

MCLEAN COMMUNITY PLAYERS

ORIGINAL BYLAWS (Amended 10/1/08)

OF THE McLEAN COMMUNITY PLAYERS, INCORPORATED

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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 The Corporation shall be divided into three classes of members: (1) voting general members, (2) non-voting general members, and (3) temporary performance members.

- (1) A voting general member shall be a person who is not less than eighteen (18) years of age at the time membership is granted. A voting general member shall have the right to vote for the election of Directors, shall be eligible to serve as an officer or Director, shall be eligible for appointment to committees, and may participate in member activities of

the Corporation as may be authorized from time to time by the Board of Directors.

- (2) A non-voting general member shall be a person of any age. A non-voting general member shall not have the right to vote and shall not be eligible to serve as an officer or Director. A non-voting general member shall be eligible for appointment to committees, and may participate in member activities of the Corporation as may be authorized from time to time by the Board of Directors.
- (3) A temporary performance member is a person of any age, other than a voting general member or non-voting general member, who is currently actively participating in a show of the Corporation. A temporary performance member shall not have the right to vote and shall not be eligible to serve as an officer or Director. A temporary performance member may participate in activities of the Corporation as may be authorized from time to time by the Board of Directors only from the time the membership is granted through the end of "Strike." The membership of a temporary performance member may be terminated at any time by the Corporation by and upon the mailing of notice of termination and a check for the amount of any current dues to the last known address of such member.

Section 3.3 A membership may be granted by the Corporation upon receipt and acceptance by the Corporation of a properly completed application for membership together with the appropriate membership dues. Membership dues shall be determined by the Board of Directors. The date upon which annual dues are payable shall be determined by the Board of Directors. Any member who has not paid his or her annual dues by the date for payment determined by the Board of Directors may be dropped from the membership list by the Board of Directors, but may subsequently make application to rejoin as a new member.

Section 3.4 (1) Because the Corporation's ability to continue to utilize the Alden Theatre in McLean, Virginia for its productions is dependent upon its maintaining a voting membership of which at least fifty-one percent (51%) is comprised of Dranesville Small District 1A residents, the Board of Directors may, from time to time as it deems necessary, establish membership rules favoring Dranesville District residents in order to maintain this ratio.

(2) Notwithstanding the foregoing, all individuals who were members of Great Falls Players, Incorporated, a Virginia nonstock corporation (hereinafter "Great Falls"), on the date Great Falls is merged into the Corporation shall be deemed voting general members of the Corporation for a period of two (2) years after such date, after which they shall be subject to the requirements of Section 3.3(1) above.

Section 3.5 (1) There will be an annual meeting of the membership of the Corporation, to be held at such date and place in the month of September each year as shall be determined by the Board of Directors. At the annual meeting of the membership, the voting general members in good standing shall, except in 2006, elect successors to Directors whose terms will expire at the end of the annual meeting of the membership. 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 voting general member in good standing at his or her 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 mailed written notice to the voting general members in good standing.

(3) At all meetings of the members, a quorum shall consist of ten percent (10%) of the voting general members in good standing. A quorum of the voting general members in good standing must be present for the election of Directors. Any such election shall be by majority vote of those voting general members in good standing present in person. No proxies shall be allowed. 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 3.6 Membership in the Corporation is not transferable or assignable.

Section 3.7 The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or his or her delegate. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

ARTICLE IV BOARD OF DIRECTORS

Section 4.1 There shall be elected a Board of not less than fifteen (15) nor more than twenty-four (24) Directors, all of whom shall be voting general 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.

Section 4.3 Honorary members of the Board of Directors shall be indemnified in the same manner as Officers and Directors are indemnified under Article XIV of these Bylaws.

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.

Section 5.3 Until the annual meeting of the members of the Corporation in 2007, the Board of Directors may fill vacancies in the Board as they may arise or elect additional Directors up to the maximum number authorized by Section 4.1.

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.

Section 6.3 For a period of three years following the merger of Great Falls into the Corporation, selection of dramatic or musical productions to be presented by the Corporation will require the majority vote of the Board of Directors and, as to dramatic productions, a majority vote of those individuals serving as Great Falls Directors immediately prior to the merger; and as to musical productions, a majority vote of those individuals serving as Corporation Directors immediately prior to the merger.

