

MCLEAN COMMUNITY PLAYERS

BYLAWS OF THE McLEAN COMMUNITY PLAYERS, INCORPORATED (as amended August 9, 2022)

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ARTICLE I
NAME

Section 1.1 The name of the Corporation is THE McLEAN COMMUNITY PLAYERS, INCORPORATED (hereinafter “the Corporation”).

ARTICLE II
PURPOSE

Section 2.1 The Corporation is organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of 501(c)(3) of the Internal Revenue Code, which purposes shall include, but shall not be limited to (1) fostering, encouraging, and engaging in the production, direction, and performance of all types of dramatic and musical works; (2) stimulating an interest in drama by the periodic presentation of worthy plays; (3) encouraging active participation in, and opportunity for the expression of all things that relate to theater arts, including the education of all members. Except as otherwise expressly provided in these Bylaws, the Corporation shall have authority to do all other lawful acts or to engage in all other lawful activities for which a Corporation may be organized under the Virginia Nonstock Corporation Act and which are in furtherance of charitable, cultural, scientific, or educational purposes as defined by the Internal Revenue Code and Regulations promulgated thereunder.

ARTICLE III
MEMBERSHIP; MEETINGS OF MEMBERS

Section 3.1 Membership in the Corporation shall be open to any individual who is interested in supporting the purposes of the Corporation and who otherwise satisfies the requirements of membership, as set forth in these Bylaws and as may be established from time to time by resolution of the Board of Directors.

Section 3.2 Membership is automatically acquired at no charge by any person not less than eighteen (18) years of age who participates in any way in activities of the Corporation, including but not limited to performing, auditioning, set construction, producing, directing, stage-management, ushering, attending meetings, or as otherwise established by the Board of Directors. Membership is automatically continued during a member’s lifetime unless resigned in writing.

Section 3.3 (1) There will be an annual meeting of the membership of the Corporation, to be held at such date and place in the third trimester each year as shall be determined by the Board of Directors. At the annual meeting of the membership, the members shall elect successors to Directors whose terms will expire at the end of the annual meeting of the membership; in addition, the members shall consider such other matters as may come before the meeting, as set forth in the notice thereof. At least ten (10) but not more than sixty (60) days before the date of the annual meeting of the membership, notice thereof, including an agenda of the meeting, must be mailed to each member in good standing at his or her email address of record. Alternatively, notice of the meeting may be given by publication, as specified in Section 13.1-842.A.2 of the Revised Code (1950) of Virginia (“the Code”).

(2) Special meetings for the members may be held on call by the Board of Directors upon ten (10) days prior emailed written notice given to the members in good standing.

(3) At all meetings of members, a quorum shall consist of at least ten (10) members, including honorary members of the Board of Directors. Except as may be provided otherwise by statute, the Articles of Incorporation and the Bylaws, meetings of the members shall be in accordance with Robert’s Rules of Order, as most currently revised.

Section 3.4 Membership in the Corporation is neither assignable nor transferable.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.1 There shall be elected a Board of not less than six (6) nor more than eighteen (18) Directors, all of whom shall be members in good standing.

Section 4.2 In addition to the Board of Directors, there may be elected Honorary Directors for the Corporation who shall be entitled to attend the meeting of the Board of Directors of the Corporation but who shall have no vote on matters considered by the Board of Directors. Notice of any meeting of the Board of Directors to any Honorary Directors shall not be required, and Honorary Directors shall not be counted as elected members of the Board of Directors for the purpose of determining the number of Directors under the provisions of Section 4.1.

ARTICLE V

GENERAL POWERS OF DIRECTORS

- Section 5.1** The Board of Directors shall be charged with the control and management of the affairs of the Corporation. In addition to the powers and authority expressly conferred herein and in the Articles of Incorporation, the Board of Directors may exercise all such powers of the Corporation and do all such lawful acts as are not prohibited by Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by any other applicable federal, state, or local statute or regulation, or by the Articles of Incorporation or these Bylaws.
- Section 5.2** Except as provided in Section 5.1, the Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the operations and activities of the Corporation as they may deem proper.

