

**BYLAWS**  
**JAGUAR CLUBS OF NORTH AMERICA, INC.**  
(Revised to incorporate changes made at the 2010 AGM)

**ARTICLE I. NAME, OBJECTS AND PURPOSES**

**Section 1.** Jaguar Clubs of North America, Incorporated shall be hereinafter referred to as "JCNA".

The objects and purposes of JCNA are to promote interest in motoring, foster and encourage a spirit of mutual interest and assistance in the acquisition and preservation of Jaguar automobiles among owners; to charter or otherwise enter into agreements with clubs or groups of Jaguar owners desiring to support the objectives and share in the benefits of the corporation by becoming a JCNA member group; to exchange recognition with other corporations, associations or groups in other countries having similar objects and purposes; to promote enhanced driving standards and to encourage skillful driving on the public highways; to promote interest in motoring activities, classes, exhibitions, publications and motor sports related to the marque; to authorize the purchase, rental and leasing of all kinds of property, real and mixed, for carrying out such activities insofar as permitted to non-profit corporations under the general laws of the State of Delaware.

**ARTICLE II. MEMBERSHIP**

**Section 1. Member:** Membership in JCNA shall be open to any Jaguar owner or person interested in Jaguar automobiles. Members of a JCNA club must have the approval of the club's officers of their application to JCNA. Husband and wife (family memberships) shall be listed jointly and shall collectively have the rights and privileges, as set forth in Article II, Section 2, of one ~~member~~ Member (2010 AGM).

“For purposes of JCNA Membership, the term “Member” is defined to include the primary member and his or her spouse or significant other living in the same household, and children of the “member” up to and including the calendar year in which they turn 18 years of age.

Additionally, JCNA will make available a Young Enthusiasts membership at a reduced rate for individuals 25 years of age or younger.

Member-At-Large: Membership-at-large in JCNA shall be open to any Jaguar owner or person interested in Jaguar automobiles. Members-at-large shall have all rights and privileges of JCNA membership.

**Section 2. Rights of Members:** Members, except special memberships, shall have the right to attend regular and special meetings of JCNA, to vote for regional directors, by region only, and to exercise such other rights as may be granted by law to the members of a corporation, including the right to vote upon any proposition for the dissolution of the corporation, or winding up of its affairs, or for its merger or consolidation with any other corporation.

Upon payment of JCNA dues to a local JCNA member group, members shall be entitled to receive (a) a subscription to a national magazine or newsletter that is designated as the official

publication of JCNA; (b) a JCNA membership card/account number which shall be used as evidence of paid-up member status / identification at JCNA events; (c) any mailings of interest to the general membership that JCNA may produce; (d) other opportunities as may be offered from time to time by the corporation.

**Section 3. Dues:** Dues shall be set from time to time at the discretion of the JCNA board of directors.

Local Jaguar clubs affiliated with JCNA shall remit annually, at a time to be determined by the board of directors to the JCNA main office, dues of a specified amount per member as determined by the board of directors. Additional dues may be charged by the individual JCNA group.

Any JCNA group may have its JCNA membership suspended if appropriate dues are not paid by the annual dues deadline.

**Section 4. Revocation of Membership:** Membership of any JCNA member may be revoked by a 2/3 vote of the board of directors for any reason set forth in and pursuant to procedures established by JCNA corporate and administrative polices. ~~at any regular or special meeting called or noticed for that purpose after a forty five (45) day advance written notice of the reason for the revocation.~~ (2010 AGM)

**Section 5. Special Memberships:** The board of directors may provide for special types of membership, including honorary, life or charter.

### **ARTICLE III. JCNA MEMBERSHIP GROUPS**

**Section 1. Coordination with JCNA Groups:** JCNA shall from time to time, in furtherance of its objects and purposes, encourage the organization of and agreements with JCNA groups in the United States, Canada and Mexico. JCNA groups will operate within geographic borders as approved by the Board of Directors.

**Section 2. Requirements:** Any group of 20 or more, subject to Article II, may make application for club affiliation in JCNA. The group must submit, together with its affiliation application, a copy of its constitution or Bylaws. Granting of club membership will be contingent upon receipt by JCNA of the designated pro rata JCNA dues for the current year. The group must publish, at regular intervals, a newsletter or other publication which is distributed to members of the group.

