

**BOARD OF GOVERNORS OF THE
FEDERAL RESERVE SYSTEM
Washington, DC 20551**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of report (Date of earliest event reported): **DECEMBER 14, 2005**

MAINSTREET BANK

(Exact name of registrant as specified in its charter)

VIRGINIA (State or other jurisdiction of incorporation)	N/A (Commission File Number)	47-0914596 (IRS Employer Identification No.)
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727 ELDEN STREET HERNDON, VIRGINIA (Address of principal executive offices)	20170 (Zip Code)
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Registrant's telephone number, including area code **(703) 481-4567**

NOT APPLICABLE

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At a meeting held on December 14, 2005, the Board of Directors of MainStreet Bank adopted amended and restated bylaws for the Bank, effective December 14, 2005. Below is a brief description of the material amendments that were made to the bylaws. This summary should be read in conjunction with the Amended and Restated Bylaws, which are attached as Exhibit 2.2 to this current report and are incorporated herein by reference.

Stockholder Proposals. Article I, Section 9 of the bylaws was revised to clarify the process by which stockholders may submit proposals to be presented at the Bank's annual meetings of stockholders, including stockholder nominations of directors. Under the new provision, to be timely, a stockholder notice must be delivered received at the principal executive office of the Bank, addressed to the attention of the corporate secretary, not less than 120 calendar days prior to the first anniversary of the previous year's annual meeting date; *provided, however*, that in the event the annual meeting is called for a date that is not within 30 calendar days before or after such anniversary date, a stockholder notice will be timely if it is delivered or received by the close of business on the tenth calendar day following the day on which notice of the date of the annual meeting was first mailed or public disclosure of the date of the annual meeting was made, whichever occurs first.

Under the former bylaws, to be timely a shareholder nomination of a director was required to be delivered at least 90 days before the election and any other stockholder notice was required to be delivered to the corporate secretary not less than 90 days or more than 120 days prior to the first anniversary of the previous year's annual meeting date; or if the date of the annual meeting was advanced by more than 30 days or delayed by more than 60 days from the anniversary date of the prior year's meeting, the stockholder notice was required to be delivered no earlier than the 120th day before the meeting and no later than the later of the 90th day before the meeting or the tenth day following the first mailing or public announcement of the meeting date.

Under the new provision, to be in proper written form, a stockholder notice must set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a full description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of such stockholder, (iii) the class or series and number of shares of capital stock of the Bank which are owned beneficially or of record by such stockholder, (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such

business, (v) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting, and (vi) in the case of the nomination of a person as a director, a brief description of the background and credentials of such person including (A) the name, age, business address and residence address of such person, (B) the principal occupation or employment of such person, (C) the class and number of shares of the Bank which are beneficially owned by such person, and (D) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected). In addition, any stockholder proposal to be considered for inclusion in the Bank's proxy materials for an annual meeting of stockholders must also comply with the Securities and Exchange Commission's rules regarding stockholder proposals.

Under the former bylaws, the information required by items (iv) and (v) above was not expressly required to be provided in a stockholder notice and the information required by item (vi) was not as clearly described.

Minimum Qualifications for Directors. Article II, Section 1 of the bylaws was also revised to add the following minimum qualifications for new directors elected or appointed to the Board of Directors following effectiveness of the amendment: (i) each director must have experience in one or more matters pertinent to the Bank's business, including without limitation transactional expertise, strategic expertise, corporate governance expertise, operational expertise, marketing expertise, financial expertise, or specific industry expertise in markets targeted by the Bank; (ii) each director must be at least eighteen years of age; (iii) each director must own in his or her sole name, sufficient shares of the Bank's stock to qualify as a director under applicable regulatory requirements; and (iv) no director may have a significant business affiliation with another director of the Bank.

The former bylaws did not contain any minimum qualifications for directors.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

2.2 Bylaws of MainStreet Bank (as amended and restated December 14, 2005)

BY-LAWS
of
MainStreet Bank
(AS AMENDED AND RESTATED DECEMBER 14, 2005)

ARTICLE I
STOCKHOLDERS MEETING

Section 1. Annual Meeting. An annual meeting of the stockholders, for the election of directors to succeed those whose terms expire and for the transaction of such other business as may properly come before the meeting, shall be held at such place, on such date, and at such time as the Board of Directors shall each year fix. Unless the Board has otherwise provided, the Chairman shall designate on or before March 1 of each year a date on or before May 31 of that year as the date for the annual meeting of stockholders, and provide the notices required by law and these By-Laws.

