

BY-LAWS OF WISCONSIN JAGUARS, LIMITED  
(A Wisconsin Corporation Without Stock and Not For Profit)

---

Article I. Offices

1.01. Principal and Business Offices

The Corporation may have such principal and other business offices, either within or without the state of Wisconsin, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

1.02. Registered Office

The registered office of the Corporation required by the Wisconsin Business Corporation Law to be maintained in the state of Wisconsin may be, but need not be, identical with the principal office in the state of Wisconsin, and the address of the registered office may be changed from time to time by the Board of Directors. The business office of the registered agent of the Corporation shall be identical to such registered office.

Article II. Purpose

2.01. The purposes for which Wisconsin Jaguars, Limited has been formed are:

- A. To further interest in the Jaguar automobile.
- B. To provide the membership with a source of information exchange on Jaguar ownership, maintenance, and restoration.
- C. To be a social organization
- D. To work for the benefit of the membership toward goals mutually agreed upon.

Article III. Membership

3.01. To qualify for membership, a person must be an enthusiast of the Jaguar Marque and be sponsored by a present member.

3.02. A person who has qualified may become a member upon acceptance by the Board of Directors and payment of the annual dues. The payment of the annual dues fee entitles the family to membership. There shall be one voting share granted each membership. Membership shall never be denied a person on the basis of race, color, or religion.

3.03. The Board of Directors shall set the amount for the annual dues prior to the mailing of renewal forms. Membership renewal forms shall be mailed to members of record, on or before the 1<sup>st</sup> day of February of each year. Dues are payable to the Treasurer, either in person or by mail. Any member whose dues are sixty (60) days in arrears shall be dropped from the membership roll.

3.04. The Corporation's fiscal year and memberships shall begin March 1<sup>st</sup> and end on the last day of February of the following year.

BY-LAWS OF WISCONSIN JAGUARS, LIMITED  
(A Wisconsin Corporation Without Stock and Not For Profit)

---

Article IV. Membership Shareholders

4.01. Annual Meeting for Elections

The annual meeting of the membership shareholders shall be held on the third (3rd) Wednesday of February of each year or at such other time and date within thirty (30) days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

4.02. Special Meeting

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request of the holders of not less than one-tenth of all membership shares of the Corporation entitled to vote at the meeting.

4.03. Place of Meeting

The Board of Directors may designate any place, within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the Corporation in the State of Wisconsin or such other suitable place in the County of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the shares represented thereat.

4.04. Notice of Meeting

Notice stating the place, day and hour of a meeting shall be given in the club newsletter for the month preceding the meeting or by mailing written notice of the place, day, and hour of a meeting to each membership shareholder at least ten (10) days prior to the meeting.

4.05. Quorum

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Though less than a quorum of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.

4.06. Conduct of Meetings

The President, and in his absence, the Vice-President and in their absence, any person chosen by the shareholders present shall call the meeting of the shareholders to order and shall act as chairman of the meeting, and the Secretary of the Corporation shall act as Secretary for all meetings of the shareholders, but, in the absence of the Secretary, the presiding officer may appoint any other person to act as Secretary of the meeting.

# PROPOSED BY-LAWS OF WISCONSIN JAGUARS, LIMITED

(A Wisconsin Corporation Without Stock and Not For Profit)

---

## 4.07. Proxies

At all meetings of membership shareholders, a membership shareholder entitled to vote may vote in person or by proxy appointed in writing by the shareholder. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. Unless otherwise provided in the proxy, a proxy may be revoked at any time before it is voted, either by written notice filed with the Secretary or the acting Secretary of the meeting or by oral notice given by the shareholder, to the presiding officer during the meeting. The presence of a shareholder who has filed his proxy shall not of itself constitute a revocation. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy. The Board of Directors shall have the power and authority to make rules establishing presumptions as to the validity and sufficiency of proxies.

Prior to the annual meeting for election of the board of directors, the board of directors or its designate shall at a monthly club meeting prior to the annual meeting shall solicit recommendations from the membership as to candidates for election to the board of directors for the succeeding year.

The board of directors shall thereafter by a majority vote at a nominating meeting, compile a proxy naming its nominees for the board of directors in the following year.

Such proxy shall then be mailed or personally delivered at least thirty (30) days prior to the annual meeting for election, to all membership shareholders of record near January 1st of the year.

## 4.08. Waiver of Notice by Shareholders

Whenever any notice whatever is required to be given to any shareholder of the Corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the shareholder entitled to such notice, shall be deemed equivalent to the giving of such notice: provided that such waiver in respect to any matter of which notice is required under any provision of the Wisconsin Corporation Law, shall contain the same information as would have been required to be included in such notice, except that the time and place of meeting.

