Foust	

MCA Annual Meeting Minutes
7:30 PM MAY 30, 2013
McLean Community Center

McLean Citizens Foundation

The Foundation's assets are increasing and it will have two new trustees. The MCF was named nonprofit of the month by the McLean Chamber. The MFC funded a new memorial stone at McLean HS. The MCF's next grant cycle starts on June 1.

McLean Citizens Association

MCA testified before the Supervisors, and worked with other community organizations on planning and zoning issues. MCA advocated for a transportation funding formula that capped local taxpayer costs at 25%, and the Supervisors approved a funding plan that projected local taxpayer contributions at 17-21%.

The MCA Planning & Zoning Committee evaluated nine large rezoning applications so far. At the request of Supervisor Foust and Chairman Bulova, Mark Zetts and Sally Horn serve on the Tysons District Service Advisory Board.

MCA's Transportation Committee secured restrictions on cut-through traffic on Georgetown Pike and Balls Hill Road. It will look at the allocation of new transportation tax revenue, advocate for sidewalks where needed, and for other traffic calming solutions when issues are brought to the committee's attention.

MCA's Education & Youth Committee passed a resolution concerning the search for a new superintendent. Next year, it may consider class size and other issues that affect children and taxpayers. The Committee will continue advocating for a completely independent auditor for FCPS, like that of the Board of Supervisors.

MCA's Parks encouraged the Virginia DOT to use low-salt options to melt ice and snow. It is looking at plans for McLean Central Park, Salona Park and water quality.

MCA's Budget & Taxation Committee's FY 2014 budget resolution encouraged Supervisors to find ways for the county to live within our means. The Supervisors voted for a one cent rather than a two cent increase in tax rate.

The MCA has active liaisons to many groups, on topics such as public safety and aging in place.

Armand Weiss is the new second VP, in charge of membership outreach, and the MCA will continue to hold three membership meetings on topics of interest to the community.

MCA mailed a flyer to 32,000 households. MCA will not be repeating the mass mailing next year. The MCA audit found no issues.

In 2014, MCA will have its Centennial and MCA is looking for volunteers to help organize it.

Minutes from the 2012 annual meeting were approved unanimously by voice vote.

Glenn Harris summarized the revised MCA bylaws and explained that under the current bylaws, the MCA needs to have two separate meetings to modify bylaws. The draft revised MCA bylaws would allow bylaw amendments at one meeting.

Jim Robertson thanked the other members of the nominating committee and announced the names of the persons nominated for the MCA and MCF boards. The proposed members of both boards were approved by unanimous voice vote.

Panel Presentation

Chadd Quinn, vice chair of the MCC Board, summarized the background of the proposed changes to the McLean Community Center and answered questions from the audience. The MCC Board will solicit more public input this fall, before submitting the final plan to the Supervisors for approval.

Elizabeth Morton, the chair and president of the McLean Revitalization Corporation, explained that the MRC was a separate tax-exempt nonprofit whose mission was to implement projects that improved the downtown McLean area. It raises money through donations and private-public partnerships. MRC works with the McLean Planning Commission on design standards for downtown McLean, and helps implement improvements to sidewalks, lighting, landscaping and more.

Marcus Simon, the vice-chair of the McLean Chamber of Commerce, noted that McLean real estate was appreciating again now. The Chamber is working to make community more bike friendly, with bike hitches being installed around town.

The meeting adjourned at 9:15 pm.

MCLEAN CITIZENS ASSOCIATION
BUDGET JUNE 1, 2014-MAY 31, 2015

REVENUES AND ASSETS

	2013-14 Budget
Dues	\$ 6,975*
Checking Account	\$12,344.01**
Certificates of Deposit	\$17,344.01**

EXPENDITURES

	2013-14 Budget
Mailing Costs	\$3,650***
Insurance	\$1,170
Community Support	\$1,840
Administrative	\$ 240
Website Maintenance	\$ 80
TOTAL	\$6,980

Explanatory Notes

*Assumes 465 members@ \$15 per membership; paid membership as of April 2, 2014 is 450.

**As of April 2, 2014.

***In 2013-14, MCA's primary form of communication to members was via U.S. Postal Service; "snail" mailings were sent for both the three membership meetings MCA holds each year plus additional special meetings; total mailing costs for mailings to all members were \$8,285.30. In 2014-15, MCA proposes to use email for most communications to members. 2014-15 Budget assumes: (1) 3 "snail" mail mailings (dues renewal, annual meeting, centennial) to all members at \$.50 per mailing; (2) 8 additional "snail" mailings for 70 members who opted out of email communications; and (3) 5% inflation.



