

Jaguar Clubs of North America, Inc.

Bylaw Change Form



1. Open this form and save it to your hard drive.
2. With the form open, press the **Tab** key to move through the fields and type the information in.
3. When done, save the form and close it.
4. Email, or USMail the form to:

JCNA Secretary
500 Westover Dr. #8354
Sanford, NC. 27330

Secretary@JCNA.com

Questions call 888-258-2524 “other inquires”

As per the JCNA Bylaws, the bylaws may be amended at any annual general meeting or special meeting by a vote of two-thirds (2/3) of the voting members present, or represented by proxies, provided a copy of the proposed amendment(s) has been included in the call of the annual or special meetings at least **forty five (45)** days prior to the AGM.”

Article Number and title Throughout the document

Section Number and title Multiple locations need grammar corrections

State current bylaw, if any
 (Use separate sheet if necessary)

See attached page

State proposed bylaw or change
 (Use separate sheet if necessary)

See attached page.

Reason for Change:
 (Use separate sheet if necessary)

Grammar corrections. **THERE WILL BE NO CHANGES TO THE MEANGINGS OF THE ACTUAL TEXT.**

Name:	Steve Kennedy		
Club Name:	JCNA Secretary & from the Rocky Mtn. Jaguar Club		
Phone Number:	303-489-3955	Fax No:	
Email:	skennedy@ecentral.com	Cell No:	
Postal Address:	8137 Zang St.		
City, State, Zip:	Arvada, Colorado 80005		
Date submitted:	March 3, 2025		

29 grammar corrections found so far

Paragraph spacing and word spacing

Section 2. Annual General Meeting Notices and Deadlines: The JCNA Secretary shall post the dates and places of future AGMs on the JCNA web site and in their official JCNA publication to be mailed, postpaid, to each JCNA member at their address of record no later than forty-five (45) days following such determination.

All proposals to be presented at an AGM must be submitted to the JCNA Secretary at least forty-five (45) days prior to that AGM. The secretary must submit any proposed AGM Agenda item to either the Regional Directors, JCNA Executive Committee, JCNA Board of Directors or the appropriate committee for their approval or review before an item gets put on the AGM Agenda. It is the duty of the JCNA Secretary to remind the members regularly of the submission deadline.

Paragraph spacing and word spacing

Section 4. Board of Directors Meetings: Except as otherwise provided, meetings of the board of directors will be called by the president or board when necessary or suitable to the activities of JCNA. All meetings shall be held at such place or in such manner as provided herein as the board of directors by resolution shall determine. The board will meet no less than once per year.

Special board meetings may be called by the president and shall be called by the president or other officer performing his duties upon the written request of six (6) directors. Notice of special board meetings shall be given by the secretary or other officer performing the secretary's duties, orally, by telegram, by electronic means, or by mail, not less than five (5) days before the meeting. Meetings may be held at any time without notice if all the directors are present or if those not present waive notice before the meeting in writing.

Board meetings (other than the annual meeting which shall be held in person unless forbidden by travel ban, pandemic, or other natural disaster) may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as the Board may approve in corporate policies, provided that notice of the meeting is given to all Board members and a quorum of the Board participates in such meeting.

The minutes of all Board meetings, except executive sessions, shall be published on the JCNA website.

Paragraph spacing and word spacing

Section 5. Executive Committee Meetings: The executive committee will meet at such times and locations as they may determine by vote or at the call of the president. Executive committee meetings may be held in person, by telephone or other electronic conference call or electronic on-line conference meeting, by email or in such other manner as the Board may approve in corporate policies, provided that notice of the meeting is given to all executive committee members and a quorum of the executive committee participates in such meeting.

The minutes of all executive committee meetings, except executive sessions, shall be published on the JCNA website.

Word spacing

Section 6. Quorum: For the purpose of a board of directors meeting, one half of the voting members shall constitute a quorum for the transaction of business at any meeting. For the purpose of an executive committee meeting, three of the members of said committee shall constitute a quorum. For the purpose of an AGM or special meeting, a majority of the members entitled to vote, present in person, online, electronically or represented by proxy shall be

2022 JCNA Bylaws - Page 4

requisite and shall constitute a quorum at all meetings of the members for the transaction of business, except as otherwise provided by law. If, however, such majority shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person online or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the requisite number of members shall be present. At such adjourned meeting at which the requisite member or members shall be represented, any business may be transacted which might have been transacted at the meeting as originally called.

Paragraph spacing and text correction, “six” should be “6”

Section 10. Changes Reserved to Meetings: No competition rules change shall take effect unless approved by majority vote at a meeting as defined in Article IV, Section 1,3, and six.

Any such changes shall first take effect at the start of the competition season following the enactment. The board of directors may, for Competition Events, establish or modify rules and requirements for safety, legal, insurance or other similar reasons with effective dates independent of the competition year.

Word spacing

ARTICLE V. OFFICERS: ELECTION AND APPOINTMENTS

Section 1. Officers: The officers of JCNA shall be the president, vice-president, and treasurer. The president and vice-president must be elected members of the board of directors. The secretary must be a member in good standing of JCNA and serve at the discretion of the board of directors, but not to exceed two years without review, with approval of a two-thirds vote of the Board of Directors and shall be member of the board of directors during such service.

The treasurer must be a member in good standing of JCNA and serve at the discretion of the board of directors, but not to exceed three years without review, with approval of a two-thirds vote of the Board of Directors and shall be a member of the board of directors during such service.

Word spacing

Section 2. Election of Officers: Annually, by January 15th, or upon notification of being newly elected, each member of the board of Directors desiring to be considered for a JCNA officer position shall notify the Nominating Chair of a willingness to serve. Only elected Regional Directors are eligible to be nominated for president and vice-president.