## 4.09. Unanimous Consent without Meeting

Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

## 4.10. Regular General Membership Meeting

In addition to the above authorized meeting there shall be club meetings on the third Wednesday of each month at such time and place as directed by the Board of Directors.

PROPOSED BY-LAWS OF WISCONSIN JAGUARS, LIMITED

(A Wisconsin Corporation Without Stock and Not For Profit)

---

Article V. Board of Directors

5.01. General Powers and Number

The business and affairs of the corporation shall be managed by its Board of Directors. The number of directors of the corporation shall be five (5).

5.02. Tenure and Qualification

Each director shall hold office until the next annual meeting of shareholders, and until his successor shall have been elected, or until his prior death, resignation or removal. A director may be removed from office by affirmative vote as a majority of the outstanding shares entitled to vote for the election of such director, taken at a meeting of shareholders called for that purpose. A director may resign at any time by filing his written resignation with the secretary of the corporation. Directors need not be residents of the state of Wisconsin or shareholders of the corporation. Should a director fail to maintain membership in this corporation, then the director's term shall immediately expire and he shall automatically be removed from office.

5.03. Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after the annual meeting of shareholders, and each adjourned session thereof. The place of such regular meeting shall be the same as the place of the meeting of shareholders which precedes it, or such other suitable place as may be announced at such meeting of shareholders. The Board of Directors may provide, by resolution, the time and place, within the State of Wisconsin, for the holding of additional regular meetings without other notice than such resolution.

5.04. Special Meeting

Special meetings of the Board of Directors may be called by or at the request of the President, Secretary/Treasurer or of any two (2) directors. The President or Secretary/Treasurer calling any special meeting to the Board of Directors may fix any place, either within the State of Wisconsin, as the place for holding any special meeting of the Board of Directors called by them, and if no other place is fixed the place of meeting shall be the principal business office of the corporation in the State of Wisconsin.

5.05. Notice: Waiver

Notice of each meeting of the Board of Directors unless otherwise provided **in** or pursuant to section (5.03) shall be given by written notice delivered personally or mailed or given by telegram to each director at his business address or at such other address as such director shall have designated in writing filed with the Secretary/Treasurer, **in** each case not less than four (4) days. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Whenever any notice whatever is required to be given to any director of the corporation under the Articles of Incorporation or By-Laws or any provision of law, a waiver thereof in writing, signed at any time, whether before or after the time of meeting, by the director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting and objects thereat to the transaction of any business

PROPOSED BY-LAWS OF WISCONSIN JAGUARS, LIMITED

(A Wisconsin Corporation Without Stock and Not For Profit)

---

because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

5.06. Quorum

A majority of the number of directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but a majority of the directors present (though less than such quorum) may adjourn the meeting from time to time without further notice.

5.07. Manner Acting

That act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

5.08. Conduct of Meetings

The President, and in his absence, a Vice-President, and in their absence, any director chosen by the directors chosen by the directors present, shall call meetings of the Board of Directors to order and shall act as Chairman of the meeting. The Secretary/Treasurer of the Corporation shall act as secretary of all meetings of the Board of Directors, but in the absence of the secretary, the presiding officer may appoint any director or other person present to act as Secretary of the meeting.

5.09. Vacancies

Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of directors, may be filled until the next succeeding annual election by the affirmative vote of the majority of the directors then in office, though less than a quorum of the Board of Directors: provided, that in case of a vacancy created by the removal of an individual director by vote of the shareholders, the shareholders shall have the right to fill such vacancy at the same meeting or any adjournment thereof.

5.10. Presumption of Assent

A director of the corporation who is present at a meeting of the Board of Directors or a committee thereof which he is a member at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

5.11. Unanimous Consent without Meeting

Any action required or permitted by the Articles of Incorporation or By-Laws or any provision of law to be taken by the Board of Directors at a meeting or by resolution may be taken without a meeting if a consent in writing setting forth the action so taken, shall be signed by all of the directors then in office.

PROPOSED BY-LAWS OF WISCONSIN JAGUARS, LIMITED

(A Wisconsin Corporation Without Stock and Not For Profit)

---

Article VI. Officers

6.01. Number

The principal officers of the corporation shall be a President, the Vice-President, a secretary, and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary, and the offices of President and Vice-President.

6.02. Election and Term of Office

The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his successor shall have been duly elected or until his prior death, resignation or removal.

6.03. Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not of itself create contract rights.

6.04. Vacancies

A vacancy in any principal office because of death, resignation, removal, disqualification or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term.

6.05. President

The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. In general, he shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from time to time.

6.06. The Vice President

In the absence of the President or in the event of his death, inability or refusal to act, or in the event for any reason it shall be impracticable for the President to act personally, the Vice-President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The execution of any instrument of the corporation by any Vice-President shall be conclusive evidence, as to the third parties, of his authority to act in the stead of the President.