Section 2. Special Meetings. Special meetings of the stockholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President and shall be called at any time by the Chairman of the Board of Directors, or by the Board of Directors or by the Secretary upon written request of stockholders owning twenty percent (20%) of the outstanding stock of the Corporation entitled to vote at such meeting. Business transacted at all special meetings shall be confined only to business within the purpose or purposes described in the meeting notice.

Section 3. Notice. Notice of the date, time, and place of the annual meeting of stockholders shall be given by mailing a written or printed notice of the same at least ten

(10) days, but not more than sixty (60) days, prior to the meeting, except that notice of a shareholder's meeting to act on an amendment of the articles of incorporation, plan of merger or share exchange, a proposed sale of assets or the dissolution of the Corporation shall be given not less than twenty-five (25) days nor more than sixty (60) days before the meeting date. Only notice of a special meeting must state the purpose or purposes for which the meeting was called. Notice shall be mailed, postage prepaid, to each stockholder of record of the Corporation entitled to vote at such meeting and addressed to the stockholder's last-known post office address or to the address appearing on the corporate books of the Corporation. All meetings shall be held at that date, time, and place fixed by the Board of Directors.

Section 4. Voting. At any meeting of the stockholders, every stockholder having the right to vote shall be entitled to vote in person, or by proxy appointed by an instrument in writing subscribed by such stockholder and bearing a date not more than eleven (11) months prior to said meeting, unless said instrument provides for a longer period. Each stockholder shall have one vote on each matter voted on at a shareholder's meeting for each share of stock having voting power registered in the stockholder's name on the books of the Corporation. Except where the transfer books of the Corporation shall have been closed or a date shall have been fixed as a record date for the determination of its stockholders entitled to vote, no share of stock shall be voted by the Transferee which shall have been transferred on the books of the Corporation within twenty (20) days next preceding such election of directors.

Section 5. Quorum. A quorum at any annual or special meeting of stockholders shall consist of stockholders representing, either in person or by proxy, a one-third of the outstanding Common Stock of the Corporation entitled to vote at such meeting, except as otherwise provided by law. Once a share is represented as present at a meeting, either in person or by proxy, it is deemed present for quorum purposes for the remainder of the meeting and for adjournment of that meeting unless a new date is set of record for adjournment of that meeting.

If a quorum is not present at a properly called stockholder's meeting, the meeting shall be adjourned by those present, and if a notice of such adjourned meeting, sent to all stockholders entitled to vote thereat, contains the date, time, and place of holding such adjourned meeting and a statement of the purpose of the meeting and that the previous meeting failed for lack of quorum, and that under the provisions of this section it is proposed to hold the adjourned meeting and except as may be otherwise required by law, then the number of stockholders, represented in person or by proxy, shall constitute a quorum, and the vote of a majority in interest of those present at such meeting shall be sufficient to transact business.

Section 6. Closing Transfer Books and Record Date. The transfer books for shares of Common stock of the Corporation may be closed by order of the Board of Directors for not exceeding seventy (70) days next preceding any stockholder's meeting for the purpose of determining stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or entitled to receive payment of any dividend or in order to make a determination of stockholders for any other proper purpose. In lieu of closing the stock transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date to be not more than seventy (70) days preceding the date on which the particular action requiring such determination of the stockholders is to be taken.

Section 7. Conduct of Meetings. The President shall preside over all meetings of the stockholders. If the President is not present, or if there is no Vice-President, then either the Secretary or Treasurer shall become the presiding officer. If none of such officers are present, those persons present at the meeting shall elect a Chairman from among them. The Secretary of the Corporation shall act as Secretary of all meetings if the Secretary is present. If the Secretary is not present, the Chairman shall appoint a Secretary of the meeting. The Chairman of the meeting may appoint one or more inspectors of the election to determine the qualification of voters, the validity of proxies, and the results of ballots.

Section 8. Consent. Any action that may be taken by the shareholders in a meeting may be taken by unanimous written consent of all shareholders entitled to vote on the action.

Section 9. Matters to be Brought Before Stockholders' Meetings. Except as otherwise provided by law, at any annual or special meeting of stockholders only such business shall be conducted as shall have been properly brought before the meeting in accordance with this Section 9.

