

**BYLAWS OF  
McLEAN CREW CLUB, INC., AS AMENDED**

**ARTICLE I - Name, Purpose, Scope**

**Section 1. Name**

The name of the organization is McLean Crew Club, Inc. (hereinafter referred to as MCC).

**Section 2. Purpose**

The purpose for which the corporation is formed, and the limitations on the organization's activities, are as set forth in the Articles of Amendment.

**Section 3. Not-for-Profit Status**

MCC is recognized by the Internal Revenue Service as a tax-exempt organization as defined in the Internal Revenue Code, Section 501(c)(3).

**Section 4. Applicable Law**

MCC is subject to the non-stock corporation provisions of the Virginia Code.

**ARTICLE 2 - Membership**

**Section 1. General Membership**

Members of MCC are family units (one membership per family unit) in which i) a child is a student attending McLean High School, ii) the student is registered in a program sponsored by MCC, iii) the member agrees to abide by the provisions of MCC's Articles of Amendment, Bylaws, including amendments, and the decisions of the Board of Directors, and iv) the member pays dues, fees and special assessments when due and is a member in good standing of MCC.

**Section 2. Good Standing**

"Good standing" requires members to fulfill financial requirements, submit required registration forms and waivers, and fulfill volunteer and fund-raising support activities by required deadlines.

**Section 3. Additional Membership Criteria**

The Board may from time to time may establish additional membership criteria and may admit to the membership any specific persons the Board deems appropriate after obtaining approval from the membership.

**Section 4. Removal**

A parent/guardian or student rower may be suspended or terminated for cause. Sufficient

cause for such suspension or termination of membership shall be violation of the bylaws or any rule or practice properly adopted by the MCC or any other conduct prejudicial to the interests of the MCC. Such suspension or expulsion shall be by two-thirds (2/3) vote of the board, provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the representative of the membership at least 15 days before final action is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the representatives of the membership shall have the opportunity to appear in person or by his/her representative to present a defense to such charges before action is taken.

### **ARTICLE 3 - Board of Directors**

#### **Section 1. Board Members and Powers**

The MCC Board of Directors (Board) shall consist of all officers of MCC, two at-large members and the Regatta Chair. At all times there shall be an odd number of voting members on the MCC Board. The Board shall seek to have no fewer than three parents from each gender of rower. The Board shall manage, supervise and control the activities and affairs of MCC, except as otherwise expressly provided by law, the Articles of Amendment, or these Bylaws.

#### **Section 2. Election**

The president shall appoint a nominating committee composed of not less than three individuals from the Membership not currently serving on the Board and who do not themselves intend to serve on the Board, no later than the April Board Meeting. The nominating committee shall solicit interest in Board positions and shall submit to the Board a recommended slate of nominees on or before the May Board meeting. The Secretary shall include the names of the nominees for the Board in the notice of the May membership meeting no later than 5 days prior to the May meeting. Nominations may also be made from the floor at the May membership meeting. The Secretary may use electronic voting in order to achieve a quorum.

Those candidates receiving the highest number of votes from the Membership for each office will be elected to the board of directors. The secretary will record all votes of the Membership and a member of the nominating committee will certify the results of the election, no later than 7 days prior to the Annual Meeting. Each family gets one vote for each child they have on the team. Voting is conducted by a parent or guardian. The incoming Board of Directors will be announced at the Annual Meeting.

#### **Section 3. Term of Office**

The term of office for the Board shall commence immediately upon the close of the Annual member meeting at which he or she is elected and shall continue until his or her successor is elected, or they resign. For the position of Treasurer, the outgoing Treasurer and the incoming Treasurer will conduct a transition to ensure the financial obligations from the

two-thirds (2/3) vote of the board, provided that a statement of the charges shall have been mailed by registered mail to the last recorded address of the representative of the membership at least 15 days before final action is taken. This statement shall be accompanied by a notice of the time and place of the meeting of the Board at which the charges shall be considered, and the representatives of the membership shall have the opportunity to appear in person or by his/her representative to present a defense to such charges before action is taken.

## ARTICLE 4 - Officers

### Section 1 Titles and Election

The officers of MCC will consist of President, Executive Vice President, Vice President for Ways and Means, Vice President for Operations, Secretary, Treasurer, the Regatta Chair and two At Large officers.