6.07. The Secretary

PROPOSED BY-LAWS OF WISCONSIN JAGUARS, LIMITED

(A Wisconsin Corporation Without Stock and Not For Profit)

---

The Secretary shall: (a) keep the minutes of the meetings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep or arrange for the keeping of a register of the post office address for each shareholder which shall be furnished to the Secretary by such shareholders; (e) in general perform all duties incident to the office of Secretary and have such other duties and exercise such authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors.

6.08. The Treasurer

The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and issue receipts for monies due and payable to the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; and (c) in general perform all of the duties incident to the office of Treasurer and have such other duties and exercise such other authority as from time to time may be delegated or assigned to him by the President or by the Board of Directors, if required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

6.09. Other Assistants and Acting Officers

The Board of Directors shall have the power to appoint any person to act as assistant to any officer or as agent for the corporation in his stead, or to perform the duties of such officer whenever for any reason it is impracticable for such officer to act personally, and such assistant or acting officer or other agent so appointed by the Board of Directors shall have the power to perform all the duties of the office to which he is so appointed to act, except as such power may be otherwise defined or restricted by the Board of Directors.

Article VD. Contracts, Loans, Check & Deposits, Special Corporate Acts

7.01. Contracts

The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute or deliver any instrument in the name of the and on behalf of the Corporation, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Corporation shall be executed in the name of the Corporation by the President or one of the Vice-Presidents and by the Secretary, an Assistant secretary, the Treasurer or an Assistant Treasurer; the Secretary or an Assistant Secretary, when necessary or required, shall affix the corporate seal thereto; and when so executed no other party to such instrument of any third party shall be required to make any inquiry into the authority of the signing officer or officers.

7.02. Loans

No indebtedness for borrowed money shall be contracted on behalf of the Corporation and no evidences of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution or the Board of Directors. Such authorization may be general or confined to specific instances.

## PROPOSED BY-LAWS OF WISCONSIN JAGUARS, LIMITED

(A Wisconsin Corporation Without Stock and Not For Profit)

---

### 7.03. Checks, Drafts, etc.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

### 7.04. Deposits

All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

## Article VIII. Seal

8.01. The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words: "CORPORATE SEAL".

## Article IX. Amendments

### 9.01. By Shareholders

These By-Laws may be altered, amended, or repealed and new By-Laws may be adopted by the shareholders by affirmative vote or not less than a majority of the shares present or represented at any annual or special meeting of the shareholders at which a quorum is in attendance.

### 9.02. By Directors

These By-Laws may also be altered, amended or repealed and new By-Laws may be adopted by the Board of Directors by affirmative vote of a majority of the number of directors present at any meeting at which a quorum is in attendance; but no By-Law adopted by the shareholders shall be amended or repealed by the Board of Directors if the By-Law so adopted so provides.

### 9.03. Implied Amendments

Any action taken or authorized by the shareholders or by the Board of Directors, which would be inconsistent with the By-Laws then in effect but is taken or authorized by affirmative vote of not less than the number of shares or the number of directors required to amend the By-Laws so that the By-Laws would be Consistent with such action, shall be given the same effect as though the By-Laws had been temporarily amended or suspended so far, but only so far, as it necessary to permit the specific action so taken or authorized.



---

3.04. The Corporations fiscal year and memberships shall begin March 1<sup>st</sup> and end on the last day of February of the following year.

#### Article IV. Membership Shareholders

##### 4.01. Annual Meeting for Elections

The annual meeting of the Membership Shareholders shall be held in November or December of each year or at such other time and date within thirty (30) days before or after said date as may be fixed by or under the authority of the Board of Directors, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the election of directors shall not be held on the day designated herein, or fixed as herein provided, for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

##### 4.02. Special Meeting

Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or the Board of Directors or by the person designated in the written request of the holders of not less than one-tenth of all membership shares of the corporation entitled to vote at the meeting.

##### 4.03. Place of Meeting

The Board of Directors may designate any place, within the State of Wisconsin as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Wisconsin, as the place for the holding of such meeting. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal business office of the Corporation in the State of Wisconsin or such other suitable place in the County of such principal office as may be designated by the person calling such meeting, but any meeting may be adjourned to reconvene at any place designated by vote of a majority of the shares represented thereat.

##### 4.04. Notice of Meeting

Notice stating the place, day and hour of a meeting shall be given in the club newsletter for the month preceding the meeting or by mailing written notice of the place, day, and hour of a meeting to each membership shareholder at least ten (10) days prior to the meeting.

##### 4.05. Quorum

A majority (shall be 40% of shares present to vote), represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders. Though less than a quorum of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.