

BYLAWS OF THE
JAGUAR CLUB OF CENTRAL ARIZONA

ARTICLE 1.

Name

The name of the Corporation is **JAGUAR CLUB OF CENTRAL ARIZONA** (the "Corporation").

ARTICLE 2.

Offices

Section 2.1 **Principal Office**. The initial office of business of the Corporation shall be at the home address of its Secretary. The Corporation's offices shall move upon the election of a new secretary to that person's residence. Notwithstanding the foregoing, the Corporation may move its offices or have offices at such other locations as the Board of Directors may from time to time designate or the activities of the require.

Section 2.2 **Known Place of Business**. The initial known place of business of the Corporation, as required by law to be maintained in the State of Arizona, will be c/o Warner Angle Hallam Jackson & Formanek, PLC, ATTN: Larry C. Schafer, Esq., 2555 East Camelback Road, Suite 800, Phoenix, AZ 85016. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with the law of the State of Arizona.

ARTICLE 3.

Establishment and Purposes

Section 3.1 **Purposes and Powers**. The Corporation is organized exclusively for social, pleasure, recreation and other non-profit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (the "Code"), or corresponding provision of any future federal tax laws, to be an affiliate of Jaguar Clubs of North America ("JCNA"). The Corporation is being organized and shall be operated to: (1) promote interest in motoring; (2) fostering and encouraging a spirit of mutual interest and assistance in the acquisition and preservation of Jaguar automobiles among owners; (3) exchanging recognition with other corporations, associations or groups in other areas having similar objects and purposes; (4) promoting enhanced driving standards; and (5) encouraging skillful driving on the public highways; and (6) promoting an interest in motoring activities, classes, exhibition, publications and motor sports related to the Jaguar marque. To the extent not inconsistent with the purposes of the Corporation, the Code or the law of the State of Arizona, the Corporation may engage in any and all lawful activities for which nonprofit corporations may be incorporated under the laws of the State of Arizona and may exercise all powers enumerated thereunder.

Section 3.2 **Club Affiliation.** The Club is an affiliate of Jaguar Clubs of North America (“JCNA”). This Club and its members shall conform to applicable requirements of JCNA Affiliates.

Section 3.3 **Limitations on Activities.** The Corporation is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to; or will inure to the benefit of, its directors or officers, or other private individuals; provided, however, that (A) nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or directors of the Corporation and/or the reimbursement of reasonable expenses incurred in connection with service rendered to the Corporation by volunteers, employees, officers, or directors; (B) no substantial part of the Corporation’s activities shall be the carrying on of propaganda or otherwise attempting to influence legislation; and (3) the Corporation shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE 4. MEMBERSHIP

Section 4.1 **General.** Membership in the Club shall be granted to those in agreement with the Club’s purposes, as set forth in the Articles of Incorporation and these bylaws. Ownership of Jaguar automobiles is encouraged, but is not a condition for membership.

Section 4.2 **Membership Year.** A Member’s membership in the Club shall be for a calendar year, and shall continue for the following calendar year if the Member has paid his or her dues no later than March 1 of the following calendar year. The Secretary may, in his or her discretion, purge the membership lists of all Members who have not paid dues by March 1 of each membership year.

Section 4.3 **Qualifications for Membership.** No person shall be denied membership in the Club based upon race, ethnic origin, creed, religion, sex or age.

Section 4.4 **Classes of Membership.** There shall be three (3) classes of members.

(a) *Active Members.* Active Members are individuals who have paid dues for the Membership Year plus his or her spouse, domestic partner, or child under the age of eighteen (18) years who is a member of the same household (a “Family Member”). A Family Member (who is not the Active Member) shall be entitled to participate in all Club events, including discussions and voting on all matters that are not expressly reserved to an Active Member by JCNA, the Articles of Incorporation and these bylaws.

(b) *Affiliate Membership.* An Affiliated Member is a person who holds membership in another Club sanctioned by JCNA and who applies for and is granted membership in this Club.