**Section 3. Standards:** The delegates to the AGM shall set, and from time to time may modify the standards which such groups shall be required to meet in order to qualify as JCNA groups. These standards shall include but may not be limited to the following: (a) they shall operate in accordance with the general policies established by JCNA; (b) their constitution or Bylaws may not be inconsistent with those of JCNA; (c) all members of a JCNA group shall be required to be members in good standing of JCNA and pay the annual dues of JCNA.

**Section 4. JCNA Group Agreement:** Each such duly qualified group shall receive assigned JCNA group agreement in the name of JCNA. Each such agreement shall specify the name of the

JCNA group, the date the JCNA club membership was approved and any other information so designated by the membership. A JCNA group agreement may be revoked, on one month's written notice at the request of that region's two (2) regional directors, subject to a majority vote of the entire board of directors, when the JCNA group fails to meet the minimum standards of performance or by any actions deemed to bring the name of JCNA into disrepute.

**Section 5. Withdrawal from JCNA Group membership:** Each JCNA group has the right to withdraw from JCNA membership on one month's written notice, but only after the entire local group membership has been polled in writing and a majority indicates such action should be taken. Written proof of the vote must accompany the withdrawal notification. No other means of withdrawal is acceptable.

**Section 6. Responsibility:** Under no circumstances shall JCNA be responsible for any debts incurred by a JCNA group unless, prior to incurring such debt, the board of directors shall have granted written approval to the JCNA group.

**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.

#### **ARTICLE IV. MEETINGS**

**Section 1. Annual General Meeting:** 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.

**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.

**Section 3. Special Meetings:** Special meetings of the members, for any purpose or purposes, may be called by the president or other officer performing the president's duties upon the written request of a majority of the board of directors, at the request in writing of a majority of the members, or at the request in writing of a majority of the JCNA groups as determined by vote of their general memberships. Documentation of the vote shall be submitted together with the request.

Such request shall briefly state the purpose or purposes of the proposed meeting. The business transacted at all special meetings shall be confined to the objects stated in the call. Written notice of special meetings, stating the time, place and object thereof, shall be given by the secretary or other officer performing his or her duties, and shall be printed in the official publication or mailed, postage prepaid, to each of the members at least thirty (30) and not more than forty (40) days before such meeting, at such address as appears on the books of JCNA.

**Section 4. Board of Directors Meetings:** Except as otherwise provided, meetings of the board of directors will be called by the president or board when necessary or suitable to the activities of JCNA. All meetings shall be held at such place *or in such manner as provided herein* as the board of directors by resolution shall determine. The board will meet no less than once per year. Special board meetings may be called by the president and shall be called by the president or other officer performing his duties upon the written request of six (6) directors. Notice of special board meetings shall be given by the secretary or other officer performing his duties, orally, by telegram, by electronic means, or by mail, not less than five (5) days before the meeting. Meetings may be held at any time without notice if all the directors are present or if those not present waive notice before the meeting in writing. Board meetings (other than the annual meeting which shall be held in person) may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as the Board may approve in corporate policies, provided that notice of the meeting is given to all Board members and a quorum of the Board participates in such meeting. The minutes of all Board meetings, except executive sessions, shall be published on the JCNA website.

**Section 5. Executive Committee Meetings:** The executive committee will meet at such times and locations as they may determine by vote or at the call of the president. Executive committee meetings may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as the Board may approve in corporate policies, provided that notice of the meeting is given to all executive committee members and a quorum of the executive committee participates in such meeting. The minutes of all executive committee meetings, except executive sessions, shall be published on the JCNA website.)

**Section 6. Quorum:** For the purpose of a board of directors meeting, one half of the voting members shall constitute a quorum for the transaction of business at any meeting. For the purpose of an executive committee meeting, three of the members of said committee shall constitute a quorum. For the purpose of an AGM or special meeting, a majority of the members entitled to vote, present in person or represented by proxy shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law. If, however, such majority shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of members shall be present. At such adjourned meeting at which the requisite member or members shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

**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 JCNA 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.

**Section 8. Judges:** At every meeting of the JCNA at which a vote by ballot is taken, the polls shall be opened and closed, the proxies and ballots shall be received and taken in charge, and all questions touching the qualifications of voters, the validity of proxies and the acceptance or rejection of votes shall be decided by three judges who shall be appointed by their peers. The use of judges at any meeting may be waived by unanimous vote of members present.