### Section 2 Duties of Officers

A. The **President** shall preside at all meetings and shall serve as the Chairman of the Board. He/she shall be an ex-officio member of any committees, with the exception of the nominating committee, and shall be responsible for the day-to-day operations of MCC. He/she shall be the principal representative of MCC to the Virginia Scholastic Rowing Association (VASRA).

B. The **Executive Vice President** shall oversee the administrative activities of MCC. He/she shall assist the President in the discharge of his/her duties, and in the absence of the President may officiate at MCC Board meetings and membership meetings in his/her stead. He/she shall perform such other functions as assigned by the President.

C. The **Vice President for Ways and Means** shall be responsible for all fund-raising activities of MCC. Dues and fees, although part of the MCC total income are not considered part of fund-raising in this context. He/she shall perform such other functions as assigned by the President.

D. The **Vice President for Operations** shall be responsible for and maintain an accurate physical inventory of the equipment owned and operated by MCC. He/she shall coordinate with the team's coaches to assess needs for equipment repair or replacement. He/she shall perform such other functions as assigned by the President.

E. The **Secretary**, or his/her designee in the event the Secretary is unable to attend, shall be present at every meeting of the Board of MCC and shall keep a complete journal of all proceedings. The secretary shall notify members 10 days in advance of a general meeting, and shall disseminate the notes of the general and Board meetings to the membership within 15 days of the meeting. The Secretary shall be responsible for notifying all members of regular and special meetings, meetings of the Board, and maintain an accurate roster of the membership including current addresses, e-mail addresses and phone numbers. He/she shall perform such others functions as assigned by

end of year expenses are settled.

#### **Section 4. Meetings of the Board**

Meetings of the MCC Board shall be held on a monthly basis or as needed to conduct the official business of MCC and fulfill its purposes as set forth in the Articles of Amendment and these Bylaws.

#### **Section 5 Special Meetings**

Special meetings of the general membership or the Board may be called by the president, by a majority of the Board or by written petition signed by 10 percent of the general Membership in good standing. The Membership shall be notified of the time, place and purpose of such meeting.

#### **Section 6 Quorum**

A quorum for a meeting of the Board shall consist of a majority of the members of the Board. The Board may use electronic or internet enabled tools to conduct meetings.

#### **Section 7 Manner of Acting**

Except as otherwise expressly required by law, the Articles of Amendment, or these Bylaws, the affirmative vote of a majority of the directors present at any meeting of the Board at which a quorum is present shall be the act of the Board.

Written Consent action taken by the Board without a meeting is nevertheless Board action if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Telephone meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a phone teleconference, which allows all persons participating in the meeting to hear each other, and such participation in a meeting shall be deemed presence in person at the meeting.

#### **Section 8. Resignation and vacancies**

Any director may resign at any time by giving notice (print or electronic) to the President of MCC. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President of MCC. In the case of the resignation of the President, the Executive Vice President shall act in the place of the President with respect to the notice and acceptance of the resignation. Vacancies occurring among the directors shall be filled by notifying the membership of the vacancy and soliciting interested members who wish to volunteer for the position. The Board shall select a member for the position by for the unexpired term from the members who have volunteered for the position.

#### **Section 9. Removal**

Any director may be removed from such office. Sufficient cause for such action shall be violation of; the bylaws, any rule or practice properly adopted by the MCC, or any other conduct prejudicial to the interests of the MCC. Such suspension or expulsion shall be by

the President.

F. The **Treasurer** shall be responsible for preparing a budget to be presented to and approved by the MCC Board of Directors, shall receive all monies from MCC fund-raising activities, shall collect all monies due, and maintain accounts of all receipts and expenditures. The Treasurer shall prepare written reports of the financial condition of MCC and shall prepare such other reports as the President and/or Board deem necessary. Financial reports shall be presented by the Treasurer at scheduled general membership meetings. The Treasurer shall be responsible for collecting all dues and fees, but shall be assisted by members of the MCC Board as necessary in collecting same. He/she shall perform such other functions as assigned by the President.