(c) *Honorary Member.* An Honorary Member is a person upon whom the Board of Directors confers complimentary membership for outstanding service to the Club. Honorary Members pay no dues, have no vote and are not entitled to hold office in the Club.

Section 4.5 **Dues.** The Active Members shall set the dues for the ensuing membership year at the Annual General Meeting (“AGM”). If not specifically set at that time, the annual dues then in effect shall continue for the ensuing Membership Year. If the Board of Directors desires to change the annual dues for the ensuing Membership Year, it shall first give notice to the Active Members by posting the change in the Club newsletter or on the Club’s website at least 30 days prior to the AGM. Unless otherwise determined by the Active Members, the annual dues shall be:

(a) *Active Members.* An Active Member shall pay annual dues of \$70 per year, including membership in JCNA.

(b) *Affiliate Members.* Affiliate Members shall pay annual dues of \$30.

Fees for new members and late renewals may be prorated.

Event Fees. Fees charged for Club events shall be determined by the event coordinator in consultation with the Activities Coordinator. If the event an activity or event is not self-financing, approval of the Board is required for Club sponsorship. If an event is designated as “RSVP” or requires confirmation of attendance, members who commit to attend may be liable for their event fees if they do not attend or cancel after the RSVP or confirmation date if the Club is penalized financially as a result of the member’s failure to attend.

Section 4.6 **No Assessments.** The membership shall not be subject to assessments of any type.

ARTICLE 5. Meetings of the Members

Section 5.1 **Annual Meetings.** The AGM of the Membership of the Club shall be held in November of each Membership Year at such date and time as shall be designated by the Board of Directors. At the AGM, the President shall announce the officers and directors who have been elected, if the election is held online, as permitted by Section 8.2(f)(1), or shall conduct the annual elections, if the elections are held in the matter specified in Section 8.2(f)(2). In addition, the membership shall set the dues for the ensuing Membership Year and transact such other business as may be properly brought before the meeting.

Section 5.2 **Notice of Annual Meeting.** Written notice of the AGM stating the place, date and hour of the meeting shall be given to each Active Member in good standing who is entitled to vote at such meeting no later than thirty (30) days prior to the AGM. Notice may be given by: (1) email notification to those Active Members known to have an email account; or (2) distribution of the Club newsletter which includes such notice.

Section 5.3 **Regular Monthly Meetings.** The Board of Directors shall set the date, time and place of any monthly meetings.

Section 5.4 **Special Meetings.** Special Meetings may be called by the President, by a vote of a majority of the Board of Directors, or on petition of a majority of the Membership. Notice of such a meeting shall be given in the same manner as the Notice of the AGM (section 5.2 hereof) except that only fifteen (15) days prior notice is required.

Section 5.5 **Voting.** If a meeting is properly noticed, a vote of the majority of the Active Members present shall be sufficient to decide any question brought before such meeting, unless the question is one upon which, by express provisions of law, the Articles of Incorporation, or elsewhere in these bylaws, a different vote is required, in which case, such express provisions shall govern and control a decision of such question.

ARTICLE 6. Board of Directors

Section 6.1 **Control of the Corporation.** The management and control of the business, property and affairs of the Corporation shall be vested in and conducted by the Board of Directors.

Section 6.2 **The Board of Directors.** The Board of Directors shall consist of seven (7) Active Members of the Club, which shall be elected by the Membership as provided for in these bylaws. The directors shall be: (1) the four (4) persons elected as Club officers; (2) the immediate past president; and (3) a number of Active Members elected from the membership at large which is sufficient to bring the number of directors to seven.

Section 6.3 **Meetings.** Meetings of the Board may be called by the President or by at least three (3) of the members of the Board.

Section 6.4 **Quorum.** Except as otherwise specifically provided by statute or by other provisions of these bylaws or the Articles of Incorporation, not less than a majority of the then elected directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting, at which a quorum is present, shall be the act of the Board of Directors. The directors shall act only as a Board and the individual directors shall have no power as such.

Section 6.5 **Adjournment.** In the absence of a quorum at any meeting of the Board of Directors, the majority of those present shall adjourn the meeting from time to time until such time as a quorum is present for conducting the meeting or until the time fixed for the next regular meeting. Notice of any adjourned meeting need not be given.