**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.

**Section 10. Changes Reserved to Meetings:** No competition rules change shall take effect unless approved by majority vote at a meeting as defined in Article IV, Section 1 and Section 3. Any such changes shall take effect in the season following enactment unless specifically approved by the delegates by a 2/3 majority.

**Section 11. Meetings:** The Board of Directors may authorize, by corporate policy, meetings of any or all JCNA committees, Regions or other operating groups to be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as determined by the Board to be appropriate. All such meetings shall be subject to any notice, quorum or other requirements as may exist under applicable corporate policy or rules governing such committee, Region or other operating group. Any official action taken and/or minutes of meetings by any committee, Region or other operating group shall be published on the JCNA website.)

## **ARTICLE V. OFFICERS: ELECTION AND APPOINTMENTS**

**Section 1. Officers:** The officers of JCNA shall be the president, vice-president, ~~secretary~~ and treasurer. The president and vice-president must be elected members of the board of directors. ~~The secretary must be a member of the board of directors.~~ The secretary must be a member in good standing of JCNA, and serve at the discretion of the board of directors, but not to exceed two years without review, with approval of a two-thirds vote of the Board of Directors, and shall be member of the board of directors during such service. (2010 AGM)

The treasurer must be a member in good standing of JCNA, and serve at the discretion of the board of directors, but not to exceed ~~two~~ three years without review, with approval of a two-thirds vote of the Board of Directors, and shall be a member of the board of directors during such service. (2010 AGM)

**Section 2. Election of Officers:** Annually, by January 15<sup>th</sup>, or upon notification of being newly elected, each member of the board of Directors desiring to be considered for a JCNA officer position shall notify the Nominating Chair of his willingness to serve. Only elected Regional Directors are eligible to be nominated for President & Vice-President.

The Nominating Committee, annually, at least eight (8) weeks prior to the AGM, will prepare a list of one or more candidates each for ~~president, vice-president and secretary~~ president and vice president and present it to the affiliates. (2010 AGM)

On the day of the AGM, the list of nominees will be presented to the delegates. Nominations of other Regional Directors may also be made from the floor. When all nominations have been made, the ~~three~~ two officers consisting of ~~president, vice-president and secretary~~ president and vice-president will be elected by majority vote of the delegates present in person or by proxy. The new board and officers shall take office upon completion of the business of the AGM. (2010 AGM)

**Section 3. Powers and Duties of the President:** The president shall be the chief executive officer of the corporation and shall, subject to the authority of the board of directors, have the management and direction of its business and affairs and of its officers and employees. The president shall preside at all meetings of the board of directors and members, and shall perform all the duties normally incident to the office, and shall have such other powers and duties as may from time to time be prescribed by the board.

**Section 4. Powers and Duties of the Vice-President:** The vice-president shall be the deputy chief executive of the corporation and shall, when authorized, assume and perform the duties of the president in the event that absence, death, inability or refusal of the president makes it impossible for said president to carry out the office's assigned duties. In so acting, the vice-president shall have all the powers and restrictions of the president. The vice-president shall generally assist the president and the board of directors in carrying out projects or policies of the corporation and shall perform or carry out specific duties and projects as from time to time may be assigned by the president and the board.

**Section 5. Powers and Duties of the Secretary:** The secretary shall be appointed by the president and confirmed by a two-thirds vote of the Board of Directors. The secretary shall attend all sessions of the board, executive committee meetings (when requested), and all meetings of the members including the annual general meeting and act as clerk thereof, record all votes and minutes of proceedings in a book to be kept for that purpose and furnish copies of all such minutes to the directors. However, as a member of the executive committee, unless the secretary is a regional director, the secretary shall not have voting rights on the executive committee. The secretary shall cause to be given notice of all meetings and shall perform such other duties as pertain to the office including carrying on correspondence as directed by the president and the board of directors and maintaining files of such correspondence. (2010 AGM)

**Section 6. Powers and Duties of the Treasurer:** The treasurer shall be appointed by the president and confirmed by a vote of the board of directors. The treasurer shall have the custody of all JCNA funds and securities and shall keep full and accurate accounts of receipts and

disbursements in books belonging to JCNA, and shall deposit all moneys and other valuable effects in the name and to the credit of JCNA in such depositories as may be designated by the board of directors.

