



McLean Citizens Association Resolution
Recommendation to the General Membership Against Proposed Changes to
the Articles of Incorporation of the McLean Community Foundation
April 22, 2023

Whereas, the members in good standing of the McLean Citizens Association (MCA) have the right, under the Articles of Incorporation of the McLean Community Foundation (MCF), to vote on any proposed amendments to the MCF Articles of Incorporation; and

Whereas, any proposed amendments to the MCF Articles of Incorporation may only be adopted upon garnering a two-thirds vote of those members present at an MCA annual meeting; and

Whereas, in March 2023, the MCF Board of Trustees voted to propose amendments to its Articles of Incorporation, and submitted its proposal to the MCA Board of Directors to provide a recommendation thereon; and

Whereas, at its April 6, 2023 meeting, the MCA Board of Directors voted 26-1 against recommending the proposed amendments to the membership of the MCA, and delegated to the MCA Executive Committee the task of undertaking additional consideration and issuing a recommendation to the membership of the MCA as to how it should vote on the proposed amendments at the annual meeting; and

Whereas, the MCF Board of Trustees subsequently revised its proposed amendments, which were forwarded to the MCA Executive Committee for consideration on April 14, 2023; and

Whereas, the MCA Executive Committee duly undertook additional review and consideration, and has concerns with changes proposed by the MCF Board of Trustees, particularly the:

- Reduction in threshold for passing changes to the MCF Bylaws from a two-thirds supermajority vote of the MCA Board of Directors to a simple majority thereof;
- Addition of language regarding amendments to the Articles which could potentially jeopardize the current requirement, under the Bylaws, for a two-thirds supermajority vote of the MCA membership for passing revisions to the MCF Articles of Incorporation;
- Elimination of language requiring a two-thirds vote of the MCA Board of Directors for approval of an expenditure of an amount after the expenditure of which the fair market value of the assets of the Corporation would be less than 85% of the value at the time of receipt of all contributions, gifts and grants (not designated by the donor to be expended for a specific purpose) received by the Corporation from its inception through the date of the expenditure, rather than reforming/updating the Articles in relation to the seeming intent to avoid concentration of grants;

- Elimination of certain rights to nominate and elect MCF Trustees which are currently enjoyed by the MCA Members, its Nominating Committee, and its Board of Directors.

Now therefore, be it resolved that the MCA Board of Directors recommends that the MCA Membership votes ‘NO’ on the proposed amended and restated Articles of Incorporation of the MCF.

Be it further resolved, that the MCA values its longstanding relationship with MCF and remains committed to considering any means by which the welfare of each organization can be enhanced.

Approved by the MCA Executive Committee under authority delegated by the MCA Board of Directors at its meeting of April 6, 2023.

April 22, 2023

McLean Citizens Association, P.O. Box 273, McLean, Virginia 22101

cc: General Membership of the McLean Citizens Association