Section 6.6 **Meeting Notices.** Written notice of the date, time and place of each meeting of the directors shall be given to each director by the Secretary or the person or persons calling the meeting not less than seven (7) days before such meeting; provided that

notice by telephone or electronic mail devices may be given at least five (5) days prior to the meeting date. Such notices need not specify the purpose of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed, faxed or otherwise sent or delivered in writing to the director at his or her address.

Section 6.7 **Waiver of Notice.** Attendance at any meeting shall constitute a waiver of notice, except when attendance is for the express purpose of objecting to the transaction of any business because a meeting is not duly called or convened. Notice may be waived in writing setting forth the purposes of the meeting and signed by all directors serving on the Board.

Section 6.8 **Proxies and Voting.** No voting by proxy shall be permitted. Except as otherwise provided herein, all action of the Board shall be determined by a majority of the votes cast at a duly called meeting at which the required quorum is present. Each director shall have one vote.

Section 6.9 **Telephone Conference.** Unless otherwise prohibited by statute or by resolution of the Board of Directors, meetings of the Board of Directors or any committee, whether annual or special, may be held by means of conference telephone or similar communications equipment that allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

Section 6.10 **Action Without Meeting.** Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of a Board Committee, may be taken without a meeting if the action is set forth in writing and all directors or Committee members consent thereto in writing. Such consent shall have the same effect as a unanimous vote, and the signed instrument shall be filed with minutes of other proceedings of the directors or of the Committee.

Section 6.11 **Order of Business.** At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine from time to time. *Robert's Rules of Order, Newly Revised*, shall govern in any matter not covered by the Articles of Incorporation or by these Bylaws.

Section 6.12 **Powers.** All corporate powers of the Corporation shall be exercised by or under the authority of the Board of Directors. Without limiting the generality of the foregoing, in furtherance of the Corporation's purposes, the Board of Directors shall have the following powers:

(a) To establish principles and policies, including the determination of standards and guidelines for the acceptance of contributions and transfers, for the investment and management of all monies, properties and assets of the Corporation and for their allocation and distribution.

(b) To adopt further policies, procedures and rules for the functioning of the Corporation, the conduct of its affairs, and the discharge of its responsibilities as may in the discretion of the Board be necessary or desirable.

(c) To maintain financial records relating to the contributions, transfers, properties, and other assets of the Corporation and its operations, and to make annual reports within ninety (90) days after the end of each accounting year, setting forth statements reflecting monies, properties and assets received, held and distributed.

(d) To establish one or more banks for the deposit of Club funds.

(e) To establish the Corporation's annual budget and approve and disburse operating expenses.

(f) To execute documents necessary or appropriate in the performance of the functions and responsibilities of the Board. The President, Vice President, other officers designated by the Board shall be authorized to act on its behalf in the execution of those documents necessary or convenient to carry out the specific resolutions of the Board.

(g) To grant Honorary Membership to such distinguished persons rendering outstanding service in the furtherance of the purposes of the Club, as in the sole discretion of the Board, may be deserving of such Honorary Membership.

(h) To do and perform all necessary acts for the operation of the Corporation.

Section 6.13 **Committees.** The Board of Directors may establish such standing committees and such other committees as the Board deems appropriate for the conduct of the business of the Corporation. Except as otherwise provided in these bylaws, each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of those present as long as there is a quorum.

ARTICLE 7. Officers

Section 7.1 **Officers.** The officers of the corporation shall a President, Vice-President, Secretary, and Treasurer.

Section 7.2 **Duties of the Officers.**

(a) *President.* The President shall be the Chief Executive Officer of the Corporation and shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the Corporation

authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) *Vice President.* The Vice President shall assist the President in the performance in his or her duties, and in the absence, incapacity or disability of the President, shall perform and exercise the functions, duties and powers of the President.

