

**DELAWARE VALLEY JAGUAR CLUB,
INC.**

CONSTITUTION AND BYLAWS

Adopted August 3, 2009

Amended December 16, 2018

DELAWARE VALLEY JAGUAR CLUB

Affiliated with JAGUAR CLUBS OF NORTH AMERICA, INC.

CONSTITUTION and BY-LAWS

PREAMBLE

The goal of this constitution and by-laws is not to anticipate all contingencies or to attempt to regulate all possibilities, but to present a simple, broad, general framework within which the members of the club may organize themselves to achieve their purpose, now and in the future.

ARTICLE-I, Name

This club shall be known as the DELAWARE VALLEY JAGUAR CLUB, INC. (hereinafter referred to as "DVJC") and will be affiliated with the Jaguar Clubs of North America, Inc. ("JCNA").

ARTICLE-II, Purpose

The objectives and purpose of the club are to promote, foster and encourage a spirit of mutual interest and assistance for Jaguar automobile enthusiasts; to promote favorable relationships with the general public; to be a technical guidepost to Jaguar owners; to be a social organization; to exchange ideas; and to promote and demonstrate driving proficiency and safe driving habits in accordance with applicable laws; and to authorize the purchase, rental and leasing of all kinds of property, real and mixed, for carrying out such activities insofar as permitted for non-profit corporations under the general laws of the Commonwealth of Pennsylvania. The DVJC is organized for pleasure, recreation, and other similar non-profitable purposes and substantially all of its activities are for these purposes.

No part of the net earnings of the DVJC shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these bylaws, the DVJC shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE-III, Membership

Section A Anyone of good character who has an interest in owning, driving or admiring a Jaguar automobile may apply for membership in the DVJC.

Section B - There shall be three (3) classes of membership.

- 1) A General Member is deemed to include the primary member and his or her spouse or significant other living in the same household and children of the member 18 years of age or younger (i.e. up to the year in which the child turns 18). The primary member will receive one copy of each club mailing.
- 2) Youth Enthusiast member 25 years of age or younger. Will receive one copy of each club mailing.
- 3) Honorary- Extended by the officers, by unanimous decision and approved at a general membership meeting to someone who has given of his or her time and or facilities to the club well beyond what is normally expected. A second reason, approved in the same manner, would be to acknowledge someone of notoriety who has a Jaguar.

ARTICLE-IV, Officers

Section A There will be seven (7) officers. They will be the President, Vice-President, Secretary, Treasurer and three (3) Directors. All officers shall serve for two-year terms.

Section B Conflict of Interest Policy. The DVJC is aware that acquiring goods or services from, or engaging in transactions with, its officers, directors or entities in which they have a financial interest or with which they are affiliated (collectively such persons and entities are referred to as "Interested Persons") may create an appearance of impropriety. In order to protect the DVJC against any improper appearance, the DVJC will restrict its business dealings with Interested Persons as follows:

1. The DVJC may acquire goods or services from, or otherwise transact business with, an Interested Person only if the goods or services are provided to the DVJC, or the transaction is, on terms no less advantageous to the DVJC than the terms that the Interested Person generally extends to others. Moreover, the DVJC anticipates that any such acquisition may be on terms that are more advantageous to the DVJC than those generally extended by the Interested Person to others. Additionally, the transaction must be approved as set forth in Section 2.

2. Whenever the DVJC is considering acquiring goods or services from, or entering into a transaction with, an Interested Person, the details of the relationship of the officer or director to the transaction (including his or her interest in the Interested Person, if other than officer or director) shall be disclosed in writing to the Board of Directors. The DVJC shall enter into a transaction with an Interested Person only if at least a majority (two-thirds) of the Directors then serving approve the transaction as being fair to and in the best interests of the DVJC. For purposes of the preceding sentence, any director who is (or has an interest in) the Interested Person who is a party to the proposed transaction shall not be considered a director then serving (including, without limitation, for the purpose of determining a quorum), shall not participate in the vote on the transaction and shall withdraw from the Board meeting during the decision on approval of the transaction.

BY-LAWS

Article I. Governing Body (also known as the Executive Committee)

Section 1. President- He or she shall preside at all meetings of the club; shall be responsible for the overall direction and well-being of the club.

1.1 Shall fill any vacancies of the elected officers until the next election.

1.2 May along with a majority vote of the executive committee appoint committee heads for a particular purpose or event such as the concours or a competition event or social event.

1.3 Shall be responsible for the club owned property and see to the transfer of such property to the succeeding club president.

Section 2 Vice President - He or she shall preside at any meeting when the President is absent and shall assist the President whenever possible.

2.1 Will assume the President's position if the President was unable to fill his or her term. Will appoint the new Vice President until the next election.

Section 3 Secretary - He or she shall document and record all official meetings of the club and of the executive committee meetings.

3.1 Shall see to the storage of all past and present documents of the club and see to the orderly transfer of such documents and records and seal to any succeeding club secretary.

Section 4 Treasurer - Shall be responsible for the funds of the club and administer and preserve all records of all financial dealings of the club.

4.1 Shall submit a year-end financial and accounting statement to the officers and membership and a budget for the following year. Shall when asked submit a brief financial statement when called for at a general meeting or executive committee meeting.

