

**BYLAWS of the JAGUAR OWNERS CLUB, INC.  
A CALIFORNIA NON-PROFIT CORPORATION  
Affiliate Member of JAGUAR CLUBS OF NORTH AMERICA, INC.**

**ARTICLE I – NAME**

The name of this Corporation is the JAGUAR OWNERS CLUB, INC., hereinafter referred to as “JOC”, “the Club,” “the Association”, or “the Corporation.”

**ARTICLE II – OBJECTIVES AND PURPOSES**

JOC is a California Non-Profit Corporation organized and existing for the objectives and purposes stated in its Articles of Incorporation. The primary purpose of the Corporation is to discuss, aid, assist and promote the interests of owners of Jaguar motor cars. In addition, its aims and purposes are:

- a. To encourage the preservation, ownership and operation of the Jaguar motor car;
- b. To act as a source of technical information relating to Jaguar motor cars;
- c. To facilitate the interchange of information and ideas among owners of Jaguar motor cars;
- d. To provide and regulate events, exhibits and activities of owners of Jaguar motor cars;
- e. To encourage careful and skillful driving of Jaguar motor cars;
- f. To do such other things as will promote better understanding and relations between owners of Jaguar motorcars;
- g. Generally to undertake such other activities as will, in the opinion of the Association, be to the best interests of its members;
- h. To perform all acts which are allied, supplemental or necessary to the accomplishment of any of these purposes.

Further, to provide, via affiliation with the North American Organization, the JAGUAR CLUBS OF NORTH AMERICA (JCNA), Inc., a continuity of information and activities with other similar groups of Jaguar enthusiasts;

To provide the above to non-owner enthusiasts of Jaguar motor cars by means of an Associate Membership.

**ARTICLE III – PLACE OF BUSINESS**

**SECTION 1: PRINCIPAL OFFICE**

The principal office for the transaction of business of the Corporation shall be located in the Greater Los Angeles area, State of California, (including Los Angeles, Orange, Ventura, San Bernardino and Riverside counties). For Corporate matters, the address of JOC shall be that of the Corporation’s Treasurer.

(Cont: ART. III – PLACE OF BUSINESS)

**SECTION 2: OTHER OFFICES**

Subordinate offices may be established by the Board of Directors at such place or places as shall be determined by the Board.

**ARTICLE IV -- MEMBERSHIP**

**SECTION I: REGULAR MEMBERS**

Any person owning a Jaguar motor car, powered by a Jaguar engine, shall be entitled to be a Regular Member of the Corporation.

Households in which two persons are listed on the membership rolls (eg. husband and wife) with separate membership numbers, shall be considered as two separate members with separate and equal voting rights.

In recognition of long and extraordinary service to the Club, the board of Directors may grant Life Member status to Regular Members. Life Members shall be relieved from the obligation to pay annual JOC dues but shall continue to be obligated to pay JCNA annual dues.

**SECTION 2: ASSOCIATE MEMBERSHIP**

Persons who do not own a Jaguar motor car may become Associate Members. Associate Members may participate in all JOC activities, but are non-voting Members and cannot serve on the Board of Directors. Associate members shall pay the annual JOC and JCNA membership dues.

**SECTION 3: RIGHTS OF MEMBERSHIP**

Regular Members shall have the right to attend Regular and Special Meetings of JOC and meetings of the Board of Directors, to vote for Club Officers and upon other matters requiring a vote, and to exercise other such rights as may be granted by law to the Members of the Corporation, including the right to vote upon any proposal for the dissolution of the Corporation, for the winding up of its affairs, or for its merger or consolidation with any other corporation.

Associate Members shall have the right to attend and have voice at Regular and Special Meetings of JOC and meetings of the Board of Directors, and to participate in all other JOC events. Associate Members shall not be entitled to vote in elections of Officers or upon other JOC matters brought before the Membership.

All Members in good standing shall be entitled to receive the official communications of JOC and a JOC Membership card number which shall be used as evidence of paid-up member status/identification at JOC/JCNA events. All Members shall be entitled to receive all communications that JOC may produce for its Members, and participate in all other activities offered to Members of JOC.

(Cont: ART IV, MEMBERSHIP)

**SECTION 4: MEMBERSHIP DUES**

The amount of annual dues shall be determined by the Board of Directors and shall be payable to the Membership Chairman by the 15<sup>th</sup> day of January of each year.

Dues paid to JOC will include membership dues to be paid to JCNA, unless JCNA dues are otherwise paid by the Member. Members shall be entitled to all JCNA Membership rights as provided by JCNA Bylaws and other JCNA rules.