(c) *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors in books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records of the Corporation and keep a register of the mailing address of each director which shall be furnished to the Secretary by such director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

(d) *Treasurer.* The Treasurer shall have charge and custody of and be responsible for all books, records, funds and monies of the Corporation, and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 7.3 **Committees.** The President may appoint such other committees and committee chairs as he or she shall determine are appropriate. Such individuals shall not be members of the Board of Directors and shall have those powers and duties as is delegated to them by the President.

ARTICLE 8.

Election of Officers and Directors.

Section 8.1 **Term of Office.** In the election of officers for 2017, the President, Treasurer, and one Director-at-Large, shall be chosen to serve two-year terms, while the Vice President, Secretary and two Directors-at-Large shall be chosen to serve one-year terms. At the conclusion of these initial terms, all Officers and Directors shall serve two year terms.

Section 8.2 **The Election Process.** The officers and directors shall be elected by the following process:

(a) *Appointment of Nominating Committee.* No later than September 15 of each Membership Year, the President shall appoint three Active Members to form a Nominating Committee.

(b) *Duties of the Nominating Committee.* The Nominating Committee shall identify those Active Members of the Club who, in their judgment, are well-suited to be officers and directors of the Club and who have agreed to serve in those positions if elected. The Nominating Committee shall report its recommendations to the Club at the Regular Meeting that is held in October of the Membership Year.

(c) *Additional Nominees.* At the October Regular Meeting, any Active Member may nominate himself/herself or any other Active Member to serve as an officer of the Club or as one of the at-large director positions.

(d) *Qualifications for Nomination.* All Nominees, whether nominated by the Nominating Committee or by membership at the October Regular Meeting, shall be Active Members. No person can be nominated as President unless he or she has been an Active Member for at least one Membership Year.

(e) *Posting to the Website.* The President shall cause the names of those Active Members who have been nominated as officers or directors to be posted on the Club website.

(f) *Election Process.*

(1) On or about October 15 of each year, the Club will send an email notice of election to all Active members of records as of October 1. The notice will include a link to a secure online voting system with instructions on how to vote. Voting will close at midnight, October 31. The individual receiving the most votes for each office shall be elected. In the event of a tie, the winner will be selected by coin flip at the AGM.

(2) If the Club does not have the means to vote online, then the vote shall be taken at the AGM by a show of hands, unless at least five (5) Active Members demand a written ballot before the vote is taken, in which case, the vote shall be taken by written ballot.

(3) The President shall announce the results of voting at the AGM.

(g) *Effective Time of Taking of Office.* Those elected as the officers and directors of the Club shall take office on January 1 following the elections.

Section 8.3 **Resignation, Removal or Disqualification**

(a) *Resignation.* Any officer or director of the Corporation may resign at any time, by giving written notice thereof to the President of the Corporation. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.

(b) *Removal.* Any officer or director may be removed from office without assigning any cause at a meeting of the directors by a unanimous vote of the Directors allowed to vote.

(c) *Recall.* Any member of the Board of Directors may be recalled by a majority vote of the membership at a Special Meeting of the Members called by the President for such purpose.

Section 8.4 **Vacancies.** A vacancy in the Board of Director shall occur upon the death, resignation, removal or recall of any officer or director. Vacancies shall be filled by presidential appointment with the approval of a majority of the Board of Directors. The appointed officer or director shall hold office for the unexpired term of his predecessor.

ARTICLE 9. Conflicts of Interest

Section 9.1 **Conflict of Interest.** An Interested Person (as defined below) shall make full disclosure to the Board of Directors of any financial interest, direct or indirect, which the director or officer has in or with any person or entity that is a party to a transaction under consideration by the Board of Directors. If the Interested Person is an officer or director of the Corporation, or is related to an officer or director of the Corporation, such director or officer shall abstain from voting on any aspect of the transaction.

Section 9.2 **Interested Person.** As used herein, the term “Interested Person” shall mean any director or officer of the Corporation, any individual who is in a position to exercise substantial influence over the affairs of the Corporation, family members of such individuals, or any corporation, firm, association or other entity in which one or more of the foregoing individuals is a director, officer or member or is financially interested.

