

**AMENDED AND RECONSTITUTED BYLAWS**  
**OF**  
**JAGUAR ASSOCIATION OF NEW ENGLAND, LTD.**

**TABLE OF CONTENTS**

<b><u>Section</u></b>	<b><u>Page</u></b>
<u>ARTICLE ONE - ORGANIZATION</u>	<u>2</u>
<u>ARTICLE TWO - PURPOSES</u>	<u>3</u>
<u>ARTICLE THREE - MEMBERSHIP</u>	<u>4</u>
<u>ARTICLE FOUR - MEETINGS</u>	<u>5</u>
<u>ARTICLE FIVE - VOTING</u>	<u>7</u>
<u>ARTICLE SIX - ORDER OF BUSINESS</u>	<u>8</u>
<u>ARTICLE SEVEN BOARD OF DIRECTORS</u>	<u>8</u>
<u>ARTICLE EIGHT - OFFICERS</u>	<u>10</u>
<u>ARTICLE NINE - COMMITTEES</u>	<u>15</u>
<u>ARTICLE TEN – DUES</u>	<u>15</u>
<u>ARTICLE ELEVEN - AMENDMENTS</u>	<u>15</u>
<u>ARTICLE TWELVE - NEWSLETTER</u>	<u>15</u>
<u>ARTICLE THIRTEEN - CLUB SEAL, LOGO, INSIGNIA</u>	<u>16</u>
<u>ARTICLE FOURTEEN - INDEMNIFICATION OF DIRECTORS</u>	<u>17</u>
<u>ARTICLE FIFTEEN – DISSOLUTION</u>	<u>18</u>

**AMENDED AND RECONSTITUTED BYLAWS  
OF  
JAGUAR ASSOCIATION OF NEW ENGLAND, LTD.**

**ARTICLE ONE - ORGANIZATION**

The name of this organization shall be **JAGUAR ASSOCIATION OF NEW ENGLAND, LTD. (JANE)**.

The Organization shall have a logo, insignia and seal, which shall be in the following form, as approved by Jaguar Clubs of North America, Incorporated (*JCNA*) in affiliation with Jaguar Land Rover of North America, LLC (Jaguar) or its successors.



The Clerk, who shall also be the Secretary of the Organization, shall have custody of the seal and may affix it to any instrument requiring the corporate seal, as may any other officer of the Corporation if so authorized by vote of the Board of Directors.

The Organization may, at its pleasure, by a two-thirds vote of the General Membership body, change its name.

## ARTICLE TWO - PURPOSES

The purposes for which this Organization, as a M.G.L. c.180 non-profit Massachusetts corporation, has been organized, is as follows:

- To advance, promote and encourage the acquisition, preservation, restoration, ownership, appreciation and use of Jaguar motorcars.
  
- To encourage and provide communications of technical information among its membership, invitees and the public-at-large.
  
- To organize, promote, regulate and conduct events, seminars, exhibitions, shows and displays of Jaguar motorcars and other motorcars, and engage in any and all related matters connected with or attendant to such activities and functions.
  
- To promote and encourage the safe, careful and skillful operation of motorcars, especially by young drivers.
  
- The Corporation, as incidental to the foregoing, may own real and personal property, and do any and all things permitted by applicable law.
  
- The Corporation shall promote, and/or support, through financial donations, sponsorships or contributions, any bonifide charitable organization as deemed appropriate by the majority of Board of Directors.

## ARTICLE THREE - MEMBERSHIP

General Membership in this Organization shall be open to all that apply and pay the dues, fees and charges that are established annually by the Board of Directors. Ownership of a Jaguar motorcar, or any motorcar, is not required for membership.

There shall be four (4) classes or types of membership:

1. General Membership: Dues will be as per the annual schedule of dues as established by the Board of Directors.
  
2. Associate Membership: Available to people who live out of JANE's geographic area that have a primary membership in another JCNA-affiliated club (*JCNA* number must be supplied), but want to remain associated and receive the Organization's official newsletter, *The Coventry Cat*<sup>SM</sup>. Dues are to be established in the annual schedule of dues. This class of member will not have the right to vote in general membership issues.
  
3. Honorary Life Membership: Awarded by the President upon majority vote of the Board of Directors for service to the Club, having all of the rights and privileges of a general member and without membership cost to the recipient.
  
4. Junior Membership: To encourage young car enthusiasts (under age 21), to become more knowledgeable and have the ability to participate in all aspects of Club's functions. This class of member will not have the right to vote in general membership issues.