**SECTION 5: REVOCATION OF MEMBERSHIP**

Following a warning by certified mail from the Board of Directors, any Member may, in the best interest of the JOC and/or JCNA, have his or her Membership revoked by a 2/3 vote of the Board of Directors present at a Regular or Special Meeting. Such Member shall receive ten (10) days advance written notice of the meeting at which the Board of Directors shall determine whether to revoke his or her membership. Notice shall state the reasons the Board is considering such action. Any Member so notified shall have the right to appear at said meeting and present his or her case for maintaining JOC Membership.

Any revoked Member shall receive a prorated refund of Club dues.

**ARTICLE V – ORGANIZATION**

**SECTION 1: OFFICERS**

The Corporation shall have five (5) elected Officers as follows: President, First Vice-President, Second Vice-President, Secretary and Treasurer.

Subject to the following restrictions, any Regular Member is eligible to run for any office. Prior to election, candidates shall have been Members in good standing for a period of at least one (1) year.

No Member shall be eligible to serve more than two (2) consecutive years in the office of President.

**SECTION 2: BOARD OF DIRECTORS**

The Board of Directors (hereinafter referred to as “the Board”) shall be comprised of the five (5) elected Officers, plus the appointed Directors.

The President shall select the appointed Directors, not to exceed ten (10), subject to confirmation by the Club’s Officers at the first meeting of the Board.

(Cont: ART V – ORGANIZATION)

All elected and appointed Directors shall be full voting members of the Board. Committee persons shall have seat and voice but no vote. Attendance at Board meetings shall be open to all Members.

The immediate past President shall be an Ex-Officio member of the Board, with seat and voice but no vote, for a period of one (1) year.

Members appointed to Chair special events, e.g., Western States Meet and/or Cal-Clubs Meet, shall be Directors and shall be carried over from one term to the next, regardless of changes made in the Board of Directors.

**SECTION 3: COMMITTEES**

The President, or presiding officer and/or the Board shall be authorized to create such committees as are deemed necessary to assist in the operations of the Club. The President, or presiding officer, shall appoint the necessary committee personnel.

**SECTION 4: VACANCIES**

A vacancy in the position of President shall be filled by the First Vice-President moving up. Vacancies in other elected or appointed positions shall be filled, for the remainder of the unexpired term, by Presidential appointment and approved by a majority of the entire Board.

Any member of the Board may resign at any time by giving written notice of such intent to the president or Board of Directors.

Any member of the Board who fails to attend two (2) consecutive scheduled meeting of the Board, without prior notification to the President or Secretary, shall be considered non-responsive and may be removed from office by two-thirds (2/3) vote of a quorum of the Board member at a Board meeting. Such Director shall receive ten (10) days advance written notice of the meeting at which the Board shall determine whether to remove him or her from office, and shall have the right to present his or her case at that meeting.

**ARTICLE VI – OFFICERS**

**SECTION 1: PRESIDENT**

The President, subject to the supervisory powers of the Board, shall be the Chief Executive Officer of the Corporation, and shall have general supervision, direction and control of the business and affairs of the Corporation, and shall preside at all meetings of the Board of Directors and of the General membership.

(Cont: ART VI – OFFICERS)

The President, while presiding, may not nominate or propose, second, or vote upon any motion; however, the President shall cast a tie-breaking vote. During the absence or disability of the President, the remaining Officers, in the order stated in Article V, Section 1, shall perform the duties of the President.

**SECTION 2: FIRST VICE-PRESIDENT**

The First Vice-President shall oversee the scheduling of Club events, their planning and timely occurrence, arrange programs for Club meetings, keep records of all meetings and events, and perform such other duties as the President may assign.

**SECTION 3: SECOND VICE-PRESIDENT**

The Second Vice-President shall serve as Chair of the Membership Committee, and maintain the Membership roll, supply Member information for publication, act as membership liaison with JCNA, and perform such other duties as the President may assign.

**SECTION 4: SECRETARY**

The Secretary shall keep a record of General Meetings at which nominations are made or voting takes place. The Secretary shall keep detailed Board meeting minutes, and present them to the Board for approval at the next regular Board meeting. These records and minutes shall be kept as a permanent record of the Club's meetings to be used, if required, as reference and passed along to the next Secretary. The Secretary shall perform such other duties as the President may assign.

