

# **JAGUAR OWNER'S ASSOCIATION OF NORTH TEXAS, INC.**

## **BY-LAWS: dated 05/01/2016**

### **ARTICLE I**

#### **NAME**

**Section 1.** The Name of the Club shall be Jaguar Owners Association of North Texas, aka Jaguar Owners Assn. North Texas and hereinafter referred to as JOANT, or the Club, or the Association. The Club shall retain its former names of Jaguar Owners Association of the SouthWest, Inc. and Jaguar Drivers Club of North Texas, Inc., which two Clubs have consolidated into this one club named JOANT, so that those former names may not be used by any other club or organization.

### **ARTICLE II**

#### **OBJECTIVES**

**Section 1.** 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) Enjoyment and sharing of good will and fellowship engendered from owning, driving, maintaining, and reconditioning a Jaguar;
- (c) Sharing of information, technical and otherwise, that may be useful in maintaining and improving the operation and condition of Jaguar automobiles;
- (d) Participation by the members in those competitive and/or 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) Establish and maintain 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 III**

#### **MEMBERSHIP**

##### **Section 1. Membership Conditions:**

- (a) **Regular Membership** in the Jaguar Owners Association of North Texas, shall be open to persons who are owners of Jaguar automobiles and shall include membership in Jaguar Clubs of North America (JCNA).
- (b) **Family Members** shall be the immediate family of Regular Members.
- (c) **Associate Member** status may be granted to Jaguar enthusiasts not owning Jaguar automobiles, at the sole discretion of the Board Of Directors. Membership in JCNA shall not be included.

(d) **Social Member** status may be granted to a Member's friends not owning Jaguar automobiles, at the sole discretion of the Board Of Directors. Membership in JCNA shall not be included.

(e) **Company or Corporate Membership** may also be made available at the discretion of the Board Of Directors.

(f) **Membership** in JOANT is at all times contingent on full payment of Annual Dues as established by the Board Of Directors each year and adherence to the By-Laws herein. Annual Dues for Regular Members shall include those Dues assessed by JCNA for membership in JCNA. Any new member who joins the Club after September 15<sup>th</sup> and before December 31<sup>st</sup> of a calendar year shall be assessed one year's Dues to cover the period from the date of joining the Club until December 31<sup>st</sup> of the following year.

**Section 2. Membership Approval:** All new members shall submit a membership application form, which shall be reviewed by a member of the Board of Directors, as designated by the President, and then recommended to the Board Of Directors for approval or disapproval. In the event of disapproval the applicant in question shall be notified in writing within five days of said review upon a majority vote of the Board Of Directors to disapprove the application for membership.

**Section 3. Privileges of Membership:** All Members shall have the right to attend JOANT meetings and events, to vote for Officers and Directors of the club and to exercise such other rights as may be granted by these rules and By-Laws. No member shall have rights in or to the property or assets of the Association upon dissolution, and the Board Of Directors shall provide for the disposition of such property as provided under the Texas Business Corporation Act.

**Section 4. Club Regalia:** JOANT holds the rights to it's Name and Logo which may from time to time be used by JOANT on items of Regalia merchandise issued or sold by JOANT. Such Regalia items are but not limited to, Grill Badges, embroidered collared shirts, embroidered or silk screened t-shirts or sweaters, coffee mugs and other similar items approved by the Board of Directors. All such items which include the use of the JOANT Name or Logo must be approved by the Board of Directors. Members shall not use the JOANT Name or Logo for their own personal items without such express approval from the Board Of Directors. Failure by a member to comply shall result in disciplinary action by the Board Of Directors up to and including termination of membership.

**Section 5. Resignation or Termination of Membership:** It shall be a condition of membership that each member shall conduct themselves in accordance with JOANT standards, as established by the Board Of Directors, and satisfy at least one qualification of membership as described in Section 1, above. Failure to meet these requirements shall result in automatic termination when such conditions are no longer satisfied.

**Section 5. Definition of Voting Members and Dues:**

(a) **Regular Member** – one (1) vote on all matters put to the membership, subject to payment of full dues.

(b) **Family Member** - no voting rights, unless a member of the Board of Directors, and no dues.

(c) **Associate Member** – is a non-Jaguar owner membership with one vote on payment of full dues and can only hold office upon a majority vote by the Board of Directors.

(d) **Social Member** – a non-Jaguar owner social membership without any voting privileges, who cannot hold office, but who may attend JOANT functions upon payment of 50% of the Regular member annual dues

**(e) Company or Corporate Member** – no voting rights with dues to be determined by the Board of Directors on a case-by-case basis and cannot hold office.