All rights and privileges of a General Membership shall extend to all individual persons in the member's immediate family; however, only the paid

member shall be entitled to vote. There may be more than one General Member per family upon the payment of the established dues.

Dues shall be payable upon receipt of a bill or a notice of same. Membership shall lapse and privileges terminated if dues are not paid by January 1<sup>st</sup> of the membership year.

No member shall be individually liable for any debts, obligations or any liabilities of the Organization as a non-profit Corporation, or for any other member of the Corporation.

#### **ARTICLE FOUR - MEETINGS**

The Annual General Membership Meeting (AGM) of this Organization shall be held on the first weekend of December in each and every year, except if such day be not feasible or a legal holiday, then, and in that event, the Board of Directors shall fix the day, but it shall not be more than two weeks from the date fixed by these By-Laws. Notice of this meeting shall be advertised in all places where Club calendars are posted. The Secretary shall cause every member in good standing of this Organization to receive, through all appropriate means, including but not limited to First Class Mail, e-mail, and/or The Coventry Cat<sup>SM</sup>, a notice telling the time and place of such Annual Meeting.

Regular meetings of the Board of Directors of this Organization shall be held at least four times per year, at the time and place determined by the President. Nothing herein shall be construed to limit the number of Board of Directors meetings that can be held in a calendar year.

The presence of not less than one (1) officer and five (5) members of the Board of Directors shall constitute a quorum and shall be necessary to conduct the business of this Organization; but a lesser number may adjourn the meeting for a period of

not more than two weeks from the date scheduled by these bylaws and the Secretary shall cause a notice of this scheduled meeting to be sent to all those members who were not present at the meeting originally called. A quorum as hereinbefore set forth shall be required at any adjourned meeting. Any notices to Officers and Directors under this paragraph may be by telephone or e-mail.

The President may call special meetings of this Organization when he or she deems it for the best interest of the Organization. Notices of such meeting shall be communicated by all appropriate means, including but not limited to First Class Mail, e-mail, and/or The Coventry Cat<sup>SM</sup>, to all members at their addresses as they appear in the membership roll book, at least fourteen (14) days before the scheduled date set for such special meeting. Such notice shall state the reasons that such meeting has been called, the business to be transacted at such meeting and by whom called. No other business but that specified in the notice may be transacted at such special meeting.

At the request of five (5) members of the Board of Directors or ten percent (10%) of the General Members of the Organization in good standing, the President shall cause a special meeting to be called, but such request must be made in writing at least fourteen (14) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting.

Social Club meetings of the Membership-at-Large may be conducted monthly at the time and place so designated by the President and Vice President of Events. Such meetings may include speakers on topics of Club interests and topics which advance the purposes of the Club as set forth herein. Notice of such meetings will be placed in The Coventry Cat<sup>SM</sup>, on the JANE website and other electronic media.

## ARTICLE FIVE - VOTING

At all regular and special meetings, except for the election of Officers and Directors, all votes shall be by a show of hands and require a majority of the members of the Board of Directors present to carry.

The President shall appoint a nominating committee of five (5) members in August. The nominating committee shall prepare a slate of officers and candidates for the expiring Board of Directors' positions. Candidates for the office of President must come from the existing Board of Directors. All other positions may be nominated from the General Membership. The slate shall be presented at the October meeting or at such other meeting that the Board may decide, prior to the Annual General Meeting. The membership shall be notified of the slate and the date and time of the Annual General Meeting via the Organization's Newsletter, The Coventry Cat<sup>SM</sup>, and other communication methods as may be appropriate, including but not limited to electronic communications. Nominations may be added by submission of names to the nominating committee no later than the October meeting. A candidate for office must have been a member of JANE for at least one year prior to the October meeting. The election of officers' ballots shall be held at the Annual General Meeting. The vote shall be by voice vote or secret written ballot if a majority of members in attendance so request.

At all votes by ballot, the chairman of the nominating committee of such meeting shall, immediately prior to the commencement of balloting, appoint a committee from one to three who shall act as "Inspector(s) of Election" and who shall, at the conclusion of such balloting, certify in writing, to the chairperson, the results. Said certified copy shall be physically affixed in the minutes book to the minutes of that meeting.

No inspector of election shall be a candidate for office, nor member of the Board of Directors, nor shall be personally interested in the question(s) voted upon.