In order to be properly before the meeting, such business must either have been: (a) specified in the written notice of the meeting (or any supplement thereto) given to stockholders of record on the record date for such meeting by or at the direction of the Board of Directors (or any duly authorized committee thereof) ("Meeting Notice"), (b) brought before the meeting at the direction of the Board of Directors (or any duly authorized committee thereof) or the officer presiding over the meeting, or (c) for annual meeting, specified in a written notice given by or on behalf of a stockholder of record on the record date for such meeting entitled to vote thereat or a duly authorized proxy for such stockholder, that complies with the notice procedures set forth in the Section 9 ("Stockholder Notice"). The nomination by a stockholder of any person for election as a director, other than the persons nominated by the Board of Directors or any duly authorized committee thereof, shall be considered business other than business specified in clauses (a) and (b) above and shall be permitted only upon compliance with the requirements of this Section 9.

In addition to any other applicable requirements for business to be properly brought before an annual or special meeting by a stockholder, a stockholder must have given timely notice thereof in proper written form to the Secretary of the Corporation.

To be timely, a Stockholder Notice must be delivered personally to, or mailed to and received at, the principal executive office of the Corporation, addressed to the attention of the Corporate Secretary, not less than one hundred twenty (120) calendar

days prior to the first anniversary of the previous year's annual meeting date; *provided, however,* that in the event the annual meeting is called for a date that is not within thirty (30) calendar days before or after such anniversary date, a Stockholder Notice will be timely if it is delivered or received by the close of business on the tenth (10th) calendar day following the day on which notice of the date of the annual meeting was first mailed or public disclosure of the date of the annual meeting was made, whichever occurs first.

To be in proper written form, a Stockholder Notice must set forth as to each matter such stockholder proposes to bring before the annual meeting (i) a full description of the business desired to be brought before the annual meeting and the reasons for conducting such business at the annual meeting, (ii) the name and record address of such stockholder, (iii) the class or series and number of shares of capital stock of the Corporation which are owned beneficially or of record by such stockholder, (iv) a description of all arrangements or understandings between such stockholder and any other person or persons (including their names) in connection with the proposal of such business by such stockholder and any material interest of such stockholder in such business, (v) a representation that such stockholder intends to appear in person or by proxy at the annual meeting to bring such business before the meeting, and (vi) in the case of the nomination of a person as a director, a brief description of the background and credentials of such person including (A) the name, age, business address and residence address of such person, (B) the principal occupation or employment of such person, (C) the class and number of shares of the Corporation which are beneficially owned by such person, and (D) any other information relating to such person that is required to be disclosed in solicitations of proxies for election of directors pursuant to Regulation 14A under the Securities Exchange Act of 1934, as amended (including without limitation such person's written consent to being named in the proxy statement as a nominee and to serving as a director if elected).

In addition to satisfying the above requirements for being properly brought before a meeting, any stockholder proposal to be considered for inclusion in the Corporation's

proxy materials for an annual meeting of stockholders must also comply with the Securities and Exchange Commission's rules regarding stockholder proposals.

No business shall be conducted at a meeting of stockholders except business brought before the meeting in accordance with the procedures set forth in this Section 9; *provided, however*, that, once business has been properly brought before the meeting in accordance with such procedures, nothing in this Section 9 shall be deemed to preclude discussion by any stockholder of any such business. If the presiding officer of the meeting determines that business was not properly brought before the meeting in accordance with the foregoing procedures, the presiding officer of such meeting shall declare to the meeting that the business was not properly brought before the meeting and such business shall not be transacted.

ARTICLE II BOARD OF DIRECTORS

Section 1. Number, Election, and Terms. The management of all the affairs, property, and business of the Corporation shall be vested in a Board of Directors, consisting of no fewer than five (5) nor more than fifteen (15) persons. The Directors shall be divided into three (3) groups, Group I, Group II, and Group III, as nearly equal in number as possible. At the first annual meeting of the shareholders of the Corporation, Directors of Group I shall be elected for a term of one year, Directors of Group II shall be elected for a term of two years, and Directors of Group III shall be elected for a term of three years. After the expiration of their initial term of office, Directors of each group shall be elected for three (3) year terms. All directors shall remain in office until their successors have been duly elected by the shareholders and qualified.

Candidates for the office of director may be nominated by the Board, its Nominating Committee if established, the Chairman, and the President, by written notice to the Secretary. A stockholder may nominate a candidate for the office of director by submitting a written nomination in accordance with Section 9 of these By-Laws.

