

JAGUAR CLUB OF FLORIDA, INC

BY-LAWS

AMENDED OCTOBER 21, 2023 and NOVEMBER 15, 2023

ARTICLE I

General

Section 1. Name The corporate name of the club is Jaguar Club of Florida, Inc. (the Club). The Club will be affiliated with Jaguar Clubs of North America, Inc.

Section 2. Location of Principal Office The Board of Directors (hereinafter referred to as the Board) is hereby granted full power and authority to designate the street address, City and P.O. Box address of the Principal Office from one location to another, from time to time, within Central Florida.

Section 3. Purpose The purpose of the Club is to allow members to interact with other members in the admiration, display and knowledge sharing of past, present and future Jaguar automobiles while enhancing the Jaguar ownership experience. The Club shall also further the appreciation of the automotive design, engineering and technological advances of Jaguar automobiles, as well as support the Jaguar Marquee.

Section 4. Authority All members shall be bound by the provisions of the Articles of Incorporation, these By-Laws, as may be amended from time to time as provided herein, and the Club rules and regulations as may be adopted by the Board.

ARTICLE II

Section 1. Place of Meetings All meetings of this Club shall be held at such location as shall be designated by the Board.

Section 2. Notice of Regular Meetings All notices of meetings shall be emailed to members at their designated electronic address as their address appears on the Membership Records at least three (3) days prior to the meeting in question.

Section 3. Notice of Special Meetings A Special Meeting of the Club may be called at anytime and for any purpose by the President or the Board or by a total of not less than one-fifth (1/5) of the members of the Club entitled to vote.

Section 4. Voting At all meetings of Membership of the Club, each eligible member, as hereinafter defined, shall be entitled to one (1) vote. The right to vote by proxy is hereby denied to members of this Club. All voting shall be by a 2/3 majority of those members present and permitted to vote at a regular scheduled meeting or a special meeting properly convened. Except that at the election of the Club's Officers, a simple majority will elect.

Section 5. Eligibility to vote A member of a household of a full dues paying member in good standing will be eligible to vote provided said additional household member pays the Associate dues as required by the Board to be paid in addition to the full dues amount then currently in effect paid by the full dues paying member.

Section 6. Quorum A quorum for the transaction of the business of the Club shall require a minimum of 10 dues paying members of the Club attending a properly convened meeting.

ARTICLE III

Officers and Board of Directors

Section 1. Officers and Directors The following elected officers shall compose the Board:

President, Vice President, Treasurer, Secretary, and Concours Chairman

All elected officers and members of the Board shall have been full members of the Club in good standing for six (6) months before they may stand for election.

Section 2. Chairpersons The President shall appoint Chairpersons to carry out the various functions of the Club as follows: Rally Master; Slalom Master; JagWire Editor; Web Master and Facebook Editor; Badge Master and Regalia; Membership.

The President may assign any other function special Chair Status with the approval of a majority of the Board. Chairpersons shall serve at the pleasure of the President.

Section 3. Executive Committee The Board shall appoint members to an Executive Committee composed of the elected officers, the chairpersons, and other designated members for the purpose of advising the Board and the President. The Executive Committee shall have no powers but should discuss by e-mail and other means any issues that are important to the Club and shall make their thoughts known to the President and the Board.

Section 4. Board Powers The Board shall have full power and authority to do any and all things that it deems proper and in the best interests of the Club, excepting only those powers that are specifically reserved to the membership in these By-Laws or by law. The Board shall have general supervision and control over all officers, chairpersons, and committees. Decisions of the Board shall be final in all matters set forth in this Article. The Board may adopt such policies and rules for the conduct of their meetings and the general management of the Club as it deems proper. All Members of the Board shall have equal votes in all Board matters.

Section 5. Rules and Regulations The Board, at any meeting, may adopt Rules and Regulations or amend, modify or rescind then existing Rules and Regulations for the operation of the Club. Such Rules and Regulations shall be made available to each Club member. All changes shall be made known to the membership as promptly as possible.

Section 6. Special Board Meetings Special meetings of the Board may be held at the call of the President or at the request of two directors. Notice of the meeting shall be provided to the members of the Club and the Board all pertinent information as to time, place and purpose of the meeting. The Board shall have the right to conduct business in executive session for sensitive, legal or proprietary matters. The Board may also conduct meetings through the use of telephone conference calls or by other means of communication so long as a majority of the Board participates in such meeting and minutes of such meeting are transcribed and made a part of the records of the Club. Club members may attend Board meetings other than those conducted in executive session.