ARTICLE VI

SPECIFIC POWERS OF DIRECTORS

- Section 6.1** Without limiting the general powers conferred by Article V and the other powers conferred by the Articles of Incorporation and these Bylaws, the Board of Directors shall have specific power to appoint or remove agents or employees of the Corporation as they may deem appropriate, subject to any limitations or procedures contained in these Bylaws.
- Section 6.2** The Board of Directors shall also have the power to appoint officials other than the officers designated by these Bylaws and to delegate powers to said officials.

ARTICLE VII

VACANCIES, RESIGNATION, OR REMOVAL OF DIRECTORS

- Section 7.1** A Director may resign at any time by giving notice thereof in writing to the President.
- Section 7.2** Directors may be removed, with or without cause, pursuant to §13.1-862 of the Code.
- Section 7.3** Vacancies on Board of Directors. If any vacancy occurs in the Board of Directors caused by the death, resignation, or retirement, the remainder of the term of the vacant director may be filled by vote in which two-thirds of the remaining board of directors approve the new director. This director will be voted to continue on their own term at an annual MCP meeting.

ARTICLE VIII

ELECTION OF DIRECTORS

- Section 8.1** (1) Not later than fourteen (14) days in advance of the annual meeting of members, the Nominating Committee shall present to the Board of Directors its recommendation of the number of Directors to be elected and a slate of qualified candidates who have consented to run for the Board of Directors for the terms expiring at the end of that annual meeting of members. Said list shall be included in the notice of the annual meeting of members, referred to in Section 3.3 above, emailed or published at least ten (10) days before the meeting. From this slate and from any additional candidates with respect to whom there has been filed with the President, at least fourteen (14) days prior to the annual meeting, a nomination in writing and bearing (a) the candidate's written consent to serve as a Director and (b) the signatures of at least five (5) additional members in good standing, the members shall determine the number of Directors to be elected and elect Directors to fill vacancies on the Board. At the annual meeting of members in 2021, the elected Directors shall be alphabetically allocated into three categories, with terms expiring at the end of one, two or three years. In subsequent years, a Director may be elected to successive three-year terms, to the extent he or she consents to run.
- Section 8.2** In the event that a Director's term expires before an annual meeting of members can be held to elect his or her replacement, he or she shall continue to serve until such election is held.

ARTICLE IX

MEETINGS AND ACTIONS OF THE BOARD

- Section 9.1** Regular meetings of the Board of Directors shall be held at least four (4) times per year with such notice and at such place and time as may be established by a resolution of the Board of Directors or shall be mutually agreeable to all members of the Board of Directors.
- Section 9.2** Special meetings of the Board of Directors may be called by any three members of the Board of Directors on 48 hours notice to each Director stating a reasonable time and place for holding such a meeting.
- Section 9.3** Notice of a meeting of the Board of Directors shall be given by mail or electronically in accordance with the terms of Section 13.1-866 of the Code. A Director's attendance at a meeting of the Board of Directors shall constitute a waiver of notice of the meeting.
- Section 9.4** Meetings of the Board of Directors may be held by means of telephone conference or by any means of communication by which all persons participating in the meeting can hear one another, and such participation shall constitute presence in person at such meeting.
- Section 9.5** The presence of a majority of the Directors shall be necessary at all times to constitute a quorum for the transaction of any business. Unless otherwise required by statute, the Articles of Incorporation, or these Bylaws, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.
- Section 9.6** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all members of the Board of Directors and such consent is filed with the minutes of the Board of Directors.

ARTICLE X
OFFICERS

Section 10.1 At its organization meeting immediately following the annual meeting of members, the Board of Directors shall elect the officers of the Corporation. The officers shall be a Chairman of the Board, a President, a First Vice-President, a Secretary, a Treasurer, and such other officers as the Board of Directors may from time to time determine. The Chairman of the Board and the President shall, and the other officers may, but need not, be chosen from among the Directors. Any two offices, other than the offices of President and Secretary, may be held by the same person, but in any case where the action of more than one officer is required, no one person shall act in more than one capacity.

Section 10.2 The officers of the Corporation shall hold office for a period of one (1) year commencing at the end of the organizational meeting of the Board of Directors at which they are elected, and until their successors are duly chosen and qualified, except in the case of prior resignation, removal or death. An officer may succeed himself or herself for consecutive terms.

