

2009 AGM Minutes compiled by Steve Kennedy

JCNA Annual General Meeting Saturday, March 22, 2009 Denver, Colorado

7:44 a.m., meeting called to order by President Steve Kennedy

1) **Welcome & Opening Remarks – *President Steve Kennedy***

Thank you to the following sponsors: Jaguar Cars, Coventry West, XKs Unlimited, Welsh, Classic Showcase, SNG Barratt, Hagerty and our new advertiser, Jaguar Classic Parts. JCNA greatly appreciates your support and I encourage everyone to support our supporters.

2) **Secretary Logistics & Report – *Sherman D. Taffel***

- a) Delegate Roll Call
Roll Call – proxies and delegates

135 total votes

b) **AGM Minutes – 2008**

Motion by Sherman D. Taffel to approve the 2008 (Pittsburgh, PA) AGM minutes; second, Lou Kairys; Passed.

c) **Adoption of 2009 AGM Agenda**

Knick Curtis moved to approve the agenda; Bill Streitenberger seconded; unanimously approved.

3) **Jaguar Cars Report: *Greg Sanguinetti***

President Steve Kennedy reported he received an email from Mr. Sanguinetti with his report yesterday with his apologies that he could not attend.

A brief summary of his report follows:

Among premium brands, Jaguar's sales performance was relatively strong on the strength of the XF. Only the ultra-low volume, boutique Italian marques of Maserati and Ferrari recorded smaller year-on-year sales reductions. US Jaguar sales totaled 14,824, while Jaguar's sister brand, Land Rover, saw sales decline by 40%, to 29,718.

4) **Nominating Committee Report – *Gary Hagopian***

Election of Officers for 2009:

In accordance with the JCNA bylaws, the following slate of officers was presented:

- President – Steve Kennedy
Vice President – Dick Maury
Secretary – Sherman Taffel

The President called for nominations from the floor, three times for each. None were received.

All officers were voted on individually and unanimously elected.

5) **Treasurer's / Membership Report – Nelson Rath**

a) **Treasure's Report**

The Treasurer reported that all of JCNA's investments were fully insured in unrestricted assets (CDs) and were not invested in the stock market.

The Non-Profit Club had \$1,580.00, which was below the amount budgeted due to expenditures for the 50th anniversary, and the cost of bringing Norman Dewis to Pittsburgh last year.

b) **Membership Report**

JCNA membership as of the end of 2008 was 5,853.

6) **Jaguar Journal Report – Mike Cook**

The March-April issue of Jaguar Journal will be mailed out next week. Delegates received a copy.

Mike Cook reported that in 2008, advertising revenue was the same as it was in 2007. Advertising receipts were approximately \$80,000.00, including \$27,000.00 from Jaguar Cars. We had 2 pages per issue starting Nov-Dec from Jaguar Classic Parts, a new advertiser.

It was also reported that the Jaguar Journal lost two small ads: Hagerty reduced their ad size to 1/3 from 1/2 page and Hyman Ltd. Increased their ad size to 1/2 page.

It was also reported that Steve Weinstein and Mike Cook met with Laura Levin, the Jaguar Cars advertising manager. Jaguar is renewing its commitment for 3 pages of advertising effective March-April.

The Editor's contract with Mike Cook has been renewed for 3 years, effective April 1, 2009.

Mike Cook announced that Candy Williams has been selected to fill the position of Associate Jaguar Journal Editor. It's an insurance policy for JCNA in the case that if the editor has a problem, the publication will continue without delay. The Associate Editor will also be a great channel of communication between clubs and Journal. A contract has been drawn and signed.

7) **Business Committee Report – D. Bryan Williams**

The Business Committee reports that the Executive Director's contract with Nelson Rath has been completed through December 2011 and the Editor's contract through March 2012.

8) **Membership Outreach Efforts: PTS/Membership Committee Reports**

8a) **Passport to Service Report – Sherman D. Taffel**

It is reported that out of the past 80 responses that 58% of those responding joined a club.

Implications are that potential members haven't been encouraged to join due to lack of follow-up by local clubs.

8b) Membership Committee Report – Lou Kairys

The Membership Chairman related that membership is down 3 1/2 percent from last year, partially due to economy.

A discussion followed on ways to attract new and younger members.

9) Legal Committee Report – Steve Weinstein

In Steve Weinstein's absence, Brock McPherson reported for the Legal Committee.

