

Jaguar Drivers Club of North Texas, Inc.

Bylaws

3/15/02

Article 1 Name

1. The name of the club shall be The Jaguar Drivers Club of North Texas, Inc, hereinafter referred to as the The Club.

Article 2 Objectives

2. The general objectives of the Club, to which its members are joined together and mutually pledged, shall be the furtherance and promotion of the following:

- a. The highest standards of courtesy and safety on the public roads;
- b. The enjoyment and sharing of good will and fellowship engendered from owning, driving, maintaining, and reconditioning a Jaguar;
- c. The sharing of information, technical and otherwise, that may be useful in maintaining and improving the operation and condition Jaguar automobiles;
- d. The participation by the membership in those competitive an social events as may be agreeable to the membership;
- e. The interchange of ideas and suggestions with Jaguar Clubs of North America (JCNA), JCNA affiliates, and other Jaguar Clubs, and the cooperation with such other clubs as may be desirable;
- f. The establishment and maintenance of mutually beneficial relationships with Jaguar, Jaguar dealerships, and other service sources to the end that the marque shall prosper and continue to enjoy its unique leadership and position in sports car annals; and
- g. The establishment of such mutually cooperative relationships with other sports car clubs as may be desirable.

Article 3 Powers

3. The Club shall be empowered to do all things and conduct all business, not for profit, necessary to carry out the objectives of the Club as set forth in these Bylaws.

Article 4 Membership

4. The term of membership shall be based upon the calendar year, beginning on January 1 and continuing through December 31. Individuals may become a member of the Club by submitting a completed membership application and by paying the required membership fees.

5. Membership application forms shall be provided by the Club for this purpose. Applications for membership may be submitted to any member of the Board of Directors, who shall then forward the application to the appropriate membership chairperson for processing.

6. Membership fees for a member=s first year of membership shall be prorated on a quarterly basis, whereby a full annual fee shall be due for applicants applying for membership during the first quarter of the calendar year, 75% of the annual fee for applicants applying during the second quarter, 50% of the annual fee for applicants applying during the third quarter, and 25% of the annual fee for applicants applying during the fourth quarter. Annual fees for a member=s second and subsequent membership years shall become due on January 1 of the calendar year to which they are to apply.

7. A member of the Club shall have either Active, Active-family, Associate, or Associate-family status:

a. **Active Member:** An active member is any owner or co-owner of a Jaguar automobile who is acceptable to the Club for Club membership, who is 18 years of age or older, and who has paid the annual membership fees as required.

b. **Active-Family Member:** An active member may include within his membership one other person of the active member=s immediate family, and that family member shall have active-family status. A member having active-family status must be the spouse, sibling, child, or parent of an active member. An active-family member must be 18 years of age or older, and need not independently qualify for membership.

c. **Associate Member:** An associate member is any active member who ceases to own or co-own a Jaguar automobile while in good standing.

d. **Associate-Family Member:** An associate member may include within his membership one other person of the associate member=s immediate family, and that family member shall have associate-family status. A member having associate-family status must be the spouse, sibling, child, or parent of an associate member. An associate-family member must be 18 years of age or older.

8. Membership fees shall be assessed for each active or associate member. Members having active-family and associate-family status need not pay membership fees.

9. One becomes a member in good standing by paying the required annual membership fees. Members in good standing shall be entitled to all the privileges of the Club. Members shall have the right to attend Club meetings and events, vote for Officers of the Club, and exercise such other rights as may be granted by these Bylaws.

10. No member shall have rights in or to any property or assets of the Club upon dissolution. Upon dissolution, the Directors shall provide for the disposition of such property or assets as provided under the Texas Non-Profit Corporation Act.