**SECTION 5: TREASURER**

The Treasurer shall deposit all moneys received in a Federally-insured institution, and make all disbursements for payment of bills as authorized by the President. The Treasurer shall maintain and render account of receipts, expenditures, and current balance at Board meetings and/or when directed to do so by the President. The bank account(s) of JOC shall also be arranged to permit the signature of an alternate Board Member to the Treasurer for access, to be designated by the President.

The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Corporation, open for inspection by any Officer, Director or Member at any reasonable time.

**ARTICLE VII – MEETINGS**

**SECTION 1: NOTICE OF MEETINGS**

Written notice of each General or Special Meeting or event shall be provided to each member (e.g., via the Club newsletter or other written communication).

(Cont: ART VII – MEETINGS)

All written communiqués to Members shall be addressed to the latest physical or electronic address provided by the member. Such mailings shall be made in time to provide a minimum of seven (7) days' notice of such scheduled meetings to the membership.

## **SECTION 2: GENERAL MEETING LOCATIONS**

All JOC General Meetings shall be held at locations designated by the Board.

At any General or Special Meeting, at least ten percent (10%) of the Regular Members of the Corporation must be in attendance to constitute a quorum for the transaction of business.

## **SECTION 3: BOARD MEETINGS**

Meetings of the Board shall be held monthly, or as directed by the president, at a location agreed upon by the majority of the Board. Meetings may be held either at an agreed physical location, or conducted by electronic communication among Board members, or a combination of both, as determined by the Board.

The quorum required to conduct Club business shall be not less than fifty percent (50%) of the then currently constituted Board. Every act performed or decision made by said quorum shall be considered to have been made by the entire Board.

## **SECTION 4: SPECIAL MEETINGS**

A Special Meeting of the General Membership may be called at any time by the President, The Board of Directors, or not less than twenty percent (20%) of the total Regular Members in good standing, and a quorum of at least ten percent (10%) of the Regular Members must be present to conduct business.

# **ARTICLE VIII – VOTING**

## **SECTION I: VOTING ELIGIBILITY**

Each Regular Member in good standing shall be entitled to one (1) vote on any matter brought before the General Membership. A household may have up to two (2) voting members if so registered in the membership rolls. Associate members shall not be entitled to vote.

## **SECTION 2: NOMINATIONS**

The Nominating Committee shall consist of five (5) members. The first two (2) members shall be Board Members and shall be named by the President not later than the regular Board meeting in July of each year. The first so named member shall be Chairperson of the Nominating Committee. The other three members shall be appointed from the Regular Membership by the Chairperson of the Nominating Committee.

(Cont: ART VIII – VOTING)

The Membership shall be notified through Club communications of the names of the members of the Nominating Committee no later than August 10<sup>th</sup>. Members may contact the Nominating Committee to suggest candidates.

The Nominating Committee shall select one or more nominees for each elective position, with each nominee's permission. The Membership shall be notified through the Club communication no later than October 1<sup>st</sup> of the nominees thus selected.

Regular Members in good standing may make additional nominations, verbally or in writing, subject to the restrictions in Article V, Section 1, to any member of the Nominating Committee, with the permission of the person being nominated. Thereafter, nominations are closed.

The final list of candidates, including those selected by the Nominating Committee and those nominated by the General Membership, shall be announced by special communication by October 1<sup>st</sup>. Additionally, the names of the nominees, plus a brief biography and listing of qualifications, shall be included in the October issue of the Club's newsletter, or by special communication, to be received by Members no later than October 15<sup>th</sup>.

### **SECTION 3: ELECTIONS**

Election of JOC Officers for the following year shall be by secret ballot. All Regular Members in good standing shall be entitled to vote and shall receive a ballot from the Nominating Committee. The Nominating Committee shall follow procedures which ensure the integrity and secrecy of each ballot. All ballots shall be sent to the Membership by October 25<sup>th</sup> and must be received by the Nominating Committee Chair no later than November 15<sup>th</sup>.

Elections of Officers shall be by majority of votes cast. Election results shall be published in the December issue of the Club's newsletter. In the event a run-off election is necessary, ballots will be sent to the Membership immediately, and must be returned to the Nominating Committee Chairman by December 1<sup>st</sup>.

Newly elected Officers will assume their duties on January 1.

## **ARTICLE IX: BYLAWS**

### **SECTION 1: PURPOSE OF THE BYLAWS**

The Bylaws shall serve as the guiding rules of operation of the Club, to enable implementation of the objectives and purposes of the Club as outlined in the ARTICLES OF INCORPORATION. Each new Member shall receive a copy of the Bylaws, and all Members shall receive a copy of any revision to the Bylaws.