Section 9.3 **Review of Certain Transactions.** Prior to the Corporation entering into any compensation agreement, contract for goods or services, or any other transaction with any Interested Person, the Board of Directors shall establish that the proposed transaction is reasonable when compared with similarly-situated organizations for functionally comparable positions, goods or services. The Board shall exercise due diligence in reviewing the transaction to ensure it is in the best interests of the Corporation and document the due diligence done to reach such conclusion. The meeting minutes where a transaction is considered shall reflect that an Interested Person made disclosure, and any action taken with respect to same, as well as the presence or absence of the Interested Person, the not counting of such Interested Person who is a director for quorum purposes, and the abstention of such Interested Person who is a director from voting. The foregoing requirements shall not be construed as preventing such Interested Person from briefly stating his or her position on the transaction nor from answering questions of directors with respect to the transaction.

Section 9.4 **Compensation.** A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 9.5 **Transaction Not Voidable.** No contract or other transaction between the Corporation and an Interested Person, including the sale, lease or exchange of property to or from an Interested Person, the lending or borrowing of monies by or from an Interested Person by the Corporation, or the payment of compensation by the Corporation for services provided by an Interested Person, shall be void or voidable because of the relationship or interest between the Corporation and the Interested Person or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); and

(b) The contract or transaction is fair and reasonable to the Corporation at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

ARTICLE 10.

Indemnification of Officers, Directors and Employees

The Corporation shall indemnify, to the maximum extent permitted by Arizona Revised Statutes §§ 10-3851 through 10-3856, any person who is a party to, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that he or she is or was a director, officer or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, committee member, or employee of the Corporation, against expenses, including attorneys' fees, and against judgments, fines and amounts paid in settlement to the extent permitted by law. Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law.

The Corporation may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any officer, director, committee member or employee against any liability asserted against and incurred by any such person in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify such person against such liability.

ARTICLE 11.
Disciplinary Action

Section 11.1 **Complaints**. Any Active Member may file a complaint with the Secretary against any other Member alleging activities or conduct that is contrary to the best interests of the Club. The complaint must be submitted in writing to the Secretary for consideration by the Board of Directors.

Section 11.2 **Review and Assessment**. The Board will assess the complaint, and at its discretion, may dismiss the complaint as not being well-founded, or initiate a formal investigation of the complaint. If the complaint is dismissed, the Secretary shall inform the complainant of such Board decision.

Section 11.3 **Notification of Respondent**. If a formal investigation is initiated, the respondent shall be notified in writing by the Secretary of the allegations against him or her. The notice shall specify the time and place for a hearing to be held, the date of which shall not be less than ten (10) days after the date of the notice. The complainant and the respondent shall then each have the right to appear before the Board of Directors, present evidence and witnesses pertaining to the allegations.

Section 11.4 **Voting**. After hearing any evidence, the Board of Directors shall vote to exonerate, temporarily suspend or expel the respondent from membership in the Club. A decision to temporarily suspend or expel a member must be approved by a two-thirds vote of those Directors present at such hearing.

Section 11.5 **Club Officer or Director As Respondent**. In the event that the respondent is a Club officer or director, the respondent shall not act in the capacity of an officer for purposes of investigating the complaint, conducting the hearing, or voting on the action to be taken.

ARTICLE 12.
Amendments

Any Active Member may propose an amendment to these Bylaws or the Articles of Incorporation by presenting the amendment to the President. The text of any proposed amendment shall be published in the Club newsletter and posted on the Club website, if any, together with the appropriate notice of meeting, at least fifteen (15) days prior to the date of any meeting at which such amendment is to be considered. These Bylaws and the Articles of Incorporation for the Corporation may be amended only with the approval of two-thirds of the voting Active Members present at a Special Meeting of the Membership called for the purpose. Alternately, the amendment to the Bylaws may be included on the electronic ballot for the annual meeting and may be approved by two-thirds of the Active Members voting.

CERTIFICATE OF ADOPTION

THE FOREGOING Bylaws were duly adopted by the affirmative vote of a majority of the Active Members in an online vote during July 2016.

Robert Bronstein, President

Marjorie Jones-Schafer, Secretary