4.2 With the assistance of the membership chair, shall be responsible for dues notices and dissemination of membership cards and packets to paid up members and maintaining the membership directory; shall be responsible for dissemination of membership information and literature.

Section 5 Director - Along with the other officers will form the executive committee. Will help run the club and aid the President whenever possible. One director will serve as membership chairperson.

5.1 The Membership Chairperson shall be responsible for assisting the Treasurer in communication with new and renewing members, collecting dues making deposits of dues, compilation and dissemination of membership information and maintaining the membership directory.

Section 6 Executive Committee meetings must be held at least once every three months, more often if needed. Notice of these meetings must be given at least five days in advance of same. Regularly scheduled club meetings will be announced in the DVJC newsletter (hereinafter referred to as "*The Purr*") and all members are invited to attend.

Article II Dues and Finances

Section 1 Dues per class of membership

Class 1 - General Membership fee will be determined by the governing body.

Class 2 - Youth Enthusiast- Membership fee will be determined by the governing body

Class 3 - Honorary - None.

Section 2 All classes of members will be entitled to receive all editions of *The Purr* as they are published. With a membership in the DVJC members are also registered and become members of the JCNA.

Section 3 Any expenditure for club owned property must be voted on by the executive committee. If necessary, such votes may be taken by phone or other electronic means. Unbudgeted expenditures necessary for the running of club events, etc. must be approved by the executive committee if they exceed \$500.00.

Section 4 Club checks or electronic transfers in excess of \$500 require the approval of two of the following officers: President, Vice President, Secretary and Treasurer. Approval can take three forms:

- a. Two signatures on checks.
- b. One signature on checks with written approval by a second designated officer by email.
- c. One signature on checks with written approval by a second designated officer on a receipt submitted for payment.

Article III Elections

Section 1 All nominations will be solicited in the October *The Purr* and presented to the membership in the November *The Purr*. Nominations from the members, including self nominations, will be accepted.

Section 2 To run for an office a member must be in good standing (dues paid) and have been a member for at least six months.

Section 3 Election of officers will take place at the appropriate annual meeting held in December. In addition to presented nominations and those sent to the Membership Chairperson, nominations will be accepted from the floor. Following the close of nominations from the floor a voice vote by all eligible members will take place. If the voice vote is not decisive a vote by show of hands will be taken.

Article IV Meetings

Section 1 Other Events open to the membership, including sanctioned and social events, may be considered a general meeting for the purposes of conducting club business, provided that notice is given of the nature of the business to be conducted.

Section 2 A special meeting may be called by the President or a majority of the executive committee whenever they deem expedient. Notice of such meeting must be date stamped at least eight (8) days prior to the date of same.

Section 3 The presence of at least ten (10) voting members at any regular or special meeting shall constitute a quorum for the execution of business.

Section 4 Roberts Rules of Order may be invoked by the President or a majority of the elected officers if deemed necessary at any meeting.

Article V Amendments to the Constitution or By-Laws

a. The proposed amendment must be made in writing and presented to an officer. The proposed amendment may be presented in person, by mail, or by electronic means.

b. Said proposed amendment will be read aloud and a discussion period will be permitted at an executive committee meeting.

c. A vote will be taken to determine whether the proposed amendment will be submitted to the general membership for a vote.

d. If submission to the membership is approved, a copy of the proposed amendment will be included in the next publication of *The Purr*.

e. A vote on the proposed amendment will take place at the next general membership meeting. Written notice shall be given to each member that one of the purposes of the meeting is to consider the adoption, amendment or repeal of the bylaws. A two thirds majority of the members in attendance will be required for adoption.

Article VI Impeachment

Section 1 Any member may be impeached from the club if he or she behaves in a manner unbecoming or harmful to the club. The matter would be brought up at a regular or special meeting and voted on by the members present. The majority will rule. The member(s) in question would be notified of the results as soon as possible.

Section 2 No reimbursements of any kind will be due to any member so impeached.

ARTICLE V. DISSOLUTION

Section 1. Dissolution by Members: The corporation may be dissolved at any time by a vote of the 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.

Upon dissolution of the corporation, the Board of Directors, after paying or making provision for the payment of all the liabilities of the corporation, shall arrange for the distribution of the remaining assets for one or more exempt purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VI. NON-LIABILITY AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Non-Liability: The corporation and its Directors and Officers shall not be liable to any of its Members for any statements, errors or omissions in any reports sent out by the corporation, whether the same shall be due to the negligence of the corporation, or of said Directors or Officers and each and every Member or those that may hereafter become Members shall be deemed to have expressly released the corporation, its Directors and Officers from any and all liability for such statements, errors and omissions, and obligations, acts, steps or plans entered into or undertaken by the corporation on behalf of its Members.

Section 2. Indemnification: Each present and future Director and Officer whether or not then in office, shall be indemnified by the corporation against expenses actually and necessarily incurred by or imposed upon him/her (including but not limited to judgments, costs and counsel fees) in connection with the defense of any action, suit or proceeding in which he/she is made party by reason of being or having been a Director or Officer of the corporation except in relation to matters as to which he/she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty for the corporation. Such indemnification shall not be deemed exclusive of other rights to which such Director or Officer may be entitled, under any other bylaw, agreement, a vote of the Members or as a matter of law, or otherwise.