G. Two **At-Large Positions** on the MCC Board shall be assigned duties as necessary by the President. One of these positions will be reserved for the President Emeritus if that person is interested in remaining in a position to influence the greater good of the MCC for team continuity. One at-large member shall have responsibility for overseeing the club's bus transportation requirements. Both shall also perform such other functions as assigned by the President.

H. The **Regatta Chair** shall be responsible for MCC support of and participation in Spring Break Training Camp and all Regattas in which MCC chooses to participate, regardless of purpose. He/she shall perform such other functions as assigned by the President.

### **Section 3. Compensation**

No member of the board shall receive compensation other than fundraising points assigned for their service. As directed by the Board, the Treasurer may reimburse Officers for authorized expenses incurred on behalf of MCC.

## **ARTICLE 5 - Committees**

### **Section 1. Creation and Membership**

The Board may establish committees from time to time as it deems appropriate to fulfill the purposes of MCC. Such committees will have only those powers and duties designated by the Board. Unless otherwise provided in these Bylaws, the committee, including the chairman, shall be appointed by the President and approved by the Board. Each committee may consist of members of the Board and members in good standing of MCC as needed. Vacancies must be filled expeditiously in the same manner in which the position was filled in the first instance.

### **Section 2. Standing Committees**

MCC shall have the following on-going committees:

#### **A. Audit Committee**

The Audit Committee shall be responsible for the annual audit of the MCC accounts. The

Audit Committee will have three members selected from the Membership, approved by the Board, and reported to the Membership. They will select a Chairman from among them. The report of findings will be based on an objective and comprehensive review of MCC's financial records, and a written report of their findings shall be submitted to the Board at the regularly scheduled September board meeting, and the results shall be distributed to the Membership within 15 days of that meeting.

#### **B Nominating Committee**

The President shall appoint a nominating committee composed of not less than three individuals from the Membership not currently serving on the Board.

### **ARTICLE 6 - Meetings of the General Membership**

#### **Section 1 Regular Meetings**

Meetings of the general membership shall be held on a regular basis between the months of October through and including June. The President shall establish the date for each such meeting on or before September 15<sup>th</sup> each year, and shall, through the Secretary, provide notice (print or electronic) to all current members of the dates for the meetings.

#### **Section 2 Annual Meeting**

The general membership meeting held in June will constitute the Annual meeting of the MCC. The order of business will include the election of the Board of Directors. Nominations for the Board shall be presented to the Board at least fifteen (15) days before the Annual meeting. Notice (print or electronic) of nominations for the Board and proposed Board role shall be provided to MCC members at least one week before the Annual meeting.

#### **Section 3. Special Meetings**

Special meetings of MCC may be called at the discretion of the President, by the Board or by the written request of ten (10) members in good standing.

#### **Section 4. Call to Meetings**

The President has the authority to call meetings of the general membership to be held at such time and at such place as the President deems necessary for the efficient operation of MCC. The call notice (print or electronic) shall be given to each member in good standing not less than five days before the date fixed for the meeting. In case of special meetings, the notice (print or electronic) shall specify the purpose of the meeting and the nature of the business to be transacted. If a meeting is adjourned to another time and place, notice (print or electronic) of the new time and place shall be given to all members in good standing. At the rescheduled meeting, any business may be transacted that could have been transacted at the originally scheduled meeting.

#### **Section 5. Voting**

Each member shall have the right to cast one vote per student participating in the

program on MCC issues subject to a vote at any meeting of MCC at which the member is present. Proxy voting is not accepted. Voting shall normally occur by voice or show-of-hands. If the vote is close or otherwise in question, the Secretary shall take a roll call vote. The Secretary or his/her designated substitute shall record voting results.

#### **Section 6. Quorum**

A quorum for a meeting of the general membership shall consist of one-half (1/2) of the members in good standing of MCC. For the purposes of voting including approving, or disapproving any proposed MCC matter, the Secretary may use an electronic or internet-based voting system to meet the requirements of a quorum.

#### **Section 7. Order of Business**

At all meetings, except special meetings, the order of business shall be as follows:

1. Treasurer's report
2. Report of the President
3. Reports of the Committees
4. Reports of the Officers
5. Old and unfinished business
6. New business
7. Adjournment

#### **Section 8. Changes**

The President may change the order of business.