11. Membership to the Club may be terminated for the following reasons:

a. **Non-Payment of Membership Fees:** Termination may be imposed for non-payment of fees at any time during the calendar year.

b. **Failure to Meet Membership Requirements:** The membership of any member who can no longer satisfy the requirements of either active or associate status as defined herein shall automatically be terminated at the end of the membership year.

c. **Resignation:** The termination of the membership of any member shall be effective upon the receipt by the Secretary of the Club of a written letter of resignation by that member. The resignation of any active or associate member in accordance with this paragraph automatically acts as a resignation of any corresponding family member. Any member submitting his resignation is not entitled to any refund of his membership fees.

d. **Suspension:** Any member may be suspended for conduct that is detrimental to the Club. A determination that the suspension of a particular member should be reviewed shall be made by a majority vote of the Board of Directors. Upon the making of such a determination, the Board shall request that the Secretary produce a notice, signed by the Directors supporting the review, and deliver the notice to the member. The notice shall contain a brief statement of the conduct being reviewed, and offer the member a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors concerning the alleged misconduct. The Board of Directors may thereafter suspend the member for a definite time, terminate the pending suspension, or expel the member.

12. Suspensions of active or associate members shall apply to the corresponding active-family or associate-family members. Any member whose membership is suspended or terminated forfeits his annual membership dues applicable to the unexpired balance of the membership year.

13. Membership may not be renewed at the discretion of the Board of Directors due to inactivity or lack of participation on the part of the member. Upon receipt of an application of renewal from a member, a determination, if any, that the non-renewal of the member should be reviewed shall be made by a majority of the Board of Directors. Upon the making of such a determination, the Board shall request that the Secretary produce a notice, signed by the Directors supporting the review, and deliver the notice to the member. The notice shall contain a brief statement that the Board of Directors is considering the non-renewal of the member, and offer the member a reasonable opportunity to be heard, in person or through a representative, by the Board of Directors at the next Regular meeting of the general membership. The Board of Directors may thereafter, upon a majority vote of the Board Members in attendance, elect to reject the member=s application for renewal.

Article 5 Officers

14. The elected Officers of the Club shall be the President, Vice-President, Secretary, and Treasurer. Their terms of office shall be one year and shall end on April 30. There is no maximum limit on the number of terms any Officer may hold. No salary or other compensation shall be paid to any Officer.

15. **President:** The President shall be the principal administrative Officer of the Club and shall, subject to the authority of the majority of the Board of Directors, control the management and direction of the Club. He shall preside at all meetings of the members and of the Board of Directors, and be responsible for the appointment of a newsletter editor, who shall be responsible to the Directors for the publication of the Club newsletter. The newsletter may take the form of any electronic or written correspondence.

16. In addition, the President shall be responsible for the appointment of chairpersons for the various committees which are necessary to conduct the operation of the Club and its adopted programs. By way of example, chairpersons may be appointed for membership, auto-crosses and other driving events, rallies, social events, or public relations. He shall perform the duties usually associated with this office, and shall have such other powers and duties as may from time to time be prescribed by the Board.

17. **Vice-President:** The Vice-President shall assist the President in the conduct of the administrative affairs of the Club and perform such other duties as may be assigned to him by the President. In the absence of the President, the Vice-President shall preside at meetings of the membership and the Board of Directors.

18. **Secretary:** The Secretary shall attend all meetings of the members and the Board of Directors, record full and complete minutes of the proceedings and of all votes cast at such meetings, record all votes and minutes of all proceedings in a book to be kept for that purpose, and retain custody of the Club=s minutes and correspondence. He shall keep the seal of the Club, and when authorized by the Board of Directors, affix it to any instrument. He shall be responsible for giving notice of all meetings to the members and Directors as may be required by these Bylaws, conduct the process of electing new officers, and perform all other duties incident to this office.