During 2008, a number of legal issues confronted JCNA, which were handled by legal counsel in conjunction with the Club's President and the Executive Committee.

A new threat of litigation has arisen with regard to issues arising from activities of an affiliated club.

9:15 BREAKresume 9:40 a.m.

10) JCRC Report – Dick Cavicke / Stew Cleave

JCRC has produced new judging guides for Mk II, E Types and XJS. We need members to do judging guides for the XK 120 and XK 150 sports cars, and the XJ40 and X300 series saloons.

11) Publicity Report – Candy Williams

Publicity efforts in 2008 focused on publicizing the AGM in Pittsburgh and writing about various concours and events in the North Central region.

The Committee is also working on a Welcome Packet and some give-a-ways to be sent to Young Enthusiasts of each club.

12) Protest Committee Report – Knick Curtis

There were three protests during 2008. Two were overturned by JCRC and VP of JCNA.

Steve K. said that Randy Prine had asked to be replaced as Protest Committee Chair. Randy recommended Knick Curtis of the Seattle Club. Knick accepted the chairmanship.

13) Rally Committee Report – Brian Blackwell

There were 15 rallies sanctioned in 2008, but only 12 scores were sent in. A Monte Carlo rally was run by the South Florida club. This is a first in several years.

14) Slalom Committee Report – Steve Weinstein

Rob Van Westenberg gave the report for the Committee. The slalom continues to grow. The First Rookie of Year Slalom Award will be presented at AGM dinner tonight.

15) Special Awards Committee Report – Hazel Beck

Dave Belanger gave the report for the Committee. The Fred Horner Award will not be presented this year. There were problems in wording as to the qualifications for winning the Award. Proposal will be presented at FALL BOARD MEETING...

16) Awards Management Report – Kurt Rappold

There were 293 trophies to give out during 2008. Clubs need to post their results to the

JCNA web site earlier.

- 17) **Web site Report – Pascal Gademer**
The number one problem with the website is the lack of support from members, clubs and directors.
- 18) **JCNA – Collectors Foundation Affiliate Relationship (Follow-Up) – Dennis Eynon**
The Collectors Foundation helps youth with scholarships.
- 19) **Western States 2008 Report – Rob Van Westernberg**
The weeklong event was a success and lots of fun. Western States raised \$2,000.00 for Cerebral Palsy.

NEW BUSINESS

NB-1 Article IV, Section 1: Meetings - AGM Planning

The annual general meeting of the members shall be held annually. The location of the annual general meeting will be a regular AGM agenda item. This location should be, but does not have to be, determined by...

NB-1a1 By-Laws Change Proposals

Mark Stephenson moved and Dennis Eynon seconded the following:

Proposed revisions to Article III and IV relating to proxies.

Article III, Section 7. Representation: The right to address and vote at the AGM or any special meeting shall be limited to two (2) delegates from each JCNA group in good standing. These delegates represent the interests of the general membership of each JCNA group. Each JCNA group may cast two (2) votes via delegate or proxy. Each officer and each director shall have the rights and privileges of a delegate, and shall be entitled to one (1) vote. **Failed**

Article IV, Section 7. Proxies: Any member in good standing may be designated to act on behalf of a JCNA group or groups at any annual general meeting or special meeting of the members of the JCNA at which votes by ballot may be taken. Delegates may only carry proxies from JCNA groups within their own region. A proxy consisting of a letter from the president of each JCNA group for which the member is empowered to act must be submitted to the JCNA secretary before the meeting. No proxies will be accepted after the meeting has been called to order. Proxies shall be in effect for one meeting only.

After discussion, the delegates voted and the proposed changes **failed**.

NB1a2 Proposed revisions to Article IV relating to AGM deadlines.

Ginger Corda moved and Lou Kairys seconded the following:

Article IV, Section 2. Annual General Meeting Notices and Deadlines: The JCNA Secretary shall post the dates and places of future AGMs on the JCNA web site and in their official JCNA publication to be mailed, postpaid, to each JCNA member at their address of record no later than sixty (60) days following such determination.

All proposals to be presented at an AGM must be submitted to the JCNA Secretary at least sixty (60) days prior to that AGM. It is the duty of the JCNA Secretary to remind the members regularly of the submission deadline.

The Secretary shall notify all JCNA members of the general meeting and post the final agenda on the JCNA web site and in the official publication to be mailed, postpaid, to each JCNA member at their address of record, at least thirty (30) days before the meeting.