The treasurer will prepare the annual budget of JCNA and be responsible for monitoring the financial position of JCNA and preparing quarterly financial statements and reporting on these to the board and the membership, by mail and at the annual general meeting. The treasurer will prepare the annual financial statement and prepare or supervise preparation of Federal and other tax returns. The treasurer shall be responsible for reimbursing officers and directors of JCNA for expenses incurred on behalf of JCNA which are authorized or approved by the board.

## **ARTICLE VI. DIRECTORS**

**Section 1. Board of Directors:** The property and business of the JCNA shall be managed by its board of directors, consisting of (a) two directors from each of the six regions, to be elected by the membership for a term of two years until the next AGM; one director from each region to be elected on even numbered years and one on odd numbered years, (b) the immediate past president, (c) Jaguar Cars, Inc. designated director, (d) the treasurer (e) past JCNA Secretary, Richard P. Howe, as a nontransferable life member and (f) Legal Counsel, when not otherwise a director. Each director shall have one vote. ~~Each director is limited to three consecutive terms on the board, not including partial terms served by appointment of the board to fill empty positions.~~ (2010 AGM)

In accordance with Article V, Section 2, last sentence of paragraph 3, each newly elected director shall begin his/her term upon completion of the business of the AGM. Newly **elected** directors may participate in the BoD meeting(s) held between their election and the next AGM but do not have a vote.

**Section 2. Rules, Regulations and Policies:** The board of directors shall have the power to make, adopt and enforce such rules, regulations and policies not inconsistent with law, the Articles of Incorporation of the corporation or these Bylaws as it may deem advisable for the management, administration and regulation of the business and affairs of the corporation.

The board of directors may employ or otherwise retain persons or organizations to assist in administering its activities or otherwise accomplishing the purposes of the corporation, who shall have such duties and title as the board of directors may provide and who shall be accountable to and may be removed by action of the board of directors.

**Section 3. Nomination of Regional Director Candidates:** A JCNA group may nominate a member in good standing by submitting a written nomination bearing the signatures and membership numbers of two officers and the nominee. Any member may nominate a member in good standing by submitting a written nomination bearing both membership numbers and countersigned by the nominee. The Nominating Committee may nominate a member in good standing by executing a written nomination bearing the signatures and membership numbers of the Nominating Committee members and the nominee. With the exception of a Nominating Committee written nomination, all other nominations must be made by members and nominees residing in the Region to be represented. All nominees for office must have been members in good standing for at least twelve months prior to their nomination.

**Section 4. Nominating Committee:** The board of directors shall appoint a nominating committee consisting of three (3) members in good standing, which may receive nominations for regional directors, and will prepare a slate of candidates. The report of the nominating committee shall be made in writing to the board of directors no later than September 1 and thence to the general membership by the official JCNA publication or by written notice mailed postpaid to each JCNA group at such address as appears on the books of JCNA at least thirty (30) days before the election takes place. In the absence of nominations from any region, the board of directors will designate a regional director to serve that region.

**Section 5. Elections:** Voting for the election of regional director will take place by means of a ballot which must be mailed to the members not later than October 31, either as a supplement of the JCNA official publication, or by mail, postpaid, to such address as appears on the JCNA master roster of members as of the September/October Jaguar Journal Mailing label cutoff date. Ballots voted will be authenticated by placing the voter's affiliation number, regional initials, and JCNA member number on the ballot. Ballots must be completed and returned by mail and must be received at the designated location no later than the date specified. The designated address shall be determined by the Nominating Committee, but shall not be the address of any JCNA member.

**Section 6. Vacancies:** If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the vacancy may be filled by an appointment by the President with approval of the Executive Committee and the Regional Director of the region involved. Any director chosen to fill such vacancy shall hold office until the next regularly scheduled election. In the event that the board votes to create a new region by splitting or rearranging existing ones, two (2) regional directors will be elected by the appropriate JCNA group, one for a one-year term and one for a two-year term. In the next election year, one of the two regional directors shall stand for election as provided in Article VI, Sections 1 and 3.

