

**BYLAWS
MCLEAN PLANNING COMMITTEE**

Article I – NAME

The name of this organization shall be the McLean Planning Committee (“MPC”). MPC is an unincorporated group located in McLean, Virginia.

Article II – PURPOSE

The purpose of this non-profit, non-partisan organization is to develop, represent, and support a vision for the McLean (Fairfax County, Virginia) Community Business Center (CBC), working closely with the Dranesville District Supervisor, Fairfax County Office of Community Revitalization and Reinvestment, and other County agencies.

Article III -- MEMBERSHIP

The membership of MPC shall consist of four “constituent groups”: The McLean Citizens Association (MCA), Greater McLean Chamber of Commerce (GMCC), McLean Commercial Landowners Association (CLA), and Surrounding Citizens Association (SCA). Annual dues may be collected at the discretion of the Board of Directors.

Article IV – BOARD OF DIRECTORS

4.1 Directors. There shall be a governing Board of Directors of sixteen (16) Directors, four each appointed from each of the constituent groups. Directors shall serve for a one-year term and may be re-appointed for an unlimited number of terms.

4.2 Alternate Directors. Each of the four constituent groups shall appoint four (4) Alternate Directors to replace their Director(s) when unable to attend a Board meeting. Each group shall determine the order of seniority of Alternates to temporarily replace their Directors. If the group does not make the seniority decision, then a majority of Board members present at a Board meeting shall make that decision. Alternates, replacing Directors, shall count in determining a quorum. Alternates shall serve for a one-year term and may be re-appointed for an unlimited number of terms.

4.3 Vacancies. In the event of a vacancy or the resignation of a Director/Alternate, the constituent group shall appoint a replacement. The MPC President, with the consent of the Executive Committee, may appoint a temporary replacement until the constituent group appoints a permanent replacement. The temporary replacement shall have full voting rights. If a constituent group does not appoint four Directors and four Alternates, then the Board of Directors shall ask other interested and informed citizens from that group to serve, subject to the approval of the Board.

4.4 Quorum. A quorum for a meeting of the Board of Directors shall be nine (9) Directors and Alternates. The vote of a majority of Directors present at a meeting at which a quorum is present shall be the act of the Board.

4.5 Conflict of Interest. Directors shall disclose to the Board a conflict of interest or the appearance of a conflict of interest and abstain from voting on matters that would affect the Director's financial interest or the financial interest of a relative to the extent known to the Director. Upon request, on a case-by-case basis, the Board (other than the affected Director) may vote that the circumstances should not disqualify the Director from voting. The material facts and vote shall be made a matter of record.

Article V – OFFICERS

5.1 Officers. The officers of MPC shall be a President, Vice-President, Treasurer, and Secretary, and they shall serve for a two-year term. Each of the officers shall be from a different constituent group, and the officer positions shall rotate among the constituent groups each term, with the rotation for President being in the following order: CLA, MCA, GMCC, and SCA, except as noted below. Constituent groups shall name their officers in writing to the MPC President by June 1, and the officers' term shall begin on July 1. Each officer shall be one of the four Directors of the constituent group. Constituent groups may appoint a replacement for their officer at the end of the first year of the term. The President may appoint an Assistant Secretary-Treasurer from among the remaining twelve (12) Directors.

5.2 Duties. Officers shall have the usual responsibilities of the office which they occupy. The President shall ensure that a current list of Officers, Directors, Alternate Directors, and Committee members is maintained. The President shall be the sole spokesman for MPC when responding to media, unless the President specifically designates someone else. The Secretary shall ensure that an approved copy of all Minutes of meetings is sent to the Dranesville District Supervisor. The Treasurer shall make a financial report at every Board meeting and a written report at the end of each fiscal year and shall be responsible for filing required tax returns.

5.3 Compensation. All Officers, Directors, and Alternates shall serve without compensation and no net earnings of MPC shall inure to their benefit. They are entitled to be reimbursed for Board approved, reasonable expenses.

5.4 Vacancies. Should any officer, other than the President, be unable to complete a full two-year term, the appropriate constituent group shall nominate someone to replace that Officer by no later than the second consecutive monthly meeting following the Officer's absence. If the constituent group's replacement is not in place by then, the President, with the consent of the Executive Committee, may designate a replacement to serve out the remainder of the term. The replacement may or may not be from the former officer's constituent group. Should the President be unable to complete a full term, the Vice-President shall take over as President at the next regular Board meeting. The constituent group then without an officer position shall select a Vice President.

5.5 Removal from Office. An Officer, Director, or Alternate may be recommended for removal from office if he/she has three unexcused absences from Board meetings during any twelve-month period or if his/ her conduct is deemed significantly detrimental to the achievement of the goals and purposes of MPC. Removal shall require a two-thirds (2/3) vote of Directors present and voting. The person being recommended for removal shall be given at least one month's notice of the proposed action and an opportunity to present a defense at the Board meeting. If the Board approves removal, the MPC President shall notify the president of the constituent group to replace the individual. If the

MPC President is the subject of the removal action, the MPC Vice-President shall preside at the proceedings and write the letter.

Article VI – REGULAR AND SPECIAL MEETINGS

Regular meetings of the Board of Directors shall be held at least monthly. Meetings may be cancelled by a simple majority vote of the Board or by the President, after email consultation using the entire current email list. No meeting shall be cancelled two consecutive months. Meetings may be held by email, or conference call. Special meetings may be called by the President at any time, upon reasonable notice to the Directors or upon written request of any two Directors. The order of business at any meeting shall be at the discretion of the President, provided that in case of a dispute over procedure, the procedures provided in Roberts Rules of Order, Revised, shall be followed.

Article VII – COMMITTEES

6.1. Executive Committee. There shall be an Executive Committee, composed of the four Officers, which can take routine administrative actions or emergency actions when there is not time for a Board meeting.

6.2. Other Committees. The Board of Directors may create such other permanent or temporary committees as it deems appropriate. All Directors are expected to serve on one or more committees. Alternates may also serve on committees.

Article VIII -- FUNDS

Funds contributed to MPC shall be deposited to the credit of MPC in a bank or trust company, subject to be withdrawn by check by the Treasurer or such other person(s) as the Board may designate or shall be delivered to the County Executive of Fairfax County for deposit in a trust account for the benefit of projects proposed by MPC, provided that no expenditure in excess of fifty dollars (\$50.00) shall be paid without approval of the Board. MPC may also establish and maintain an account with the McLean Revitalization Committee (MRC) for uses directed by MPC.

Article IX – INDEMNIFICATION

Each Officer, Director, and Alternate, in consideration of his/her services as such, shall be indemnified by MPC 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 Alternate of MPC, unless such action, suit, or proceeding was a result of his/her gross negligence, willful misconduct, or knowing violation of law.

Article X – DISTRIBUTION OF ASSETS

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

Article XI – AMENDMENTS

These Bylaws may be amended at any Board meeting by a two-thirds (2/3) vote of the Directors. At least thirty (30) days prior to a meeting to vote on the amendment, the proposed amendment shall be mailed or emailed to each Director and Alternate along with the location, date, and time of the meeting to vote on the proposed amendment.

*Bylaws approved unanimously
4/15/15*