Motion by Bill Streitenberger and seconded by Chuck Taunt that **renumber of proposal be postponed – passed.**

NB1a3 (was NB1f) Proposal to Eliminate Proxy Voting – Bob & Darlene Stevenson, JAG Michigan

Frank Ligon moved to eliminate proxies, second by Bob Mateak.

A discussion followed, after which the vote was called for.

The delegates noted in favor of the call and the main motion was voted upon.

Motion **failed.**

NB1a3-1) Motion by Mark Stephenson with a second by Dennis Eynon to reduce proxies from 2 to 1 per non-attending club.

Motion **failed.**

NB1a3-2 Proxy holders should vote according to clubs they represent.

WITHDRAWN on the condition that the proxy form is modified instructing proxy holder how to vote or they trust proxy holder's judgment.

NB1b) Article IV, Section 9: Parliamentary Authority: Roberts Rules of Order (Clarification)

Motion by Mike Cook and seconded by Lou Kairys the following:

Proposal to change Article IV Section 9 Parliamentary Authority as follows:

The rules contained in the current edition of Robert's Rules of Order, Newly Revised (**RONR**) shall govern the proceedings of JCNA in all cases to which it is applicable and which it is not inconsistent with these bylaws, and any special rules of order that JCNA may adopt."

No discussion – **Motion Carried Unanimously.**

NB1c) Article IV, Section 1: Meetings – AGM Planning (Clarification)

Motion by Ginger Corda, seconded by Lou Kairys.

Proposal to change Article IV, Section 1

...The location of the annual general meeting will be a regular AGM agenda item. This location should be, but does not have to be, determined by the delegates present at the AGM a minimum of two (2) years in advance by the availability of a qualified host JCNA group.

Motion Carried Unanimously.

NB1d) Article X, Section 1 AMENDMENTS (Clarification)

Motion by Ginger Corda, with a second by Lou Kairys; discussion followed.

Section 1. Amendments: These bylaws may be amended at any annual general meeting or special meeting by a vote of two-thirds (2/3) of the voting members present, or represented by proxies, provided a copy of the proposed amendment(s) has been included in the call of the annual or special meetings."

Motion made by Bill Streitenberger with a second by Chuck Taunt, to postpone the vote on due motion until the next AGM. No discussion –

Motion Carried Unanimously.

NB1e) Article VI, Section 1: Officer and Director Terms

Clarification - - **Beginning of BOD Term**

Moved by Mark Stephenson, second by Dennis Eynon; No discussion –

.....In accordance with Article V, each newly elected director shall begin his/her term upon completion of the business of the AGM.

No discussion – **Motion Carried Unanimously.**

NB1f) Article VI, Section 7: Removal of Directors

Moved by Mark Stephenson, second by Dennis Eynon

Proposal: Add the following sentence:

A regional director may be removed by the Board of Directors for failure to attend three (3) consecutive Board of Director meetings without just cause as determined by the Board of Directors.

Motion to Amend by Mark Stephenson, seconded by Dennis Eynon;
Amend to 2 years
Amendment **Failed**.

Vote on original proposal for missing 3 consecutive Board of Director meetings
Motion Carried

ADJOURN FOR LUNCH – 12:10 p.m.
Resume at 1:15 p.m.

NB 2 Rule Book

NB-2a Amendment to the JCRC Directive

President Steve Kennedy stated that at the Friday Board meeting the scope of the authority of the JCRC was changed as follows:

Proposals that the JCRC, Slalom, and Rally Committees fail to pass may be brought to the Board of Directors for review. If approved by a two-thirds (2/3) vote of the Board, it may be presented to the Delegates at the AGM for a vote. Presenting a proposal to the Board that has been rejected by the one of the committees does not ensure the Board will recommend it for an AGM vote.

Moved by Dick Maury, seconded by Ginger Corda; discussion.
Motion Carried

NB 2-1. Chapter 1 Change the name of the “Display Only” class to “Enthusiast Division”

Dick Cavicke – Motion to change “Display Only” to “Enthusiast Division”...
second by Mark Stephenson.

Discussion – **Motion failed**.

Driven Division Trailing Issue

Before the trailing issue was discussed, Steve also read the following statement reminding everyone the reason the trailing issue came up for a vote in 2008.