## **ARTICLE SIX - ORDER OF BUSINESS**

The following shall be the order of business, and agenda of Board of Directors' Meetings:

- 1 - Roll call/Sign-in.
- 2 - Adoption of the minutes of the preceding meeting.
- 3 - Reports of officers.
- 4 - Reports of committees.
- 5 - Old and unfinished business.
- 6 - New business.
- 7 - Good and welfare.
- 8 - Adjournment.

## **ARTICLE SEVEN - BOARD OF DIRECTORS**

A Board of Directors shall manage the business of this organization consisting of no less than five (5), nor more than twelve (12) General Members together with the officers of this organization for a total of no more than seventeen (17). The Board of Directors shall include the immediate past President whose term has most recently expired, and whose term on the Board of Directors shall be for one year.



The Directors, other than the immediate past President, shall serve a term of three (3) years. Directors may stand for re-election with no limit on the number of terms served. Directors whose terms are expiring shall be chosen for the ensuing three-year terms at the Annual Meeting by written ballot or voice vote, as requested by the majority of members in attendance.

The Board of Directors shall have the control and management of the affairs and business of this Organization and shall provide for adequate liability insurance from a qualified surety company against all possible claims or losses. Such Board of Directors shall only act in the name of the Organization when it shall be regularly convened by its Chair after due notice to all the Directors of such meeting.

The President of the Corporation, by virtue of the office, shall be Chair of the Board of Directors and shall cast the deciding ballot in case of a tie vote. In the case of absence of the Secretary at a meeting, the Board of Directors shall appoint a temporary recording Secretary from one of their number. One (1) Officer plus five (5) of the members of the Board of Directors shall constitute a quorum for the purpose of Board meetings.

Voting may not be done by proxy.

The Board of Directors shall make such rules and regulations covering its meetings as they may, in their discretion, deem appropriate and necessary for the conduct of business.

Vacancies in the Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the vacant term.

A Director may be removed, when sufficient cause exists for such removal, by a two-thirds (2/3) vote of the Board. The Board of Directors may entertain charges against a Director. A Director may request a hearing and be represented by legal counsel. The Board of Directors shall adopt such rules, as it may in its discretion consider necessary for the best interests of the Corporation, for these hearings.

Any Director who has failed to attend fifty (50%) percent of the meetings of the Board of Directors during a calendar year, without sufficient reason or cause accepted by the Board in its sole discretion, shall be presumed to have voluntarily resigned his or her Directorship.

#### **ARTICLE EIGHT - OFFICERS**

The officers of this Corporation shall be as follows:

- I. President
- II. Vice-President of Events
- III. Vice President of Membership
- IV. Treasurer
- V. Clerk, who shall also be Secretary of the Corporation

At the Annual General Meeting of the Corporation, all officers shall be elected for the ensuing year to hold office, but in no case beyond the time when other officers shall be elected and accept office. The President shall be limited to two (2) consecutive one-year terms, but must be elected each year, unless the Board of Directors shall grant a waiver by a two-thirds vote of the Board for the President to serve one additional one-year term. Any individual may hold an additional office by vote of the Board of Directors, providing it is not in conflict with any bylaw.

## I. President

The President shall sustain an executive and advisory relation to the objectives, policies and goals of this Corporation. The President shall preside at all meetings and events at which he or she is present. The President shall discharge such other duties as may be required by the Board of Directors. The President, by virtue of the office, shall be the Chairperson of the Board of Directors. The President shall preside at each Annual Meeting of the Corporation and give an annual report of the affairs of the Corporation; shall appoint all committees whether temporary or permanent; shall see that all books, reports, records and documents as required by law are properly kept or filed; and have any and all such powers as may be reasonably construed as belonging to the chief executive of any such Corporation.

At the end of each year, the President shall have an independent review/audit of the Corporation's books by the Treasurer. The resulting report shall be presented to the Board of Directors no later than the February meeting of the following year.

In the event of the absence or inability of the President to exercise his or her office, the Board of Directors shall immediately, by majority vote, appoint any one of the members of the Board of Directors to be acting President of the Corporation with all the rights, privileges and powers as if he or she had been the duly elected President.

The President shall be an approved signatory on the corporate accounts. The Board of Directors shall, upon the approval of the majority of the Board of Directors, have the authority to authorize the President to draft and sign checks in the absence of the Treasurer. The Treasurer, along with the President, shall sign stocks, securities, contracts, mortgages, deeds of trust, leases, deeds and any other instruments as may require the signature of the Clerk of the Corporation.