The directors in each group whose terms have expired during the year thereafter shall be elected at the annual meeting of the stockholders by a plurality vote, for term of three years, and shall hold office until their successors are elected and qualify. In the election of directors each outstanding share, regardless of class, is entitled to one vote for as many persons as there are directors to be elected at that time and for whose election the shareholder has a right to vote.

The following minimum qualifications shall apply with respect to each director elected or appointed to the Board of Directors for the first time after December 14, 2005: (i) each director must have experience in one or more matters pertinent to the Corporation's business, including without limitation transactional expertise, strategic expertise, corporate governance expertise, operational expertise, marketing expertise, financial expertise, or specific industry expertise in markets targeted by the Corporation; (ii) each director must be at least eighteen years of age; (iii) each director must own in his or her sole name, sufficient shares of the Corporation's stock to qualify as a director under applicable regulatory requirements; and (iv) no director may have a significant business affiliation with another director of the Corporation.

Section 2. Quorum. A quorum at all meetings of the Board of Directors shall consist of a majority of the whole Board. If less than a quorum is present at a meeting, a majority of those present may postpone the meeting to a subsequent date without any further notice to any of the directors. A quorum shall be necessary at such subsequent meeting for all purposes except as noted below, for the filling of vacancies on the Board.

Section 3. Removal and Vacancies. The stockholders entitled to vote may remove any director, with or without cause, and fill the vacancy. The shareholders may remove a director only at a meeting called for the purpose of removing the director and the meeting notice must state that the purpose, or one of the purposes of the meeting, is removal of the director. Any vacancy arising among the directors including vacancies

created by an increase in the number of directors occurring between shareholders' meetings may be filled by the shareholders or by the remaining directors.

Section 4. Meetings and Notices. Meetings of the Board of Directors shall be held at times fixed by resolution of the board, or upon the call of the Chairman. Notice of any such meeting not held at a time fixed by a resolution of the Board shall be given to each director at least twenty-four (24) hours before the meeting at the director's residence or business address or by delivering such notice to the director or by telephoning or telegraphing it to the director at least twenty-four (24) hours before the meeting. Any such notice shall contain the time and place of the meeting, but need not contain the purpose of any meeting. Meetings may be held without notice if all of the directors are present or those not present waive notice before or after the meeting.

Section 5. Consent. Any action that may be taken by the directors in a meeting may be taken by unanimous written consent of all directors.

Section 6. Annual Meeting. An annual meeting of the Board of Directors shall be held on the date and at the place of the annual meeting of stockholders, to commence promptly after the conclusion of the stockholders meeting.

ARTICLE III COMMITTEES

The Board of Directors may create one or more Committees and appoint members of the Board of Directors to serve on them. Each Committee may have two or more members, who serve at the pleasure of the Board of Directors. The creation of a Committee and the appointment of members to it shall be approved by the greater number of (i) a majority of all the directors in office when the action is taken, or (ii) the number of directors required herein to take action. The Board of Directors shall specify the powers and authorities of the Committee in the resolution creating the Committee, except that a committee may not (i) approve or recommend to the shareholders any action

which requires shareholder approval, (ii) fill vacancies on the Board or any other Committees, (iii) amend the articles of incorporation, (iv) adopt, amend, or repeal the by-laws, (v) approve a plan of merger not requiring shareholder approval, (vi) authorize or approve distributions which do not conform to general formula or method prescribed by the Board of Directors, or (vii) authorize or approve the issuance, sale, or contract for sale of shares of stock, or determine the designation and relative rights, preferences and limitation of a class or series of shares of stock, except as the Board of Directors may authorize a Committee, or a senior executive officer of the Corporation, to do so within the limits specifically prescribed by the Board of Directors. Each Committee shall report its actions to the Board of Directors at the next meeting of the Board.

The President shall be an *ex officio* member of each Committee established by the Board other than (i) the Audit Committee, (ii) the Compensation Committee and (iii) the Nominating Committee. The Chairman shall be an *ex officio* member of each Committee established by the Board (unless the Chairman also serves as President, in which case the foregoing limitations would apply).

ARTICLE IV OFFICERS

The Board of Directors promptly after its election in each year, shall elect a President and shall also elect a Secretary, a Treasurer, and may elect or appoint one or more Vice-Presidents or such other officers as it may deem proper. Any officer may hold more than one office simultaneously. All officers shall serve for a term of one year until their respective successors are elected and qualify, but any officer may be removed summarily with or without cause at any time by the vote of a majority of all the Directors. The directors shall fill any vacancies among the officers. The officers of the Corporation shall have such powers and duties as generally pertain to their respective offices as well as such powers and duties as from time to time may be delegated to them by the Board of Directors.