MCA MEMBERSHIP RENEWAL APPLICATION

ANNUAL DUES – \$15.00 per member/\$30 per couple

Please make your check payable to MCA and mail it with this invoice to McLean Citizens Association, P.O. Box 273, McLean, VA 22101-0273. Or, to pay by PayPal, log into PayPal, designate mcamembership@gmail.com as the "To" email address and include in your email all of the information requested below (name, address, email, HOA/CA, email and committee preference, and issues of concern) so we can properly register your household.

PLEASE PRINT ALL INFORMATION LEGIBLY

MEMBER NAME(S) AND PHONE NUMBER(S):

Home Address:

Homeowner/Condo/Civic Association (if any):

Email address(es):

Totals: Number of members _____ Payment @ \$15 per member _____

Important Note: To reduce mailing costs and improve communications, MCA will be switching to email for fi to use email judiciously and not to inundate you. Please check here if you do not have an email account or o

Please indicate if you are interested in joining a MCA committee (not required for membership):

- | | |
|--|---|
| <input type="checkbox"/> Budget & Taxation | <input type="checkbox"/> Transportation |
| <input type="checkbox"/> Education & Youth | <input type="checkbox"/> Public Safety Liaison |
| <input type="checkbox"/> Environment, Parks & Recreation | <input type="checkbox"/> Seniors Advisory Council Liaison |
| <input type="checkbox"/> Membership | <input type="checkbox"/> Tysons Liaison |
| <input type="checkbox"/> Planning & Zoning | |

I/We would like the MCA to investigate the following issue(s): _____

THANK YOU FOR YOUR CONTINUING SUPPORT!

Your information will not be shared with or distributed to other organizations

DRAFT UPDATED BYLAWS
MCLEAN CITIZENS ASSOCIATION
(General Revision – Approved xx/xx/2014)

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, Fall 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 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, 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 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. 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.

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 CT 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. 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, two (2) of whom shall be members of the Board of Directors and three (3) 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. 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 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 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 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, October XX, 2014



April 11, 2014

Ms. Sally K. Horn
President
McLEAN CITIZENS ASSOCIATION

Subject: Nominations for the 2014/2015 MCA and MCF Boards of Directors

Dear Sally:

The 2014/2015 Nominating Committee was appointed by the MCA Board of Directors to develop a comprehensive list of candidates for the McLean Citizens Association Board of Directors for one-year terms; and for the McLean Community Foundation Board of Trustees for three-year terms, all starting in June 2013. Members of the Nominating Committee are:

Jim Robertson, Chairman
Vivian Bendewald
Jim Phelps
Merrily Pierce
Betty Yu

The committee met in formal session on April 3, plus informally by telephone and e-mail during the process of developing the slate of nominees.

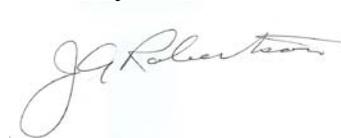
This was a very unusual year, in that almost all of the 2013 Board members submitted applications for 2014, with just two new Board nominees.

The committee received valuable support from the members of the MCA Board's Executive Committee, especially Nicki Watts, in providing information about the status of potential candidates, for which we are most grateful. We would also like to thank the nominees for their prompt application submittal, which made our job so much easier.

Attached is the list of MCA and MCF nominees, approved by vote of the Committee on April 11th, which we are presenting to the Board for consideration in advance of the MCA Annual Meeting to be held on May 30, 2011.

We are pleased with the slates for both Boards and appreciate the opportunity to contribute to the future of the MCA and MCF.

Sincerely,



James A. Robertson
Chairman



The below listed nominees have been approved by the MCA/MCF Nominating Committee
for election at the 2014 Annual Membership Meeting.

McLean Citizens Association

Executive Committee

President - Sally Horn
First Vice President - Glenn Harris
Second Vice President - Armand Weiss
Recording Secretary - Katherine Probst
Corresponding Secretary - Marisa Zalmanis
Treasurer - Bill Crosby

At-Large

Ted Alexander
Robin Badii
Jeff Barnett
Tom Brock
Frank Crandall
Andrea Del Vecchio
Louise Epstein
Darren Ewing
Animesh Gupta
Rob Jackson
James Phelps
Jane Scott-Jones
Patrick Smaldore
Mark Zetts

HOA Representatives

John Adams
Donald Borcharding
Steve DelBianco
Bill Denk
Louis (Bud) Freeman
Jane Greenstein
Francesca Gutowski
Bonnie Heebner
Ron Hutchinson
Bruce Jones
Tom Patton
Michele Pearce
David Pritchett
Jim Robertson
Suzanne Samuels
John Schaefer
Behram Shroff
Dale Stein
Jim Turner
David Wuehrmann

McLean Community Foundation

Trustees - 3 Year Terms

Joann Berkson
Kathleen Murphy
Janet Tysse