## II. Vice President of Events

The Vice President of Events shall be responsible for the activities of this Corporation under the direction of the Board of Directors.

The Vice President of Events shall propose a calendar of events for presentation to the Board of Directors, enlist event Directors and shall be responsible for the execution of the full details of the various programs, their budgets and functions for the benefit of the membership and others which shall be determined from time to time by the Board of Directors.

The Vice President of Events shall make such reports and perform such other duties incident to the office as are required of him or her by the Board of Directors.

## III. Vice President of Membership

The Vice President of Membership shall be responsible for sending dues notices and collecting receipts according to the membership schedule determined by the Board of Directors, and for sending forms for personal and automotive information to be published in a membership list. The Vice President of Membership shall promptly forward any dues monies received to the Treasurer and notify the Treasurer of payments that are due to JCNA and provide filing of forms required by JCNA, and comply with all JCNA Rules and Requirements, not in conflict with the laws of the Commonwealth of Massachusetts.

The Vice President of Membership shall respond to inquiries regarding membership in the Corporation with an information package. Vice President of Membership shall welcome new members by an appropriate letter after receipt of the new members' dues. The Vice President of Membership shall maintain, keep and update a membership list and provide it for the publishing of membership information annually.

The Vice President of Membership shall notify the Editor of the Corporation Newsletter, The Coventry Cat<sup>SM</sup>, or other designated body, of all new members to ensure their receipt of all membership material.

The Vice President of Membership shall make such reports and perform such other duties incident to the office as are required of him or her by the Board of Directors.

#### IV. Treasurer

The Treasurer shall have the care, custody and control of all monies belonging to the Corporation; shall be solely responsible for such monies, gifts, or securities of the Corporation; and shall be the primary officer who shall sign checks or drafts of the Corporation, at the direction of the Board of Directors. The Treasurer shall be the sole required signatory on checks or electronic disbursements up to \$5,000.00. Checks over \$5,000.00 shall require the signature of both the President and Treasurer.

No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. Subject to such provisions as may be made from time to time by the Board of Directors, the Treasurer shall also have the care, custody and control of any and all contracts, mortgages, deeds of trust, leases and deeds of the Corporation, and shall keep proper books of account thereof, which books shall, at all times, be open to inspection by each Director of the Corporation.

The Treasurer shall promptly deposit the monies and securities of the Corporation in such depositories and on such terms and conditions as the Board of Directors may direct; and, when so deposited, the Treasurer shall not be personally responsible for their safekeeping. The Treasurer shall render such reports relating to the monies, funds, securities, investments and fiscal affairs of the Corporation

as may be required from time to time by the Board of Directors. The Treasurer, along with the President, shall sign stocks, securities, contracts, mortgages, deeds of trust, leases, deeds and any other instruments as may require the signature of the Clerk of the Corporation. The Treasurer may perform any and all duties, which are properly incident to the office. The Treasurer shall not invest any funds, transfer or dispose of any securities or other property, excepting on the authorization of the Board of Directors.

#### V. Clerk

The Clerk of the Corporation (herein “Secretary”), shall receive, make and keep the minutes and records of all meetings in appropriate books; shall issue notices of all meetings of the Board of Directors and any other Corporate meetings; shall keep proper records of all appropriations and authorizations of expenditures, as supplied by the treasurer; shall keep a record or a copy of same relative to contracts.

The Secretary shall present to the membership, and Board of Directors, any communication addressed to the Secretary of the Corporation. The Secretary shall attend to all correspondence of the Corporation and exercise all duties incident to the office of Secretary. The Secretary shall sign all instruments that require his or her signature.

The Secretary shall make such reports as the Board of Directors or the President may require.

The Secretary shall obtain and file or record any document or certificate required by any statute, whether federal, state or municipal. The Secretary shall be the official custodian of the corporate records and the Seal of the Corporation. The Secretary shall have the power to issue attested or certified copies of any and all records and documents of the Corporation.

## **ARTICLE NINE - COMMITTEES**

The President shall appoint all committees of this Organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the President.

## **ARTICLE TEN - DUES**

The dues of this organization shall be established by a majority vote of the Board of Directors no later than September 30th for the following year. If the Board of Directors does not establish a revised dues schedule, the existing dues structure will remain in force for the renewal year. The dues shall be payable, in full, by the first day of January for the membership year.

## **ARTICLE ELEVEN - AMENDMENTS**

These Bylaws may be altered, amended, repealed or added to by an affirmative vote of not less than two-thirds (2/3) of the Members of the Board of Directors.

