

**BY-LAWS
JAGUAR AFFILIATES GROUP OF MICHIGAN**

**ARTICLE I
NAME AND PURPOSE**

Section 1. Name. The Corporation shall be called the JAGUAR AFFILIATES GROUP OF MICHIGAN.

Section 2. Purpose. Its purpose shall be the encouragement of, and the promotion of sporting and social events, the exchange of information, technical and otherwise, and matters of general interest to Jaguar owners and enthusiasts.

Section 3. Legal Status. The Corporation is a non-profit corporation organized on a non-stock membership basis under the laws of the State of Michigan, having been duly incorporated on November 27, 1967.

**ARTICLE II
ELIGIBILITY FOR MEMBERSHIP, DUES AND SUBSCRIPTIONS**

Section 1. Membership. Membership is open to anyone owning or interested in Jaguar automobiles.

Section 2. Acceptance. The Board of Directors shall have the right to use its discretion in accepting or declining any application for membership.

Section 3. Dues and Subscriptions. The annual dues and subscriptions for members shall be decided by the Board of Directors for the ensuing year, and all dues shall be payable before each December 31st in order for a member to preserve his or her chronological number and be entitled to a listing in the annual membership directory. New members joining the club after September 1st of any calendar year shall be considered as being paid in full for the following calendar year. Fully paid members shall be entitled to all the benefits of membership.

Section 4. Members. Any person owning a Jaguar automobile, or being interested in Jaguars, shall be entitled to apply for a membership. Spouses/significant others of members shall be considered as regular members without the payment of any additional dues.

Section 5. Honorary Members. The Board of Directors may use its discretion to elect nonvoting Honorary Members on such terms and conditions as it may decide.

Section 6. Complimentary Membership. The Board of Directors may use its discretion to grant temporary nonvoting membership at no cost on such terms and conditions as it may decide.

Section 7. Termination of Membership. Any member wishing to resign from the club may at any time, terminate membership by written notice mailed to the Secretary or the Membership Chairperson, and such termination shall be effective upon receipt of such notice. Any member may be terminated at any time, with or without cause, by a vote of a two-third's (2/3) majority vote at a quorum of the Board of Directors at a regular meeting of said Board. Failure to pay dues will

result in automatic termination of membership.

ARTICLE III OFFICES

Section 1. Offices. The corporation shall maintain a registered office within the State of Michigan at such place or places as determined by the Board of Directors.

Section 2. Resident Agent. The corporation shall also maintain a Resident Agent as required by law.

ARTICLE IV MEETINGS

Section 1. Place of Meeting. Any and all meetings of the members of the corporation may be held in or out of the State of Michigan.

Section 2. Notice. Notice of meetings shall be given to all members by publication in the club's monthly newsletter, The Indicator. The notice shall be prominently displayed, and the issue of The Indicator containing the notice shall be addressed and mailed, postage prepaid, or electronically transmitted to all members entitled to vote at the meeting not less than ten nor more than 60 days before the meeting.

Section 3. Special Meetings. Special meetings for any purpose may be called at any time by the President, Secretary or by the Board of Directors, or by a vote of not less than one-fifth (1/5) of the members entitled to vote.

Section 4. Voting. At all meetings of the Corporation, each membership shall be entitled to one (1) vote. Honorary and Complimentary members shall not be entitled to vote. All voting shall be in person and be performed in a manner determined by the Board of Directors.

Section 5. Quorum. Ten percent (10%) of the membership entitled to vote at any meeting properly called shall constitute a quorum for the transaction of business.

Section 6. Number of Votes to Decide. When a quorum exists at any meeting, the vote of the majority of the votes cast by the members shall decide any question properly brought before such meeting, unless a greater majority is required by law, these bylaws, or the Articles of this Corporation. Upon demand, any member may require any question to be decided by written ballot.

Section 7. Annual Business Meeting. At the discretion of the Board, an Annual Business Meeting can be held for the purpose of conducting general business matters of the Corporation. These business matters can include, but not limited to, proposed changes to the Bylaws of the Corporation, conditions of membership, financial matters such as dues and disbursements of funds from the Corporation and any general matters raised by eligible members of the Corporation.

ARTICLE V

OFFICERS and DIRECTORS

Section 1. Number of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) directors, as determined by resolution of the Board from time to time. If the Concours Chairperson is not a director, he or she shall be entitled to receive notice of, to attend, and participate in discussions at all Board meetings, but shall not be entitled to vote.