## **ARTICLE IV**

### **AFFILIATED GROUPS AND CLUBS**

**Section 1. Affiliation with JCNA:** It is recognized that JOANT is a member of Jaguar Clubs Of North America, in the JCNA South Central Region and with the JCNA designated club number of SC-35

**Section 2. Affiliation with Other Groups:** The Board of Directors may from time to time, in furtherance of the objects and purposes of JOANT enter into affiliation agreements with other groups.

## **ARTICLE V**

### **MEMBERSHIP MEETINGS**

**Section 1. Place of Meeting:** All regular business meetings shall be held at such place and such time as the President by resolution shall determine.

**Section 2. Annual Meeting:** An annual meeting of the members shall be held in November or December of each year. The exact time and place of said meeting shall be specified by the President no later than thirty (30) days prior to said meeting.

**Section 3. Special Meetings:** Special meetings of the members may be called by the President or at the request in writing of two-thirds (2/3) of the Board of Directors or at the request in writing of two-thirds (2/3) of the members. Such request shall briefly state the purpose or purposes of the proposed meeting. The notice of such meeting, stating the time, place and object thereof, shall be e-mailed to each of the members at least ten (10) and not more than thirty (30) days before any such meeting, at such address as determined by the President or a majority of the Board of Directors.

**Section 4. Quorum:** A simple majority of the members entitled to vote, present in person or requested by proxy, shall be requisite and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided herein.

**Section 5. Voting:** At any meeting of the members of JOANT at which a vote by ballots shall be received and taken in charge, all questions touching the qualifications of voters shall be decided by the Board of Directors. Each voting member of JOANT shall, at every such meeting of JOANT, be entitled to vote on any matter duly coming before the meeting, such vote to be cast either in person or by proxy. Except as otherwise provided, by the laws of the State of Texas, Certificate of Incorporation or these By-Laws, all elections shall be had and all questions decided by a simple majority of the votes cast by those members representing a quorum.

## **ARTICLE VI**

### **BOARD OF DIRECTORS**

**Section 1. Number of Directors and Officers:** There shall be a Board Of Directors consisting of three (3) Directors and the five (5) Officers of JOANT. The Officers shall be a President, a Vice President, Secretary, Treasurer and Immediate Past President. Each shall hold office for a term as specified in ARTICLE VII Section 2 .

**Section 2. Vacancies:** If the office of any Director or Officer becomes vacant by reason of death, resignation, or disqualification, that vacancy shall be filled by vote of the Board of Directors present at a meeting called for this purpose. Any Member chosen to fill such vacancy shall hold the term of office assigned to the original Director or Officer.

**Section 3. Removal of Directors or Officers:** Any Director or Officer may be removed at any time either with or without cause by vote of two-thirds (2/3) of the members present or represented by proxy at any specially called meeting of the members for this purpose.

**Section 4. Additional Powers:** In addition to the powers and authorities expressly conferred upon it by these By-Laws, the Board of Directors may exercise all such powers of JOANT and do all such lawful acts and things as are not prohibited by statute or by Articles of Incorporation. Additionally, the Board of Directors shall set Membership Dues each year.

**Section 5. Meeting of the Board of Directors:** An Annual Meeting of the Board of Directors shall be held without further notice within 15 days immediately before or after the Annual Meeting of the members. Special meetings may be called by the President, with the request of any five (5) of the Board of Directors. Notice of special meetings shall be given by a Board Of Directors by mail or by e-mail. Such notice shall be given not less than five (5) days before the meeting. Meetings may be held at any time without notice if all the Board of Directors are present or if those not present waive notice of the meeting in writing.

**Section 6. Quorum:** Two-thirds (2/3) of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

## ARTICLE VII

### **OFFICERS AND DIRECTORS**

**Section 1. Election of Officers and Directors:** There shall be elections in November or December of each year, voted upon by the voting membership, for any vacancies of President, Vice President, Secretary, Treasurer or Director. No salary or other compensation shall be paid to any Officer or Director.

**Section 2. Term of Office:** The officers of JOANT shall hold office for a term of two (2) years and then until the election and qualification of a respective successor. The President's term of office is limited to one (1) single term of two (2) years but may be extended for additional terms only if there are no other candidates for the position and if such extension is specifically approved by the Board of Directors. The Past President shall serve until the current President's term expires. One Director shall serve for one (1) year, one Director shall serve for two (2) years, and the third Director shall serve for three (3) years so as to thereafter provide at least one (1) Director vacancy each year.

**Section 3. Powers and Duties of the President:** The President shall be the principal administrative officer of JOANT and shall, subject to the authority of the majority of the Board of Directors, be responsible for the management and direction of its business and affairs. The President shall appoint Chairpersons as necessary to run and oversee specific limited duration programs, shall preside at all meetings of the Board of Directors and of the Members and shall perform all the duties normally incident to their office, and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors.