Section 10.3 The Board of Directors may remove any officer at any time, with or without cause, by the vote of three-fourths (3/4) of the Directors in office at the time. A vacancy, however created, in any office may be filled until the end of the organization meeting of the Board immediately following the next meeting of the members, by election by a majority vote of the Directors.

Section 10.4 (1) The officers of the Corporation shall have such powers and duties as provided in these Bylaws and as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors.

(2) The **Chairman of the Board of Directors** shall preside at all meetings of the Board and the Executive Committee and shall perform such other duties as the Board may prescribe.

(3) The **President** shall be the principal executive officer of the Corporation and, subject to the Board of Directors, he or she shall be in charge of the properties and affairs of the Corporation and, in furtherance of the purposes of the Corporation and subject to the limitations contained in the Articles of Incorporation, may sign and execute all bonds, deeds,

conveyances, franchises, assignments, mortgages, notes, contracts, and other obligations in the name of the Corporation. He or she shall also have the power to appoint officials to whom he or she may delegate portions of his or her powers and duties; however, the Board of Directors may remove said officials upon a two-thirds (2/3) vote at any meeting at which there is a quorum of Directors and before which reasonable notice of the time, place, and purpose of the meeting has been given to the appointee, as well as an opportunity for the President and the appointee to be heard at the meeting.

(4) In the absence or disability of the President, or in the event of the President's inability or refusal to act, the **First Vice President** shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The First Vice President shall also assist the President in effectuating the policies and directives of the Board of Directors.

(5) The **Secretary** shall keep the minutes of all meetings of the members and Board of Directors, and shall keep the minute books and other corporate records of the Corporation.

(6) The **Treasurer** shall have custody of all the funds and securities of the Corporation that come into his or her hands. When necessary or proper, he or she, on behalf of the Corporation, may endorse for collection checks, notes, and other obligations and shall deposit the same to the credit of the Corporation in such bank or banks or depositories as shall be approved by the Board of Directors. He or she shall enter or cause to be entered regularly in the books of the Corporation, to be kept by him or her for the purpose, full and accurate accounts of all money received and paid out on account of the Corporation, and, whenever required by the Board of Directors. He or she shall render a statement of his or her cash account or make the account books of the Corporation available for inspection by the Board of Directors, the Executive Committee, or a committee. He or she shall also have responsibility for assuring that all bills are timely paid, as long as there are sufficient funds in the Corporation's accounts.

ARTICLE XI
EXECUTIVE COMMITTEE

- Section 11.1** There shall be an Executive Committee of the Board of Directors, which shall consist of the officers of the Corporation named in Section 10.1. Directors who are not members of the Committee shall be entitled to notice of and to attend meetings of the committee, with voice but without vote.
- Section 11.2** The purpose of the Executive Committee shall be to carry out the affairs of the Corporation between meetings of the Board of Directors or at a meeting of the Board of Directors when a quorum is not present, provided that the committee shall not have the authority for the following: to approve or recommend to members action required by statute to be approved by members; fill vacancies on the Board of Directors or any of its committees; amend the Articles of Incorporation; adopt, amend, or repeal the Bylaws; or approve a plan or agreement of merger or consolidation. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it, or by him or her, by law.
- Section 11.3** When a quorum is not present at a meeting of the Board of Directors, the Executive Committee may exercise those powers granted to it by Section 11.2. The Directors who are present may participate in discussion of the matters before the Executive Committee.
- Section 11.4** Meetings of such Committee shall be held at such times and places as the committee may from time to time determine. The affirmative vote of a majority of all of the members of the committee shall be necessary to take any action. Those provisions of the Code (as it may be amended) applicable to Virginia nonstock corporations and the Bylaws of the Corporation governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply equally to the Executive Committee and its members.
- Section 11.5** The Committee shall keep regular minutes of its proceedings and distribute a copy thereof to each of the other Directors after each committee meetings. The Board of Directors shall have the right to review all actions taken by the Executive Committee