As noted in the JCRC Report:

“JCRC solicited input from its members and a few considerations surfaced; however, it was quickly decided that any change in the trailing policy was not a JCRC judging Rule matter **but a JCNA policy matter more properly addressed by** the Concours Committee or **the Board of Directors**. The no-trailing rule essentially relies on an unwritten honor system and is difficult, if not totally impractical, to police or enforce.”

The board read the above statement, came up with a proposal, presented it to the delegates, most of whom are in this room today and the proposal was passed.

NB2-2) Chapter II, Section 1 General, Items A Entry Requirements and Eligibility, Item 6. Entries to be Driven to their Assigned Parking Positions

Dick Cavicke moves the following; Mark Stephenson seconds.

Trailing to the Concours site venue is allowed in all Divisions for all Champion and Special Division Entries and for certain Driven Division Entries. The Chief Judge or his designees must confirm that all Entries are driven, under their own power, to their assigned parking positions in the judging area – the objective is to simply prove/observe that the Entry runs and is drivable, i.e. entries shall not be trailered directly to their assigned parking positions and off-loaded. Entries not meeting this ruler are ineligible for the day’s Concours Competition and shall not be judged. ~~Entries shall not be trailered directly to their assigned parking positions and off-loaded.~~

Passed

Dick Cavicke moves to implement the NB2 rule for 2009.

Passed

NB2-3) Chapter II, Section 3 – Drive Division, Item A. Driven Division General Spirit.

Dick Cavicke moves the following and Mark Stephenson seconds that:

As in the Champion Division, Driven Division also challenges its Entrants to research, prepare, and present their Entries in their original, authentic, factory-delivered configuration and condition. However, Driven Division is for Jaguars that, regardless of age, are in regular use. In consideration of this usage, Driven Division Entries do not have their engine compartments or boots judged and certain convenience and safety-related authenticity exceptions are allowed (See Ch. II, Sec. 3.A.). The exteriors and interiors of Driven Division Entries are judged to the same standard as Champion Division. Driven Division Entries are encouraged to be driven under their own power from their normal place of garaging to the concours site and return. Towing or trailering is allowed for MODEL YEAR 1974 and earlier Entries. (See Chapter VI for allowable exceptions.) ~~Because the Entries in this division are driven, the requirements are less demanding and only their interiors and exteriors are judged for authenticity, condition, and cleanliness~~

Dick Maury moves to amend the motion to read that towing or trailering Driven Division cars is allowed “for 35 year or older cars.” Mike Cook seconded.

Questions were called and the Amendment was voted upon.

Passed

The main motion, as amended, was voted upon.

Passed

Dick Cavicke moved to implement the rule for 2009. Seconded by Mark Stephenson.

Passed.

NB2-4 Chapter IV, Section A, Item 1 Registration and Entering the Concours, Entrant Spirit

Dick Cavicke moved the following (no second):

Owned or leased Jaguars may be registered. The Entrant, or an immediate family member, must present the Jaguar Entry for judging and answer the Judges' questions. In the historical spirit of Concours d'Elegance, Entrants must refrain from registering Jaguars Entries solely for economic or commercial gain. At the discretion of the host club, Jaguar dealers and professional restorers may be encouraged to provide new, rare, or historically significant Jaguars Entries and register them for "Display only" Enthusiast Division. Dealers and professional restorers may register their personal Jaguars Entries for judging; however, they should be prepared to show a copy of a document, proving their ownership of the Entry. "Display only" Enthusiast Division Jaguars shall not be judged. "For Sale" signs will not be allowed.

The motion was followed by a lengthy discussion.

Lou Kairys made motion and John Gleadle seconded that the proposed amendment be **sent back to Committee** for further study.

Motion to **Return to Committee passed unanimously.**

NB2-5 Chapter V, C. Exterior, Item 11. License Plate Frames and Plate Clear Covers

Dick Maury moves to approve the following, seconded by Dennis Eynon.

Champion Division: Plain license plate frames or those advertising current or past Jaguar dealerships, JCNA, JCNA Affiliates, or promoting the Jaguar marquee are accepted. ~~non-authentic~~.

Driven Division: License plate frames and/or covers will only be judged for cleanliness and condition.

Passed

Dick Maury also moves for implementation in 2009. –

Passed

NB2-6 Chapter 6, Section A. Introduction, Item 6 Replacement Parts

Dick Cavicke moved that (no second):

Replacement parts, regardless of the manufacturer, are considered authentic only if they meet the exact specifications and appearance of the original item or material.