#### **Section 9. Rules**

All meetings shall be conducted in accordance with Robert's Rules of Order.

### **ARTICLE 7 - Financial Administration**

#### **Section 1. Budget and Fiscal Year**

The MCC fiscal year runs from August 1 through July 31. Each year at the November General Meeting a proposed budget that has been prepared by the Treasurer and approved by the Board shall be submitted to the Membership.

#### **Section 2. Annual Audit**

All books and accounts shall be audited each year by three members of the Membership selected by the President and approved by the Board. The Treasurer shall provide the necessary materials for this review.

#### **Section 3. Disbursements**

The approval of the proposed budget constitutes full authority for the Board, through the

Treasurer, to make disbursements of MCC funds for line items in the budget. The Board, upon recommendation of the Treasurer may use discretionary judgment in moving funds between line items, as long as the total annual approved budget is not exceeded. It is not anticipated that this would be a regular occurrence and any occurrence would be reported to the Membership at the next regular membership meeting. The Treasurer shall notify the MCC membership of any expenditure that will be more than 10% greater than the budgeted amount, and provide a summary of the rationale for that expense. Unbudgeted disbursements over \$5,000 must be presented to the Membership and approved prior to disbursement. The Board shall not obligate the MCC for future loan payments without obtaining approval from the MCC membership.

#### **Section 4. Dues, Fees, and Assessments**

Dues, fees and special assessments associated with membership shall be determined by a majority vote of the Board. Dues are assessed for annual membership in the MCC. All annual dues shall be paid in full by the general membership meeting following the first day of the rowing season as specified by the VHSL each year (the "final payment date"). Refunds of annual dues shall not be available after the final payment date other than for rowers cut from the team following winter conditioning. Fees and special assessments shall be paid when due. The Board, may provide reduced dues, fees and special assessments for those students who qualify for free/reduced lunch as certified by Fairfax County. The Board shall record the number of students receiving reduced dues due to the status outlined above and list that number on the financial report to the Membership. The Board may provide for installment payments of annual dues, fees and special assessments in appropriate circumstances, notwithstanding the final payment date provision above. Additional fees are assessed for spring training and such other activities (such as out of town trips), as might be provided by MCC. These fees are assessed only for those MCC members whose students participate in the activity. All fees and special assessments are payable as determined by the Board.

#### **Section 5. Fund-raising Support**

The fund-raising year will be from August 1 to July 31. Each member is responsible for participating in fund-raising activities in order to remain a member 'in good standing'. In addition, participation as a volunteer at local and/or regional competitions is required to complete fund-raising for the obligations stipulated by the Board. There may be an option for a monetary 'buy-down', in lieu of fund-raising participation, to meet the requirements of this section. However, such buy-down does not eliminate the requirement for volunteer participation in local and/or regional competitions and certain MCC activities.

#### **Section 6. Disposition of Assets**

In the event of cessation of scholastic rowing at McLean High School or the dissolution of MCC, outstanding obligations will be met from assets on hand at the time of such dissolution. Any assets remaining after satisfaction of such obligations, will be made available to an organization connected with rowing eligible for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. The Board in office at the time of dissolution shall make decisions pursuant to this section.



## ARTICLE 8 - Indemnification

### Section 1. Indemnification

MCC shall indemnify each member of the Board, and each person who formerly served in such capacity, and each person who serves or who may have served at the request of MCC as a director or officer of another organization in which MCC has an interest, against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any action, suit or proceeding to which he/she may be made a party, or in which he/she may become involved, by reason of his/her being or having been a director of MCC or his/her being or having served as such of another organization at the request of MCC, whether he/she is still serving in such capacity at the time of incurring such expenses or liabilities. MCC shall not indemnify any director, officer or such other person with respect to matters as to which such person shall be finally adjudged to be criminally liable, liable for gross negligence or willful malfeasance; provided, that in the event of a settlement of any action, suit or proceeding, indemnification shall be provided only in connection with such matters covered by the settlement if (i) MCC is advised by written opinion of independent legal counsel that the director, officer or such other person to be indemnified did not commit a breach of duty owed to MCC and (ii) a majority of disinterested directors approves the settlement and indemnification as being in the best interests of MCC. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other rights to which any person indemnified pursuant to this section may be entitled under any agreement or pursuant to any vote of the Board of Directors or otherwise.