**Section 4. Powers and Duties of the Vice President:** The Vice President shall serve as acting President in the absence of the President at any regular or called meeting of the Board of Directors or of the Members and shall perform such other duties as agreed with the President. The Vice President shall assist in the planning

monthly meetings, other activities which may involve Jaguar or any other car clubs. The Vice President shall also be responsible for the presentation of Club Regalia items by appointing a Regalia Chairperson.

**Section 5. Powers and Duties of the Secretary:** The Secretary shall attend all sessions of the Board of Directors, Officer meetings and all meetings of the Members, and act as clerk thereof, and record all votes and the minutes of all proceedings in the book to be kept for that purpose, and shall perform like duties for any committee of the Board of Directors when required. The Secretary shall caused to be given notice of all meetings of Members, Officers and Directors, and shall perform such other duties as pertain to this office. The Secretary shall be responsible for the safe custody of the seal of JOANT and, when authorized by the Board of Directors, affix it to any instrument. The Secretary shall be responsible for the timely and accurate filings of corporate minutes to all Federal, State and local entities as required by law.

**Section 6. Powers and Duties of the Treasurer:** The Treasurer shall have manage all the corporate funds and securities, and shall keep full and accurate accounts of receipts and disbursements in books belonging to JOANT, and shall deposit all moneys and other valuable effects in the name and to the credit of JOANT in such depositories as may be designated by the Board of Directors. The Treasurer, no less than one time per year, shall be required to provide accurate financial statements of JOANT funds to the Board of Directors. Additionally, the Treasurer shall be responsible for the timely submission of accurate financial information to Federal, State and local authorities as required by law. The Treasurer is responsible for the accurate and up-to-date listing of all members in good standing and shall coordinate with the Membership Chairperson to build the association membership.

**Section 6. Powers and Duties of the Past President and Directors,** The Past President and Directors shall serve as ad hoc advisers to the Officers of JOANT and provide assistance in the running of the club as needed. If the office of the President becomes vacant by reason of death, incapacity, resignation, disqualification or inability to serve, they shall nominate a person to fill out the remaining term of the President and such nomination shall be approved as outlined in Article VI, Section 2.

**Section 7. Appointed Positions:** Non-elected positions shall be appointed by the Board Of Directors to handle specific duties, such as but not restricted to, Web-Master, Editor, Concours Chair, Chief Judge, Spring Fling Chair, Rally Chair, Slalom Chair, Membership Chair, Regalia Chair, and Short Excursion Coordinator. These positions shall not include Board Of Directors voting rights

**Section 8. JCNA Delegates:** The President and one other member, to be appointed by the President and subject to approval by the Board of Directors, shall represent JOANT at the Annual National Convention/AGM of the Jaguar Clubs of North America ("JCNA"). In the event the President cannot attend the JCNA AGM, the Board of Directors, shall appoint an alternate.

## ARTICLE VIII

### **DISSOLUTION**

**Section 1. Dissolution by Members:** The Association may be dissolved at any time by a vote of the eligible Members, 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 Association Property upon Dissolution:** No member of the Association shall have the right to receive any of the Association's property upon dissolution of the Association, but the Board of Directors shall, after paying or providing for the payment of all debts of the Association, direct that its remaining property and assets shall be disposed of in a proper and lawful manner.

## ARTICLE IX

### CORPORATE SEAL

**Section 1. Seal:** The seal of the Association shall be in a circular form and shall bear the words Corporate Seal.

## ARTICLE X

### WAIVER OF NOTICE

**Section 1. Waiver of Notice:** Any Officer or Director may waive any notice requirement to be given under these Bylaws. Such waiver should be in writing and submitted to another member of the Board of Directors.

## ARTICLE XI

### AMENDMENTS

**Section 1. Amendments:** Subject to the limitations imposed by law, these By-Laws may only be amended: **(a)** by a vote of two-thirds (2/3) of the entire Board of Directors in favor of such an Amendment herein at any regular meeting of the Board, or **(b)** by the written consent of the whole Board of Directors, or **(c)** by vote of two thirds (2/3) of the Members either present at any regular or special meeting of the Members called for that purpose or by proxy.

## ARTICLE XII

### RULES OF ORDER

**Section 1. Rules of Order:** All meetings shall be conducted under Roberts Rules of Order.

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### **Bylaws Signature Page for current JOANT members only.**

(New members will sign the Membership Application)

I have read, understood and agree to abide to these Bylaws of JOANT

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Please print and sign this page and mail it to:

JOANT, 6015 Azalea Lane, Dallas, TX 75230