Exception: Replacement parts, *still* available from Jaguar Cars under their original Part Number, but *now* having a different color or configuration than the original, will be accepted as authentic.

Dick Maury moved to strike "still" and "now", Insert word "Finish"...between color and accepted as authentic. Seconded by Bryan Williams.

Exception: Replacement parts, available from Jaguar Cars under their original Part Number, but having a different finish, color or configuration than the original, will be accepted as authentic.

Passed

Motion by Dick Maury to accept as amended, Seconded by Bryan Williams.

Passed

Motion by Dick Maury to pass rule change for implementation in 2009.
Seconded by Bryan Williams –

Passed

NB2-7 Chapter 6, Section F Exterior Deductions, Item 34: Pin Striping

The required deduction for non-authentic pin striping is currently: “0.5 ea. Panel,” with no “Max. Deduct” listed. (A sedan with wrong or missing pin stripes could have received a 4.0 deduction.) Change/Add quantity in Max. Deduct column to read: **2.0**

Dick Maury moved that pinstripe deduction be reduced to .5 per side, maximum 1 point. Second by Dennis Eynon.

There was a lengthy discussion.

Motion by Chris Goldsmith to change from 0.5 per side to 0.0 deductions.
Seconded by Dave Belanger
Motion to amend the main

Failed.

Motion by Dick Maury to change from 0.5 per side to 1.0 per side. Seconded by Dennis Eynon.

Motion to amend the main

Passed.

Call for the question on the main motion – question voted upon and passed.
Voted on the main motion –

Passed

Motion by Dick Maury for implementation in 2009. Second by Dennis Eynon.
Passed

NB2-8 Appendix E

According to Dick Cavicke Appendix E will be added as an aid in documenting accessories or options offered ex factory by Jaguar Cars.

The appendix will be presented at an AGM Seminar. Because its content is drawn directly from publication, JAG 8050/00m “CARE,” Jaguar Master USA Parts Listing, AGM approval is not required.

NB2b) The Judging Rule Amendment Process – Rob Dunlop – Ottawa Jaguar
Withdrawn due to the implementation of NB2 as noted above.

NB3 Rallye Committee Proposals – Brian Blackwell

NB3-1. Entering checkpoint wrong direction

Brian Blackwell moved to add 2 new paragraphs to address entering checkpoint wrong direction and penalties. Seconded by Dave Belanger.

Passed

Motion by Brian Blackwell to implement in 2009

Seconded by Dave Belanger– **Passed**

NB3-2. Teams of Mixed Classes between Novice and Expert

Brian Blackwell moved to revise – “one member expert, one not”.
Seconded by Dave Belanger. **Passed**

Motion by Brian Blackwell to implement in 2009
Seconded by Dave Belanger– **Passed**

NB3-3. Convert the “Straight Ahead” Rule to a “Follow The Main Road” Rule

Brian Blackwell moved to convert the “Straight Ahead” Rule to a “Follow The Main Road” Rule. Seconded by Dave Belanger. **Passed**

Motion by Brian Blackwell to implement in 2009
Seconded by Dave Belanger– **Passed**

NB3-4. Clarify the Special Event Member requirement

Brian Blackwell moved to clarify the Special Event Member requirement.
Seconded by Dave Belanger. **Passed**

Motion by Brian Blackwell to implement in 2009
Seconded by Dave Belanger– **Passed**

NB3-5. Various Editorial changes, Clarifications and Deletions

Brian Blackwell moved to accept various editorial changes, clarifications and deletions. Seconded by Dave Belanger. **Passed**

Motion by Brian Blackwell to implement in 2009
Seconded by Dave Belanger– **Passed**

NB4 Challenge Championship 2009 – *Brian Blackwell* Info only

Brian Blackwell reports he needs more participation from everyone.

NB5 Tool Exchange Program and Tech Hotline – *George Camp, Mike Cook, Dick Maury*

Mike Cook gave a brief overview of the Tool Exchange program proposed by George Camp. It was referred back to the Committee for more work on the details.

Info only

NB6 Future AGMs – *Steve Kennedy*

2010 Indianapolis – Cliff Burk moved; seconded by Dick Maury; no discussion – **Passed**

2011 Virginia Club – (Ron Gaetner, Williamsburg) **Considering it**

2012 The Ottawa Club (Will consider it if we move it to Late April/Early May due to snow considerations) **Failed**

Motion to adjourn meeting – passed

Meeting adjourned – 3:42 p.m.