## ARTICLE 9 -Miscellaneous

### Section 1. Exclusive Authority of Board

**No member of MCC or the Board may enter into any agreement with McLean High School, its officials or agents, Fairfax County Public Schools, its officials or agents, on behalf of MCC without the approval of the Board.**

### Section 2. Additional Designations of Authority

Matters of concern to the members and the Board regarding decisions and activities of the coaches should be directed to the President or a designated member. Action to resolve the matter must be initiated as quickly as possible, but no later than seven (7) calendar days from the time the President is notified of the matter. The President shall ensure the MCC member raising the concern is contacted by the President to inform them of the status of their concern.

B. The Board must approve any loan, gift or transfer of equipment belonging to MCC. Loans exceeding thirty (30) days will be recorded by the Secretary and approved by the

MCC membership at the next regular meeting.

### **Section 3 Coaching Staff**

Coaches shall comply with all VASRA and US rowing and relevant FCPS regulations. The Board will require coaches and their assistants to complete all mandatory paperwork to ensure compliance with the rules and regulations for coaches at McLean High School as directed by the Student Activities Director. The Board shall issue coaches a contract which specifies compensation and requirements for the performance of duties.

### **Section 4. Rower Conduct**

Rowers shall comply with MCC fund-raising policies, and the rules of VASRA, Virginia High School League, Inc.(VHSL), USRA or any other associations or governing bodies that operate Regattas. Rowers will abide by the policies of McLean High School and Fairfax County Public Schools regarding zero tolerance for drug and alcohol use and academic requirements for student athletes. The team captains and the coaching staff shall monitor rowers for full compliance. Any conduct by a rower or rowers that discredits MCC, other rowers, or McLean High School shall be brought to the attention of the President and the Board immediately. The McLean High School student activities director will be contacted initially by the coach and apprised of the situation. Full responsibility shall be vested in the Head Coach(s) and his/her duly appointed assistants for the conduct of the rowers while enroute to an activity, in the boathouse, on the dock, on the water, and in the buses used for transportation. The foregoing applies to activities both within and outside of the Washington Metropolitan region. A code of conduct will be presented to each member of the rowing team. The code of conduct, other rules and the consequences for violations will be defined and explained at the beginning of each school year. Parents and rowers must each sign an annual statement that affirms their understanding of the code of conduct.

## **ARTICLE 10 – Review and Amendment of Bylaws and Articles of Amendment**

### **Section 1. Review**

The Board shall conduct an annual review of the Bylaws, including amendments, at the first meeting of the Fall, and report recommended changes, if any, to the members of MCC in writing 10 days prior to the November meeting of the year in which reviewed. The membership will vote on the bylaws at the November meeting.

### **Section 2. Changes Affecting Tax-exempt Status**

No substantive changes shall be made to the defined purpose of MCC in Article 3 of the Articles of Amendment and Article 1 of these Bylaws, as long as MCC remains a non-profit corporation under section 501(c)(3) of the Internal Revenue Code.

### **Section 3. Interpretation**

Interpretation of the Articles of Amendment and the Bylaws, including amendments,

shall be decided by majority vote of the voting-eligible Board members.

**Certification**

The foregoing Bylaws, as amended, were adopted by MCC on **Date**. The Bylaws, as amended, were proposed by the Board and submitted to the members in accordance with the provisions of Article 9 of the MCC Articles of Amendment, and approved by the membership on **DATE**. At a meeting of the voting members, at which a quorum was present, # total number of votes cast for and against the Bylaws, as amended, by members entitled to vote was:

Voting members

47

Total votes FOR

45

Total votes AGAINST

2

The number cast for the Bylaws, as amended, by voting members was sufficient for approval of the amendments.

Date: 5,10/2016



Giselle Creeser,  
President McLean Crew Club, Inc.

**ARTICLES OF AMENDMENT  
OF  
McLEAN CREW CLUB, INC.**

(A Non-Stock Virginia Corporation)

1. The undersigned corporation, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, hereby executes the following Articles of Amendment and sets forth:

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**ARTICLE 1**

The name of the corporation is McLean Crew Club, Inc.