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 Should a Director no longer qualify as a voting general member in good standing, he or she shall be deemed to have resigned as a Director.

Section 7.3 Directors may be removed, with or without cause, pursuant to §13.1-862 of the Code.

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 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 including in the notice of the annual meeting of members mailed to the voting general members in good standing 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 three (3) additional voting general members in good standing, the voting general members in good standing shall elect Directors to fill vacancies on the Board.

(2) Notwithstanding the foregoing, those individuals serving as directors of the Corporation and of Great Falls on the date the latter corporation is merged into the Corporation shall be deemed elected to the Board of Directors of the Corporation, to serve until the end of the annual meeting of the Corporation in 2007.

(3) At the annual election of Directors to be held at the annual meeting of the membership in 2007, the elected Directors shall be divided by lot into three classes, as nearly equal in numbers as may be and (a) the term of office of those of the first class shall expire at the end of the first annual meeting of members after their election, (b) the term of office of those of the second class shall expire at the end of the second annual meeting of members after their election, and (c) the term of office of those of the third class shall expire at the end of the third annual meeting of members after their election.

(4) At each annual meeting held after such classification and election to be held in 2007, those Directors chosen to succeed those whose terms expire shall be elected for a term of office to expire at the end of the third annual meeting of members after their election. There is no limitation on the number of terms an individual may serve as a Director.

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 meeting.

Section 9.3 Notice of a meeting of the Board of Directors shall be in writing and 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 Vice President (Production Affairs), a Vice-President (Membership/Marketing Affairs), a Vice-President (Artistic Affairs), a Vice-President (Logistic Affairs), a Vice-President (Finance/Long Range Planning Affairs), 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 AMENDED 10/1/08)
- Section 10.2** Notwithstanding the foregoing, the following individuals shall be the officers of the Corporation from the date Great Falls is merged into the Corporation until the close of the organization meeting of Directors immediately following the annual meeting of the Corporation in 2007:

Chairman of the Board – William Glikbarg
 President – Jeffrey Shue
 First Vice President – Michael Scott
 Vice President (Production Affairs) – vacant
 Vice President (External Affairs) – Bunny Bonnes
 Vice President (Artistic Affairs) – Jerry Bonnes

Vice President (Outreach Affairs) – Terry Yates
Secretary – Jennifer Stroock
Treasurer – Douglas Yriart
(SECTION DELETED 10/1/08)

Section 10.3 Except as provided in Section 10.2, the officers of the Corporation shall hold office for a period of one (1) year commencing at the end of the organization meeting of the Board of Directors at which they are elected and until their respective successors are chosen and qualified, except in the case of their prior resignation, removal, or death. An officer may succeed himself or herself for consecutive terms.

Section 10.4 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 10.5 (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 **Vice Presidents for Production Affairs, External Affairs, Artistic Affairs, and Outreach Affairs** shall respectively chair such committees as named in Article XII, and shall ensure that such committees discharge the functions respectively assigned to them by the Board of Directors.

(6) 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.

(7) 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 At least until the annual meeting of the Board of Directors in 2007, the following standing committees shall be maintained: Production Committee (Facilities, Resources, Location); External Affairs (Marketing, Fundraising); Artistic Committee (Programming, Hiring); Outreach

Committee (Community, MCC Liaison). Specific duties of these committees shall be as approved by the Board of Directors of the Corporation.

Section 12.3 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 12.4 All standing and special committees may include voting and non-voting general members of good standing as defined in Article III. For at least three (3) years following the date of merger of Great Falls into the Corporation, committee appointments shall be made giving due regard to achieving a reasonable balance between individuals affiliated, at the time of the merger, with Great Falls and the Corporation respectively.

Section 12.5 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 12.6 Beginning in 2007, 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) voting general 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. No member of the Nominating Committee shall be entitled to propose or vote to nominate himself or herself for service as a Director.

ARTICLE XIII CONTRACTS, CHECKS, AND FUNDS

Sections 13.1 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 evidences of indebtedness insured in the name of the Corporation shall be signed by the Treasurer or, 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 device 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 or 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 XVI 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 voting general 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 The Board of Directors may provide for a corporate seal for the Corporation.