19. **Treasurer:** The duties of the Treasurer shall consist of the following:

a. The Treasurer shall have custody of and be accountable for all monies, debts, obligations, and assets belonging to the Club;

b. The Treasurer shall have direct control over, and supervision of, all Club assets and shall keep an accounting of all Club assets;

c. The Treasurer shall open and maintain an account in a bank insured by the Federal Deposit Insurance Corporation and designated by the Executive Council, which account shall be established to require that all checks or other orders for payment of monies in the name of the Club be signed by a minimum of any two Officers;

d. The Treasurer shall receive all monies of the Club and deposit them properly into the Club account;

e. The Treasurer shall arrange for the payment of Club debts and obligations;

f. The Treasurer shall ensure strict compliance with these Bylaws in all matters pertaining to the financial affairs of the Club;

g. The Treasurer shall give a full and correct written report to the membership of the financial position of the Club once each calendar quarter reflecting the Club=s financial position;

h. The Treasurer shall maintain, or cause to be maintained, a set of books and subsidiary records on the cash basis of accounting which will show, as a minimum, the source and disposition of all funds and other property that the Club may own; and

i. The Treasurer shall prepare or cause to be prepared such financial reports that are required or may be required by the U.S. Internal Revenue Service, or other appropriate parties needing such information.

20. In the event of the death, resignation, disability, removal, or disqualification of the President, the Vice-President shall assume the office of Presidency for the remaining portion of the term of the Presidency. In the event of the death, resignation, disability, removal, or disqualification of the Vice President, Treasurer, or Secretary, or the transfer of the Vice-President to the Presidency, the remaining members of the Executive Council shall make an interim appointment to the office so vacated for the balance of the unexpired term.

Article 6 Election of Officers

21. The Board of Directors shall appoint, at a Regular meeting to take place in September, a Nominations Committee consisting of two members who are not currently serving as elected Officers. The October newsletter shall contain the names, addresses, and phone numbers of those serving on the Nominations Committee, as well as a call for nominations for the following year=s elected Officers from the membership. Should a member wish to place his or her own name on the ballot, he may do so by presenting the Club Secretary with a petition so requesting before November 1. Before any member=s name can be placed on the ballot, there must be at least three (3) members entitled to vote sponsoring each candidate. The Nominations Committee shall provide the Club Secretary with a slate of candidates willing to run for the four elected offices. The Club Secretary shall include in the January newsletter an official ballot listing all candidates for office.

22. The election of Club Officers shall take place at the Annual meeting. Voting shall be by official ballot and due provision shall be made for absentee voting. No ballot shall be counted unless it is signed by a voting member. The nominee who receives the greatest number of votes cast by the general membership for the office for which his name appears on the ballot shall be declared elected. In case of a tie vote, a rerun vote shall be taken at the next meeting, which shall take place less than 45 days after the Annual meeting. All votes shall be counted by the Secretary and the Nominations Committee.

Article 7 Executive Council

23. The elected Officers of the Club shall constitute the Executive Council. In addition to the responsibilities of the individual elected Officers set forth above, the elected Officers shall act together as an Executive Council, which shall be responsible for, and shall have the necessary powers to ensure, the proper conduct of the administrative affairs of the Club, the proper functioning of the several committees, and compliance with these Bylaws. It shall examine the Club financial records on a periodic basis, but at least annually, and supervise the maintenance of a current roster of Club members. It shall determine the appropriate level of Club assets necessary for the efficient operation of each committee.

Article 8 Board of Directors

24. The elected Officers, Chairmen of committees, and the Past President, if any, shall constitute the Board of Directors of the Club. It shall be the responsibility of the Board of Directors to determine all matters of Club policy, and to ensure the proper conduct of the administrative affairs of the Club by the Executive Council. The term of office for the members of the Board of Directors shall be one year and shall end on April 30. No salary or other compensation shall be paid to any member of the Board of Directors.

Article 9 Removal of Board of Directors and Officers

25. Any elected Officer may be removed from office, and any elected Officer and the Past President may be removed from the Board of Directors, at any time, either with or without cause, at any Regular or Annual meeting. All action taken under this Article shall be subject to approval by three-quarter (3/4) vote of those in attendance at the meeting.

26. Any chairperson appointed by the President may be removed from that position by the President. Removal of a chairperson from this position terminates the person's membership as a Director of the Board of Directors.