The Nominating Committee, annually, at least sixty (60) days prior to the AGM, will prepare a list of one or more candidates each for president and vice president and present it to the affiliates.

On the day of the AGM, the list of nominees will be presented to the delegates. Nominations of other Regional Directors may also be made from the floor. When all nominations have been made, the two officers consisting of president and vice-president will be elected by majority vote of the delegates present in person or by proxy. The new board and officers shall take office upon completion of the business of the AGM.

Word spacing

Section 4. Powers and Duties of the Vice-President: The vice-president shall be the deputy chief executive of the corporation and shall, when authorized, assume, and perform the duties of the president in the event that absence, death, inability, or refusal of the president makes it impossible for said president to perform the office's assigned duties. In so acting, the vice-president shall have all the powers and restrictions of the president. The vice-president shall assist the president and the board of directors in conducting projects or policies of the corporation and shall perform specific duties and projects as from time to time may be assigned by the president and the board. Should the vice-president be either unwilling or unable to perform his or her duties, the member of the Executive Committee is to fill that position and the Board is to select a new member for executive committee.

Word spacing

ARTICLE VI. DIRECTORS

Section 1. Board of Directors: The property and business of the JCNA shall be managed by its board of directors, consisting of (a) two directors from each of the six regions, to be elected by the membership for a term of two years until the next AGM; one director from each region to be elected on even numbered years and one on odd numbered years, (b) the immediate past president, (c) Jaguar Land Rover NA LLC- designated director, (d) the treasurer (e) JCNA Secretary, and (f) Legal Counsel, when not otherwise a director. Each director shall have one vote.

In accordance with Article V, Section 2, last sentence of paragraph 3, each newly elected director shall begin his/her term upon completion of the business of the AGM. Newly elected directors may participate in the BoD meeting(s) held between their election and the next AGM but do not have a vote.

Word spacing

Section 2. Rules, Regulations and Policies: The board of directors shall have the power to make, adopt and enforce such rules, regulations, and policies consistent with law, the Articles of Incorporation of the Corporation, or these Bylaws as it may deem advisable for, the management administration and regulation of the business and affairs of the corporation.

2022 JCNA Bylaws - Page 7

The board of directors may employ or otherwise retain persons or organizations to assist in administering its activities or otherwise accomplishing the purposes of the corporation, who shall have such duties and title as the board of directors may provide and who shall be accountable to and may be removed by action of the board of directors.

Paragraph spacing and word spacing

Section 4. Nominating Committee: The board of directors shall appoint a nominating committee consisting of three (3) members in good standing, which may receive nominations for regional directors, and will prepare a slate of candidates. The report of the nominating committee shall be made in writing to the board of directors no later than September 1 and thence to the general membership by the official JCNA publication or by written notice mailed postpaid to each JCNA group at such address as appears on the books of JCNA at least thirty (30) days before the election takes place. Premature Self-announcement or promotion of the individual's candidacy beyond the membership of the individual's own Club prior to the official publication and general notification of ALL candidates in the JJ may be considered as inappropriate action and could lead to censorship. The Candidates should state their Qualifications and plans for action or perceived improvements for their Region in their BIO - as published in the JJ.

→ In the absence of nominations from any region, the board of directors will designate a regional director to serve that region.

Paragraph spacing and word spacing

2022 JCNA Bylaws - Page 8

– the damaged ballot must be returned to the JCNA Administrator for exchange for a substitute official ballot. This substitute ballot will be marked to indicate that it is a Substitute, but Official-Ballot.

→ As so indicated in the instructions printed on the ballot –each individual membership is permitted only one vote, and only for the desired Candidate seeking election as the Regional Director pertaining to the member’s primary JCNA-affiliated club. If the member belongs to more than one JCNA-affiliated club only one official ballot may be cast. If more than one ballot is cast by the individual membership – neither ballot will be counted.

→ Ballots must be completed and returned by mail or other current day technology as agreed upon by the JCNA Executive Committee and the JCNA Administrator and must be received at the designated location no later than the date specified. The designated address on the ballot shall be determined by the JCNA Executive Committee and the JCNA Administrator but shall not be the address of any JCNA member. No member of the nominating committee shall be running for any JCNA elected position at the time of the election. The results of the JCNA election shall be sent to the JCNA Administrator.

Space after “(3)”

Section 6. Vacancies: If the office of any director becomes vacant by reason of death, resignation, retirement, disqualification, removal from office or otherwise, the vacancy may be filled by an appointment by the President with approval of the Executive Committee and the Regional Director of the region involved. Any director chosen to fill such vacancy shall hold office until the next regularly scheduled election. In the event that the board votes to create a new region by splitting or rearranging existing ones, two (2) regional directors will be elected by the appropriate JCNA group, one for a one-year term and one for a two-year term. In the next election year, one of the two regional directors shall stand for election as provided in Article VI, Sections 1 and 3.

A regional director may be removed by the Board of Directors for failure to attend three (3) consecutive Board of Director meetings without just cause as determined by the Board of Directors.

Regional directors will monitor activities of all JCNA groups in the region and assist in the planning and coordination of events held by JCNA groups in the region. Regional directors will work with JCNA groups in the region to ensure timely submission of reports, dues payments, and other items required by the JCNA. They will make every effort to promote growth of existing JCNA groups, the development of new JCNA groups and the general well-being of the JCNA groups within their region. Regional directors are eligible for and may be assigned by the board to chair or membership of one or more JCNA committees. Board members serving on a committee of two or more members shall not constitute a majority of that committee.

ARTICLE VII. EXECUTIVE COMMITTEE

Section 3. Vacancies: Vacancies in the executive committee shall be filled by appointment by the president or acting president until the next meeting of the board of directors.