Section 2. Term. The members of the Board duly elected by proxy, mailed out with The Indicator, returned by mail, turned in at the General Meeting or submitted by e-mail and shall hold office until their successors are elected.

Section 3. Eligibility. Any member or his or her spouses/significant other who is in good standing may be nominated for the Board of Directors.

Section 4. Nomination. The Board of Directors at the October regular Board meeting shall place in nomination a slate of candidates who have expressed a desire to run for the Board. In addition, nominations from members will also be accepted at the General Meeting. Any person nominated from the floor shall be seconded by at least one other member before having his or her name placed on the ballot for directors.

Section 5. Vacancies. Vacancies or new Board positions may be filled by a majority of the directors then in office, even if not a quorum.

Section 6. Committees. The Board of Directors may appoint one or more of their members to act as an executive committee to exercise the authority of the Board (subject to the limitations required by Michigan Law) between its regular or special meetings. It may also appoint other committees with such powers as it chooses to delegate.

Section 7. Meetings. Meetings of the Board shall be held at least monthly, or at such times as agreed upon by a majority of the directors. There shall, after the annual meeting of the Corporation to elect directors, be an annual meeting of the Board to select officers, as provided in Article V, Section 13, except the President, who shall be elected by the membership.

Section 8. Quorum and Voting. At all Board meetings the presence of a majority of the directors then in office shall be necessary to constitute a quorum for the transaction of business. Each director shall have one (1) vote. Unless a greater majority is required by law, the articles of incorporation, or these bylaws, the acts of the majority of directors present at a meeting at which there is a quorum shall constitute the acts of the entire Board. The Board may not by vote or decision modify or negate any amendments, policies, actions, or decisions approved by a quorum of the voting membership at any meeting.

Section 9. Order of Business. The order of business at Board meetings shall be as they shall determine from time to time.

Section 10. Board Action Without Meeting. In lieu of a meeting, the Board may take written action by unanimous consent, which written action shall be filed with the minutes of the corporation.

Section 11. Fees and Compensation. Directors shall serve without compensation, provided, however, that they may be reimbursed for club expenses advanced the same as any other member, provided that such reimbursement is approved by the Board.

Section 12. Removal. At any meeting of the general membership called for the purpose of removing a member of the Board of Directors, such director may be removed, with or without cause, by a vote of the majority of the members entitled to vote at an election of directors. Any director not being removed by such a vote shall not be subject to another such removal vote for the balance of that director's term.

Section 13. Election of Officers and Directors. The annual election of Directors and the President shall take place as soon as is practicable after the Board's October regular meeting. Proxies shall be distributed to members with the November issue of The Indicator. Proxies shall be prepared so that the members shall be able to vote for election of those candidates who have been nominated to serve on the Board of Directors. Proxies shall specifically state which Board candidates are also candidates for the office of President and require a separate vote for the member's choice for President. At the first meeting of the newly-elected Board of Directors, they shall meet to elect from their numbers a Vice-President, Secretary and Treasurer, and such other officers as they shall decide upon. The Board may appoint, from time to time, such other officers and agents as they deem necessary for the transaction of the business of the Corporation, and all officers and agents shall have such authority and shall perform such duties as from time to time may be delegated to them by the Board.

Section 14. Qualification of Officers. An officer or agent of the Corporation must be a director (or be the Concours Chairperson, if that person is not a director); a member may hold two or more offices, but no instrument to be signed for the corporation may be signed in more than one capacity.

Section 15. Term of Office. An officer elected or appointed shall hold from January through December, or until his or her successor is elected, or until resignation or removal. Officers may serve for multiple terms.

Section 16. Removal of Officers. Any officer or agent, other than the President may be removed by a majority of the Board at any time, with or without cause. The President may only be removed by a vote of the members, as provided in section 12 above.

Section 17. Vacancies. The Board of Directors shall fill any vacancies in any office, and the person so selected by the Board shall serve until a successor is elected.

Section 18. Prohibitions. No director or officer shall make or authorize any person to make any loan, advance, overdraft or withdrawal from the bank account of the Corporation, or to guarantee any obligation of the Corporation without the prior approval of the Board. Officers and directors, who in the ordinary course of business, advance personal funds to pay the known and routine monthly expenses of operating the club shall be entitled to reimbursement for such expenses, provided that receipts are obtained, to the extent that they are available, to evidence such advances. No member shall be able to obligate the corporation in any way, financial or otherwise, without first obtaining the written permission of

the Board of Directors by a majority vote.