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.

**Section 7. Removal of Directors:** A regional director may be removed at any time, either with or without cause, by a two-thirds (2/3) vote of the membership of the clubs within the region at any special meeting of the members of the region called for that purpose, and after forty-five (45) days' advance written notice of reasons for removal.

**Section 8. Duties of the Regional Directors:** Regional directors will represent the interests and concerns of the JCNA groups and their members within the JCNA region from which they are elected and will maintain regular contact with the JCNA groups to ascertain their needs. They will inform the JCNA groups of actions taken by the board which affect the groups and will, in turn, inform the board of actions and needs within the region they represent.

Regional directors will monitor activities of all JCNA groups in the region and assist in the planning and coordination of events held by JCNA groups in the region. Regional directors will work with JCNA groups in the region to ensure timely submission of reports, dues payments and

other items required by the JCNA. They will make every effort to promote growth of existing JCNA groups, the development of new JCNA groups and the general well being of the JCNA groups within their region. Regional directors are eligible for and may be assigned by the board to chairmanship or membership of one or more JCNA committees. Board members serving on a committee of two or more members shall not constitute a majority of that committee.

**Section 9. Jaguar Cars, Inc. Designated Director:** In order to keep an open line of communication between JCNA and Jaguar Cars, Inc., the company may, subject to approval of the board of directors, nominate a representative to the JCNA board of directors. The designated director shall be entitled to privileges designated by the board of directors, except that he or she may not be elected to the executive committee.

#### **ARTICLE VII. EXECUTIVE COMMITTEE**

**Section 1. Executive Committee:** The JCNA shall have an executive committee which shall consist of the president, vice-president, ~~secretary~~ and one director elected from and by the board of directors. The executive committee shall have and may exercise, when the board is not in session, the powers of the board of directors in the management of the business and affairs of the JCNA; but the executive committee shall not have the power to make or amend the By-laws of JCNA. (2010 AGM)

The secretary and legal counsel shall be considered members of the executive committee but shall not have a vote on the executive committee unless they are already directors. (2010 AGM)

**Section 2. Terms:** Each member of the executive committee shall serve for a term of one (1) year or until completion of his or her partial term or until his or her successor shall be designated and shall qualify.

**Section 3. Vacancies:** Vacancies in the executive committee shall be filled by appointment by the president or acting president until the next meeting of the board of directors. (2010 AGM)

#### **ARTICLE VIII. DISSOLUTION**

**Section 1. Dissolution by Members:** The Corporation may be dissolved at any time by a vote of the members, as required by law, at any special or annual meeting of the membership, provided that the notice of such meeting shall refer to the proposal to vote upon dissolution.

Upon the dissolution of the corporation, the board of directors, after paying or making provision for the payment of all the liabilities of the corporation, shall arrange for the distribution of the remaining assets to a scientific, educational or charitable organization, provided, however that such organization at the time qualifies under Section 501(c) (6) of the Internal Revenue Code, as amended.

## **ARTICLE IX. NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS**

**Section 1. Non-Liability:** The corporation, its directors and officers shall not be liable to any of its members for any statements, errors or omissions in any reports sent out by the corporation, whether the same shall be due to the negligence of the corporation, or of said directors or elective officers; and each and every member or those that may hereafter become members shall be deemed to have expressly released the corporation, its directors and elective officers from any and all liability for such statements, errors and omissions, and obligations, acts, steps, or plans entered into or undertaken by the corporation on behalf of its members.

**Section 2. Indemnification:** Each present and future director and officer, whether or not then in office, shall be indemnified by the corporation against expenses actually and necessarily incurred by or imposed upon him (including but not limited to judgments, costs, and counsel fees) in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a director or officer of the corporation except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty for the corporation. Such indemnification shall not be deemed exclusive of other rights to which such director or officer may be entitled, under any other Bylaw, agreement, a vote of the members or as a matter of law, otherwise.

## **ARTICLE X. AMENDMENTS**

**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 at least 8 weeks prior to the AGM.”

Revised and posted: August 12, 2010.

Steve Kennedy  
JCNA Secretary