Section 7. Board Meeting Notice Notice of the time and place of regular and special meetings of the Board, or adjournments thereof, shall be give to each director personally, by email or telephone, at least three (3) days prior to the date specified for such meeting.

Section 8. Board Quorum A quorum of the Board shall consist of a majority of the directors entitled to cast a vote. Matters approved by a majority of the directors present at a meeting at which a quorum is present shall constitute the official acts of the Board, except as specifically otherwise provided.

Section 9. Board Vacancies All vacancies on the Board shall be filled by appointment by the President and ratification by the remaining Board Members and shall hold office only for the remaining term of the vacancy so created. A vacancy in the Board shall be deemed to exist in the case of death, resignation, incapacity, or removal of any Board Member.

Section 10. Place of Board of Directors Meetings Meetings of the Board shall be held at any place in central Florida as designated by the President or a majority of the Board either expressed orally or in writing.

Section 11. Compensation No member of the Board shall receive compensation or privilege of any kind for services rendered to the Club.

Section 12. Election Procedure Elections of Officers shall be held annually at the first meeting following the first day of January of each year by a majority of the members physically present and in good standing. Any member except the presiding officer may nominate or second. In order to nominate for office a member not present, the nominator must have written permission of the person nominated. Any member in good standing is eligible to run for any office, subject to the restriction that the President may not serve for more than two (2) consecutive years.

ARTICLE IV

Duties of the Officers

Section 1. Duties

President: Subject to the supervisory powers of the Board, the President shall be the chief executive officer of the Club, having general supervisory power of the Club, direction and control of the business and affairs of the Club, and shall preside at all meetings of both the Board and Membership of the Club.

Vice President: In the absence or disability of the President, the Vice President shall perform all of the duties of the President, and shall have such other powers and perform such other duties as, from time to time, may be prescribed for the office.

Secretary: The Secretary shall keep or cause to be kept a full set of Minutes of all meetings of both the Board and the Club, together with the names of those members present at said meetings.

Treasurer: The Treasurer shall keep and maintain adequate and correct accounts of the properties and business transactions of the Club. These books shall be open to review by Members. The Treasurer shall deposit all monies in an account in the name of the Club in a Financial Institution approved by the Board. The Treasurer shall disburse funds of the Club as ordered by the Board or by the Membership in attendance at a properly convened meeting.

ARTICLE V

Club Expenditures

Section 1. Club Expenditures With President approval, Club funds up to \$250 may be spent without being part of a pre-approved budget for a specific function. All normal Club functions, i.e., Holiday Party, Concours, Badge Master, Regalia and Slalom, must have specific budgets approved by the Board prior to any Club funds being used for funding such events(s). Any non-traditional expenditures in excess of \$250 must be approved by a 2/3 vote of those members in attendance at a properly convened meeting.

ARTICLE VII

By-Laws Amendments

Section 1. By-Laws Amendments By-Laws may be revised, repealed, or amended by a 2/3 vote of the voting members attending a regularly scheduled meeting.

ARTICLE VIII

Membership

Section 1. Membership Membership shall be open to owners of Jaguar automobiles or those interested in furthering the enjoyment and appreciation of Jaguar automobiles. Upon the approval of the Board or by a majority of the members present at a membership meeting, shall be entitled to membership by paying the appropriate dues. Others may be granted non-voting membership at the pleasure of a majority of those members present at a regular scheduled meeting of the Club.

Section 2. Dues Dues for members of the Club shall be in that amount as approved by the Board and are due and payable by the last day of December of each year, for the coming year. Renewals not paid by the last day of February of each calendar year shall cause the member to be dropped from membership. Reinstatement is allowed by paying in full the appropriate dues amount and any amount in arrears.

Membership dues are to be paid in full upon joining the Club. Those persons joining October 1 through December 31 will pay the amount of dues that the Club will be required to remit to Jaguar Clubs of America for that member and also one half (1/2) of the remaining portion of the annual dues retained by the Club. No applicant will be denied membership because of race, creed, religion, sex, national origin, or any other legally protected classification.

Section 3. Activities No individual may participate in any Club sponsored event without being a dues paying member in good standing or a member of the household of such dues paying member or a guest of a dues paying member, said dues paying member being present at the event in question.

Section 4. JCNA Representative The Club shall contribute to the cost of a duly appointed representative to attend the annual JCNA Annual General Meeting (AGM), the total sum of \$400.00. No more than two representatives shall be appointed. Financial need of the representative is not considered a prerequisite for receipt of this financial assistance but membership in good standing is required. It is understood that payment of funds in this Section are conditioned upon whether or not the Treasury has available funds to meet this commitment.