ARTICLE VI POWERS AND DUTIES OF OFFICERS

Section 1. President. The President shall be the chief executive officer of the Corporation, and as such, shall be directly responsible to the Board, and he or she shall have the general and active management of the business of the Corporation, shall preside at all membership meetings and meetings of the Board, shall see that all resolutions of the board are carried into effect, and shall have the powers and duties of supervisions and management usually vested in the office of president of a nonprofit corporation. Upon leaving office, a president may serve in an ex-officio capacity as advisor to the Board.

Section 2. Vice-President. The Vice-President shall act as President in the absence or disability of the President. The Vice-President shall also be responsible for maintaining and reporting on the club monthly activities calendar, unless otherwise directed by the Board.

Section 3. Secretary. The Secretary, shall, to the extent practicable, keep the minutes of the Board Meetings, and make them available to the Indicator Editor for publication, give all notices required by law, the Articles or these By-laws, and perform such other duties as required by the Board.

Section 4. Treasurer. The Treasurer shall have custody of all funds of the corporation and shall keep the accounts and books and records of all receipts and disbursements therefrom. As required by the Board, the Treasurer shall render such reports to the Board and the members as required to inform them of the financial affairs of the Corporation.

Section 5. Additional Powers and Duties. All other officers, along with those named above, shall have such other powers and duties as specified by the Board.

ARTICLE VII INDEMNIFICATION

A. No member of the board of directors of the corporation who is a volunteer director and no volunteer officer, as those terms are defined in the Michigan Nonprofit Corporation Act, as amended (the Act), shall be personally liable to the corporation or its members for monetary damages for a breach of the director's or officer's fiduciary duty. However, this provision shall not eliminate or limit the liability of a director or officer for any of the following:

- (1) a breach of the director's or officer's duty of loyalty to the corporation or its members,
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law,
- (3) a violation of section 551(1) of the Act,
- (4) a transaction from which the director or officer derived an improper personal benefit,
- (5) an act or omission occurring before the filing of this amendment to the articles of incorporation, or
- (6) an act or omission that is grossly negligent.

B. The corporation shall assume all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer, as those terms are defined in the Act, occurring on or after the effective date of the filing of this amendment to the articles of incorporation if all of the following are met:

- (1) the volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority,
- (2) the volunteer was acting in good faith,
- (3) the volunteer's conduct did not amount to gross negligence or willful and wanton misconduct,
- (4) the volunteer's conduct was not an intentional tort, and
- (5) the volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

However, the corporation shall not assume any liability to the extent the assumption is inconsistent with the status of the corporation as an organization described in section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the Code).

C. If the liability of a volunteer director or volunteer officer in a particular case might be limited or eliminated under more than one of paragraphs A and B above, then the provision offering the maximum protection to the director or officer will apply.

D. If the Act is amended after the filing of this amendment to the articles of incorporation to authorize the further elimination or limitation of the liability of directors, officers, or other volunteers of nonprofit corporations, then the liability of the corporation's directors, officers, and other volunteers, in addition to the limitation, elimination, and assumption of personal liability contained in this Article, will be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended, except to the extent such limitation, elimination, or assumption of liability is inconsistent with the status of the corporation as an organization described in section 501(c)(7) of the Code. No amendment or repeal of this Article will have any effect on the liability or alleged liability of any such person for any acts or omissions occurring prior to the effective date of any such amendment or repeal.

ARTICLE VIII SUNDRY PROVISIONS

Section 1. Seal. The Corporation shall not be required to have a corporate seal.

Section 2. Execution of Corporate Instruments. The Board shall have the power to delegate to its members or one or more of the officers the authority to execute documents on behalf of the Corporation.

Section 3. Depositories. All money, checks or other negotiable instruments belonging to the Corporation shall be deposited in such financial institutions as determined by the Board from time to time.

ARTICLE IX

AMENDMENT OF BY-LAWS

Section 1. Amendments. These By-Laws may be amended, by the affirmative vote of a majority of the members present at a duly-called meeting at which a quorum is present, provided that members have been given at least 30 days advance notice of the amendment, including the text changes.