## **ARTICLE 2**

The duration of the Corporation is perpetual.

## **ARTICLE 3**

The Corporation (hereinafter referred to as MCC) is organized and shall be operated for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of these purposes, MCC will

- (a) Foster amateur, scholastic rowing competition at McLean High School and within and outside of Fairfax County, Virginia;
- (b) Conduct scholastic competition in the sport of rowing and develop and support amateur athletes in the sport of rowing at McLean High School and within and outside of Fairfax County, Virginia; and
- (c) Undertake such other lawful activities as may be necessary to accomplish the foregoing purposes.

## **ARTICLE 4**

MCC shall have members with voting rights as provided for in the bylaws.

## **ARTICLE 5**

MCC shall have a Board of Directors (Board) who shall be elected by the members in accordance with the procedures set forth in the bylaws.

## **ARTICLE 6**

No part of the net earnings of MCC shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (except that MCC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes stated in these Articles). No substantial part of the activities of MCC shall be the carrying on of propaganda or otherwise attempting to influence legislation, except that MCC shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. MCC shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision in these Articles, MCC shall not carry on any activities not permitted to be carried on (a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code, as an organization described in section 501(c)(3) of that Code, or (b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

During such period, or periods, of time as the MCC is treated as a "private

foundation" pursuant to section 509 of the Code, the directors must distribute the MCC's income at such time and in such manner so as not to subject the MCC to tax under Section 4942 of the Code, and the MCC is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from retaining any excess business holdings (as defined in section 4943(c) of the Code) which would subject MCC to tax under Section 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject MCC to tax under Section 4944 of the Code, from retaining any assets which would subject MCC to tax under Section 4944 of the Code if the Board has acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

Upon dissolution or final liquidation, the Board shall, after paying or making provision for all the lawful debts and liabilities of the MCC, distribute all the assets of the MCC to one or more of the following categories of recipients as the Board of MCC shall determine: a nonprofit organization having similar aims and objects as the MCC and which may be selected as an appropriate recipient of such assets, as long as that organization shall then qualify (1) as a governmental unit under section 170(c)(1) of the Internal Revenue Code, or (2) as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in section 501(c)(3) of the Code.

**ARTICLE 7**

The post office address of the registered office of MCC is 1633 Davidson Road, McLean, Virginia 22101. The name of the county in which the registered office is located is the County of Fairfax. The name of its registered agent is the president of the MCC.

**ARTICLE 8**

To the fullest extent permitted by the laws of the Commonwealth of Virginia, no member of the Board of MCC shall be personally liable to MCC for monetary damages for any breach of fiduciary duty as a Board member, except that relief from liability shall not apply in any instance where that relief is inconsistent with any provision applicable to corporations described in section 501(c)(3) of the Internal Revenue Code. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a member of the Board for any acts or omissions of the Board member occurring prior to the amendment or repeal.

**ARTICLE 9**

No amendments to the Bylaws of MCC shall be made except at a regular or special meeting of the MCC at which a quorum is present and two-thirds of those present and eligible to vote, vote in favor of the amendments to the Bylaws. All amendments to the Bylaws must be submitted in writing at a Board meeting prior to the membership meeting at which final action is to be taken. MCC members must receive advance notice of the MCC meeting at which amendments to the Bylaws are to be considered. Any amendment to the Bylaws shall be effective immediately after adoption unless a later effective date is specifically adopted at the time the amendment is enacted

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2. 1/11/11 The foregoing Articles of Amendment were adopted by MCC on **DATE**. The Articles of Amendment were proposed by the Board and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia, and at a meeting of the voting members, at which a quorum was present, the total number of votes cast for and against the amendments by members entitled to vote was:

Voting members	Total votes FOR	Total votes AGAINST
<u>47</u>	<u>45</u>	<u>2</u>

3. The number cast for the Articles of Amendment by voting members was sufficient for approval of the Articles.

4. The foregoing Articles of Amendment replace in their entirety the Articles of Incorporation filed by MCC with the Commonwealth of Virginia, State Corporation Commission on December 27, 1996, which Articles were issued a Certificate of Incorporation, effective December 30, 1996.

Date: 5/10/2014

Giselle Creeser  
Giselle Creeser  
President McLean Crew Club