ARTICLE XII

STANDING AND SPECIAL COMMITTEES

- Section 12.1** There shall be a Nominating Committee and such other standing and special committees as are required to carry on the work of the Board of Directors.
- Section 12.2** All standing and special committees except for the Nominating Committee shall be chaired by a Director or shall include at least one Director. Standing and special committees, and the members thereof, shall enjoy all those rights governing meetings as provided for the Executive Committee by Section 11.3 above.
- Section 12.3** All standing and special committees may include members as defined in Article III.
- Section 12.4** The President has the authority to appoint special committees for specific studies, concerns, and programs related to the Board of Directors when such responsibility is not delegated to standing committees of the Board of Directors.
- Section 12.5** There shall be a Nominating Committee to be chosen by majority vote of the Board of Directors at a regular meeting prior to the annual meeting of members. The Nominating Committee shall consist of at least three (3) members, any of whom may be, but none of whom must be, current Directors. The Committee shall serve until the next annual election. The President shall be an ex-officio member of the Committee with a voice but without the right to vote. The Chair of the Nominating Committee shall be chosen by the members of the Committee. Vacancies occurring in the Committee during the interim between regular elections shall be filled by the Committee with the approval of the Board of Directors. The Committee is responsible for securing and keeping a list of potential candidates who are qualified by interest, capability, and experience for membership on the Board of Directors of the Corporation, and for presenting a slate of qualified candidates recommended for election to the Board.

ARTICLE XIII

CONTRACTS, CHECKS, AND FUNDS

Sections 13.1 The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized in these Bylaws, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 13.2 All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness insured in the name of the Corporation shall be signed by the Treasurer, if he or she is unavailable, the President.

Section 13.3 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 13.4 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

Section 13.5 The Board of Directors may from time to time by resolution authorize the borrowing of funds for the benefit of the Corporation.

ARTICLE XIV

LIMITATION OF LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 14.1 No Director, which term for purposes of this Article shall include an Honorary Director, nor officer of the Corporation shall be liable to the Corporation for money damages except as follows:

- (a) To the extent that it is proven that the person actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property, or services actually received; or
- (b) To the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action, or failure to act, was the result of active and deliberate dishonesty or willful wrongdoing and was material to the cause of action adjudicated in the proceeding, for the amount of damages assessed in such proceeding.

Any repeal or modification of this Section 14.1 shall not adversely affect any right or protection of a Director or officer of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

Section 14.2 Each person who was or is made a party, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative or otherwise and whether formal or informal (hereinafter a “proceeding”), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another Corporation or of a partnership, joint venture, trust, or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a Director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Code pertaining to Virginia nonstock corporations, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment); provided, however, that no indemnification shall be provided if the person engaged in willful misconduct or a knowing violation of the criminal law.

Section 14.3 The right to indemnification and the payment of expenses conferred in Section 14.2 shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of these Bylaws, Articles of Incorporation, agreement, vote of disinterested Directors, or otherwise.

Section 14.4 The amount paid to any person entitled to indemnification under the provisions of Section 14.2 shall not exceed his or her actual reasonable and necessary expenses incurred in connection with any such action, suit, or proceeding.

ARTICLE XV
MISCELLANEOUS

- Section 15.1** The fiscal year of the Corporation shall be determined by the Board of Directors.
- Section 15.2** These Bylaws may be changed, altered, amended, or repealed, and new Bylaws made, by a two-thirds (2/3) majority of the Board of Directors after written notice has been given to each member of the Board of Directors that a change to the Bylaws will be considered at the meeting at which the vote occurs.
- Section 15.3** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, Executive Committee and committees having any of authority of the Board of Directors, and shall keep at the office of the Secretary a record giving the names and addresses of the members entitled to vote in the manner specified in these Bylaws. All books and records of the Corporation may be inspected by any member in good standing, or his agent or attorney for any proper purpose at any reasonable time.
- Section 15.4** If any provision of these Bylaws is held invalid, unenforceable, or void, the remainder of the Bylaws shall not be affected thereby and shall continue in full force and effect.
- Section 15.5** Unless as otherwise required by law all records and communications of the Corporation may be made using electronic means.
- Section 15.6** All actions of the Board of Directors or the Executive Committee, taken when the number of Directors was less than that required by Section 4.1 above in effect when such action was taken, shall be and hereby are ratified and approved.