ARTICLE V
INDEMNIFICATION

Section 1. Advances. Subject to the terms and conditions of Article VII of the Articles of Incorporation of the Corporation, which shall control, the Corporation will reimburse the reasonable expenses incurred by a director, officer, employee or agent who is party to a proceeding if (i) the director, officer, employee, or agent furnishes the Corporation with written statement of his or her good faith belief that he or she has met the standard of conduct described in § 13.1-697 of the Code of Virginia, 1950, as amended, (ii) the director, officer, employee, or agent furnishes to the Corporation a written undertaking, executed personally, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct, and (iii) a determination is made that the facts then known to those making the determination would not preclude indemnification under this Section.

Section 2. Determination and Authorization of Indemnification.

(a) The corporation will not indemnify a director, officer, employee, or agent unless authorized in the specific case after a determination has been made that indemnification of the director, officer, employee, or agent is permissible in the circumstances because he or she has met the standards of conduct.

(b) The determination shall be made by any of the following:

(1) a majority vote of a Committee duly designated by the Board of Directors who are not at the time parties to the proceeding;

(2) a majority vote of a Committee duly designated by the Board of Directors consisting solely of one or more directors not at the time parties to the proceeding if a quorum cannot be obtained;

(3) by special legal counsel either selected by the Board of Directors or its Committee or, if a quorum of the Board of Directors cannot be obtained and a Committee cannot be

designated, selected by a majority vote of the vote of the full Board of Directors, in which selection those directors who are parties to the proceeding may participate, or;

(4) by the shareholders, excluding shares owned by or voted under the control of directors who are, at the time, parties to the proceeding.

ARTICLE VI STOCK

Section 1. Form. Certificates of stock shall be issued in numerical order and each stockholder shall be entitled to a certificate or certificates of stock in such form as may be approved by the Board of Directors and that are signed by the President and Secretary with the corporate seal impressed thereon.

Section 2. Transfers. All transfers of stock of the Corporation shall be made upon its books by surrender of the certificate for the shares transferred accompanied by an assignment in writing by the holder in person or by a duly authorized attorney in fact.

Section 3. Replacements. In case of the loss, mutilation, or destruction of a certificate of stock, a duplicate certificate may be issued upon such terms not in conflict with law as the Board of Directors may prescribe.

Section 4. Transfer Agent and Registrar. The Board of Directors may also appoint one or more Transfer and Registrars for its stock and may require stock certificates to be both countersigned by a Transfer Agent and Registrar, the signature thereon of the officers of the Corporation and seal of the Corporation thereon may be facsimiles, engraved, or printed. In case any officer or officers who shall have signed, or whose facsimile signature or signatures shall have been used on, any such certificate or certificates shall cease to be such officer or officers of the Corporation, whether because of death, resignation or otherwise, before such certificate or certificates shall have been

delivered by the Corporation, such certificate or certificates may nevertheless be issued and delivered as though the person or person who signed such certificate or certificates or whose facsimile signature or signatures shall have been used thereon had not ceased to be such officer or officers of the Corporation.

ARTICLE VII

SEAL

The seal of the Corporation shall be a flat-faced circular die (of which there may be any number of counterparts) with the words "SEAL" and "VIRGINIA".

ARTICLE VIII

VOTING OF STOCK HELD

Unless otherwise provided by a vote of the Board of Directors, the President may either appoint attorneys to vote any stock of any other corporation owned by this Corporation or may attend any meeting of the holders of stock of such other corporation and vote such shares in person.

ARTICLE IX

SIGNATURES

Checks, notes, drafts, and other orders for the payment of money shall be signed by such persons as the Board of Directors from time to time may authorize. The signature of any such person may be a facsimile when authorized by the Board of Directors.

ARTICLE X

FISCAL YEAR

The fiscal year of the Corporation shall be determined by the Board of Directors.

ARTICLE XI
ALTERATIONS, AMENDMENTS, OR REPEALS

The Board of Directors may amend, alter, supplement, or repeal the By-Laws, in whole or in part, by the affirmative vote of a majority of the whole Board of Directors, at any regular or special meeting, provided that advance written notice of such amendment, alteration, supplement, or repeal is provided to each director at least three (3) days before such meeting.

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