## **ARTICLE TWELVE - NEWSLETTER**

The Corporation shall have an official periodic publication, a newsletter, which shall be called The Coventry Cat<sup>SM</sup>. This publication shall be the official communication correspondence of the Corporation; and shall be published in an acceptable format as often as monthly; or, at least bimonthly. The newsletter shall be distributed to the membership, by mail and/or electronically, as part of the membership dues structure.

There shall be an Editor appointed by the President and approved by the Board of Directors. The Editor will receive and arrange and publish all reports from

officers and committees. The Editor may, in his or her sole discretion, receive and publish any matter which he/she deems material to the intents, purposes and objectives of the Corporation. The Editor may accept advertising from any member or third persons according to the advertising fee schedule, which shall be approved by the Board of Directors. The Editor shall annually advise the Board of Directors of the expected costs and expenses connected with the publication of the Newsletter and report against that budget on a monthly basis.

### **ARTICLE THIRTEEN - CLUB SEAL, LOGO, INSIGNIA**

The Corporation, as a Club, shall have an official insignia and logo as referenced and displayed in Article One of these Bylaws.

It is recognized that the Club's use of this insignia and logo, which contains a licensed representation of Jaguar as "The Leaper", is authorized for such use by the Club as a sanctioned Regional Club in good standing with Jaguar Clubs of North America, Incorporated (JCNA). Jaguar Association of New England, LTD. (JANE) shall insure by all reasonable efforts, that the Club's logo will not be misused, misappropriated, copied or utilized for outside commercial purposes, and if information comes to the Club that such is occurring, then it will be reported to JCNA, Jaguar, or shall be addressed by the officers of JANE, as is deemed appropriate by the Board of Directors.

### **ARTICLE FOURTEEN - INDEMNIFICATION OF DIRECTORS**

The Corporation shall, to the extent legally permissible, indemnify any person serving or who has served as a Director of the Corporation, against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise, or as fines and penalties, and reasonable counsel fees, reasonably incurred by him or her, in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he or she may be



involved or with which he or she may be threatened, while serving or thereafter, by reason of his or her being or having been such a Director, except with respect to any matter as to which he or she shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation or (i) for any breach of his or her duty of loyalty to the Corporation; (ii) for acts or omissions not acted in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the Director derived an improper personal benefit; provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless:

(a) Such compromise shall be approved as in the best interests of the Corporation, after notice that it involves such indemnification:

(i) By a disinterested majority of the Directors then in office; or

(ii) By a majority of the members, exclusive of any interested Director or Officer; or

(b) In the absence of action by disinterested Directors, there has been obtained, at the request of a majority of the Directors then in office, an opinion in writing of independent legal counsel to the effect that such Director appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Corporation.

Expenses, including reasonable counsel fees, reasonably incurred by any such Director in connection with the defense or disposition of any such action, suit or other proceeding may be paid from time to time by the Corporation in advance of the final disposition thereof upon receipt of any undertaking by such individual to

repay the amounts so paid to the Corporation if it is ultimately determined that indemnification for such expenses is not authorized under this section. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any such Director may be entitled. As used in this Article, the term "Director" includes their respective heirs, executors and administrators, and an "interested" Director is one against whom in such capacity the proceedings in question or other proceedings on the same or similar grounds is then pending.

No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any Director with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

#### **ARTICLE FIFTEEN – DISSOLUTION**

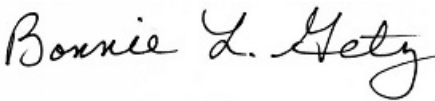
The Corporation may be dissolved at any time by a two-thirds (2/3) vote by its Board of Directors pursuant to all applicable provisions of law provided that advance due notice is given to the membership of any meeting called for such purpose at least fourteen (14) days before such meeting.

Upon dissolution of the Corporation, the Board of Directors, after paying or making provisions for payment of all debts and liabilities of the Corporation, shall arrange for the distribution of all remaining assets to a charitable cultural, educational, religious or scientific organization provided, however, that such organization at the time qualifies under Section 501(c)(3), 501(c)(6), 501(c)(7) and/or 501(c)(19) of the United States Internal Revenue Code as amended.

**COMMONWEALTH OF MASSACHUSETTS**

Date: September 11, 2019

The preceding (19) pages collectively constitute the Bylaws of the JAGUAR ASSOCIATION OF NEW ENGLAND, LTD. as of the date first above written.

Signed:   
Name, Clerk