(Cont: ART IX – BYLAWS)

**SECTION 2: AMENDMENT TO THE BYLAWS**

An amendment or change to these Bylaws may be proposed to the Membership by a three-fourths (3/4) vote of the Board of Directors at any time, or any two (2) or more Regular Members if the proposed amendment is approved at a regular Board of Directors meeting by a two-thirds (2/3) vote of the Board members.

The President shall notify the Membership via the newsletter or special communication of the proposed action to amend or change the Bylaws; the proposed amendment(s) or changes shall be furnished to the membership at least fifteen (15) days prior to the Regular or Special Meeting designated for the vote upon such amendment or change.

An affirmative vote by two-thirds (2/3) of the Regular Members present at a Regular or Special Meeting shall be required to amend or otherwise change any provision of the Bylaws. No amendment or change shall become effective until approved by the Membership.

**SECTION 3: ORIGINAL COPY OF THE BYLAWS**

The original copy of the Bylaws, as amended or otherwise changed, shall be dated and signed by the current President on behalf of the Corporation and witnessed by the Secretary. Each page of the original copy of the approved Bylaws shall have the official Club seal affixed.

**ARTICLE X – BUDGET AND REVENUE**

**SECTION 1: BUDGET**

A budget shall be drafted by the Treasurer, based on input from the past and current Board, at the beginning of each year, and presented to the Board for approval at the second scheduled Board meeting of the year.

**SECTION 2: COMPENSATION**

Officers, Directors and committee members shall not receive any compensation for their services but may, by a vote of the Board, be authorized reimbursement of certain expenses incurred in the performance of tier duties.

**SECTION 3: USE OF FUNDS**

The funds and property of this organization are irrevocably dedicated to the objectives listed in Article I. No part of the net income or assets of the Corporation shall ever accrue to the benefit of any Member, Officer or Director thereof, or to the benefit of any private person.

No person shall incur an obligation to, nor commit the credit of the Club, except as specifically authorized by the Board.

## **ARTICLE XI – PERSONAL LIABILITY**

### **SECTION 1: LIABILITY FOR DEBTS OF CORPORATION**

All persons or corporations extending credit to, contracting with, or having any claim against the Club or Board shall look only to the funds and property of the Club for payment of any debt, damages, judgment or decree, or any other money that may become due and payable to them from the Club or Board so that neither the Members of the Club nor its Board are personally liable therefor.

### **SECTION 2: NO IMPUTED LIABILITY**

Nothing herein shall constitute individual Members as partners for any purpose. No Member, Officer, Director, or agent of JOC shall be liable for the acts or failure to act on the part of any other Member, Officer, Director or agent.

## **ARTICLE XII- CORPORATE SEAL AND CORPORATE DOCUMENTS**

### **SECTION 1: CORPORATE SEAL**

The seal of the Corporation shall bear the name of the Corporation and the year and state of its incorporation. The custody of the Corporate seal shall remain with the current President.

### **SECTION 2: CORPORATE DOCUMENTS**

Corporate documents, including Articles of Incorporation, letter of affiliation with the Jaguar Clubs of North America, Corporate Bylaws, signed and approved, and all other official Club documents, shall be kept in an official Club binder marked Jaguar Owners Club, Inc., Official Documents.

The Official Document Binder shall remain in the custody of the current President. Copies of these official documents shall be kept with the Secretary records in accordance with Article VI, Section 4.

## **ARTICLE XII – DISSOLUTION**

### **SECTION 1: DISSOLUTION BY MEMBERS**

The Corporation may be dissolved at any time by vote of the Membership, 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.

### **SECTION 2: DISTRIBUTION OF CORPORATE PROPERTY UPON DISSOLUTION**

No Member of the Corporation shall have the right to receive any of the Corporate property upon dissolution of the Corporation, but the Board of Directors shall, after paying or providing for the payment of all debts of the Corporation, direct that the

(Cont: ART XII – DISSOLUTION)

remaining property and assets be turned over to such other organization as the Board may determine to have objectives or purposes, or to be engaged in activities similar to those of this Corporation.

**RECORD OF REVISION  
EFFECTIVE DATE:**

<b>ORIGINAL</b>	<b>1955</b>
<b>COMPLETE REVISION</b>	<b>NOVEMBER – 1986</b>
<b>MINOR EDITORIAL REVISION</b>	<b>JUNE – 1987</b>
<b>COMPLETE REVISION</b>	<b>OCTOBER – 1992</b>
<b>COMPLETE REVISION</b>	<b>OCTOBER -- 1998</b>
<b>PARTIAL REVISION</b>	<b>JUNE - 2012</b>

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