Article 10 Meetings

27. The Club shall hold Regular meetings and one Annual meeting.

28. **Regular Meetings:** Regular meetings shall be scheduled as needed to conduct Club business, institute or alter Club policy, or otherwise authorize Club action. Regular meetings shall be open to the general membership, and discussion by the general membership of all issues concerning the Club and brought to the attention of the Club shall be encouraged. Regular meetings shall normally be scheduled for the second Saturday of the month. The time and location of the Regular meeting shall be announced to the membership in the Club newsletter, which shall be made available to the general membership at least 10 days prior to the date of the meeting.

29. The attendance at any Regular meeting of any three (3) elected Officers shall constitute a quorum. A quorum shall be required to conduct Club business, institute or alter Club policy, or otherwise authorize Club action. Unless otherwise stated in these Bylaws, all action taken in regard to Club business, policy, or action shall be by a majority vote the Board Members in attendance.

30. **Annual Meetings:** An Annual meeting shall be scheduled to conduct Club business, institute or alter Club policy, otherwise authorize Club action, as during Regular meetings, and to elect Officers for the following terms of office. Annual meetings shall be open to the general membership, and discussion by the general membership of all issues concerning the Club and brought to the attention of the Club shall be encouraged. The Annual meeting shall normally be scheduled for the second Saturday in February. The time and location of the Annual meeting shall be announced to the membership in the Club newsletter, which shall be made available to the general membership at least 10 days prior to the date of the meeting.

31. The attendance at any Annual meeting of any three (3) elected Officers shall constitute a quorum. A quorum shall be required to conduct Club business, institute or alter Club policy, or otherwise authorize Club action. Unless otherwise stated in these Bylaws, all action taken in regard to Club business, policy, or action shall be by a majority vote the Board Members in attendance.

Article 11

Obligations and Indebtedness

32. Only the elected Officers or persons authorized by the Board of Directors to act on behalf of the Club shall incur any obligations or indebtedness in the name of the Club. No expenditure is permitted, and no reimbursement for a past expenditure will be allowed, without the prior approval of a majority vote by the Board Members in attendance at a Regular or Annual meeting.

33. The incurring of any obligation or indebtedness in the name of the Club by any elected Officer or other member in contravention of these Bylaws shall be an ultra vires act, that is, an act beyond the power authorized by these Bylaws and without any authority from the Club. The person or persons responsible for such act or acts shall be personally liable, individually and collectively, to the Club in an amount equal to any obligation or indebtedness for which the Club may become responsible.

Article 12

Amendment of Bylaws

34. Without regard to any provision in these Bylaws to the contrary, these Bylaws may be amended at a Regular or Annual meeting. Proposed Amendments to the Bylaws may be submitted to the Secretary by the Executive Council or by any five (5) members of the Club. Proposed amendments must be submitted to the Secretary in writing and signed by the members proposing the amendments. Upon receipt of the request to amend these Bylaws, the Secretary shall ensure that notice of the proposed amendment be provided to the general membership, which notice shall contain 1) a proper description of, and reason for, the proposed amendment, 2) a statement that the amendment will be the subject of consideration at a Regular or Annual meeting to take place at a date, time, and location specified in the notice, and 3) a statement that the general membership is invited to attend the meeting, and will be asked to review and vote upon the amendment.

35. For purposes of this Article only, a quorum shall consist of three-quarters (3/4) of the Board of Directors and thirty-three and one-third percent (33-1/3%) of the general membership. The proposed amendments to these Bylaws will be adopted upon a three-quarter (3/4) vote of approval by those in attendance at the meeting.

Article 13

Parliamentary Procedure

36. Roberts= Rules of order, Revised shall govern the parliamentary procedure of all meetings of the Club. A parliamentarian may be appointed by the Executive Council to ensure compliance with this Article.

Bylaws Signature Page for current JDCNT members only.

(New members will sign at the bottom of the Membership Application)

I have read, understood, and agree to abide by the Bylaws JDCNT

Please sign and print this page (page 10)

Send to: JDCNT, 15818 Ranchita Dr., Dallas, TX 75248