**FIRST RESTATEMENT OF THE 2016 BYLAWS OF THE**

**JAGUAR CLUB OF CENTRAL ARIZONA**

**ARTICLE 1.**

**Name**

The name of the Corporation is **JAGUAR CLUB OF CENTRAL ARIZONA** (“JCCA”).

**ARTICLE 2.**

**Offices**

Section 2.1 **Principal Office**. The initial office of business of JCCA shall be at the home address of its President. JCCA’s offices shall move upon the election of a new President to that person’s residence. Notwithstanding the foregoing, JCCA may move its offices or have offices at such other locations as the Board of Directors may from time to time designate or activities require.

Section 2.2 **Known Place of Business**. The initial known place of business of JCCA, as required by law to be maintained in the State of Arizona, will be the Statutory Agent, Larry Schafer 3436 E. Pasadena Ave., Phoenix, AZ., 85018. The address of the known place of business may be changed from time to time by the Board of Directors in accordance with the law of the State of Arizona.

**ARTICLE 3.**

**Establishment and Purposes**

Section 3.1 **Purposes and Powers**. JCCA is organized exclusively for social, pleasure, recreation and other non-profit purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (the “Code”), or corresponding provision of any future federal tax laws, to be an affiliate of Jaguar Clubs of North America (“JCNA”). JCCA is being organized and shall be operated to: (1) promote interest in motoring; (2) fostering and encouraging a spirit of mutual interest and assistance in the acquisition and preservation of Jaguar automobiles among owners; (3) exchanging recognition with other Jaguar Clubs, associations or groups in other areas having similar objectives and purposes; (4) promoting enhanced driving standards; and (5) encouraging skillful driving on the public highways; and (6) promoting an interest in motoring activities, classes, exhibitions, publications and motor sports related to the Jaguar marque. To the extent not inconsistent with the purposes of JCNA, the Code or the law of the State of Arizona, JCCA may engage in any and all lawful activities for which nonprofit Clubs may be incorporated under the laws of the State of Arizona and may exercise all powers enumerated thereunder.

 Section 3.2 **JCCA Affiliation**. JCCA is an affiliate of JCNA. JCCA and its members shall conform to applicable requirements of JCNA Affiliates.

Section 3.3 **Limitations on Activities**. JCCA is not formed for pecuniary or financial gain, and no part of the assets, income, or profit of the JCCA is distributable to, or will inure to the benefit of, its directors or officers, or other private individuals; provided, however, that:

 (a) nothing contained herein shall be construed to prevent the payment of reasonable compensation for services actually rendered by employees, officers or directors of JCCA and/or the reimbursement of reasonable expenses incurred in connection with service rendered to JCCA by volunteers, employees, officers, or directors;

 (b) no substantial part of JCCA’s activities shall be the carrying on of propaganda or otherwise attempting to influence legislation; and JCCA shall not participate in or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

**ARTICLE 4.**

**MEMBERSHIP**

Section 4.1 **General**. Membership in JCCA shall be granted to those in agreement with JCCA purposes, as set forth in the Articles of Incorporation and these Bylaws. Ownership of Jaguar automobiles is encouraged, but is not a condition for membership.

Section 4.2 **Membership Year.** A Member’s membership in JCCA shall be for a calendar year (the “Membership Year”). All memberships expire on December 31 of the current Membership Year, except those new members who join between October 1 and December 31, whose membership expires at the end of the following Membership Year. The Membership Chairman will purge the membership lists of all continuing Active Members who have not paid their dues by January 15 of each Membership Year. A new Active Member list for the current year will be generated by the Membership Chairman and forward to JCNA by February 1 of the new Membership year.

Section 4.3 **Qualifications for Membership**. No person shall be denied membership in JCCA based upon race, ethnic origin, creed, religion, sex or age.

Section 4.4 **Classes of Membership**. There shall be four (4) classes of members.

(a) *Active Members*. Active single JCCA Membership includes a primary member who has paid dues for the Membership Year, their spouse/significant other living in the same household, and children of the primary member up to and including the calendar year in which they turn 18 years of age, all of whom shall be entitled to participate in all JCCA events, including discussions and voting on all matters that are not expressly reserved to an Active Member by JCNA, the Articles of Incorporation and/or these Bylaws.

(b) *Affiliate Membership.* An Affiliated Member is a person who holds membership in another Club sanctioned by JCNA and who applies for and is granted membership in JCCA. An additional JCCA fee will be assessed.

(c) *Youth Enthusiast*. A person who is age 25 or younger may join JCCA as a Young Enthusiast.

(d) *Honorary Member.* An Honorary Member is a person upon whom the Board of Directors confers complimentary membership for outstanding service to JCCA. Honorary Members pay no dues, have no vote and are not entitled to hold office in JCCA.

Section 4.5 **Dues.** The Board of Directors shall set the dues for all Membership classes for the ensuing Membership Year, which shall include the then current per capita dues payable to JCNA. All memberships shall expire on December 31 of the Membership Year. There will be no proration of dues, except that membership for new members who join between October 1 and December 31 of the Membership Year shall continue until the end of the following Membership Year. Unless changed by the Board of Directors at a duly called meeting at which there is a quorum, the annual dues then in effect shall continue for the ensuing Membership Year.

Section 4.6 **No Assessments**. The membership shall not be subject to assessments of any type.

**ARTICLE 5.**

**Meetings of the Members**

Section 5.1 **Annual General Meetings**. JCCA’s Membership AGM shall be held in November every two years to correspond with the election cycle. Date and time as shall be designated by the Board of Directors. At the AGM, the President shall announce the officers and directors who have been elected, if the election is held online, as permitted by Section 8.2(f)(1), or shall conduct the annual elections, if the elections are held in the matter specified in Section 8.2(f)(2), and transact such other business as may be properly brought before the meeting.

Section 5.2 **Notice of Annual Meeting**. Written notice of the AGM stating the place, date and hour of the meeting shall be given to each Active Member in good standing who is entitled to vote at such meeting no later than thirty (30) days prior to the AGM. Notice may be given by: (1) writing or current day technology notification to Active Members; or (2) distribution of the JCCA newsletter which includes such notice, and (3) posted on the JCCA website.

Section 5.3 **Regular Quarterly Meetings of the Members**. JCCA shall have meetings of the Members on a calendar Quarter basis for the purposes of promoting relationships and strengthening participation in Club activities. The Board of Directors shall set the date, time and place of quarterly meetings.

Section 5.4 **Special Meetings**. Special Meetings may be called by the President, by a vote of a majority of the Board of Directors, or on petition of a majority of the Membership. Notice of such a meeting shall be given in the same manner as the Notice of the AGM (section 5.2 hereof) except that only fifteen (15) days prior notice is required.

Section 5.5 **Voting.** If a meeting is properly noticed, a vote of the majority of the Active Members present shall be sufficient to decide any question brought before such meeting, unless the question is one upon which, by express provisions of law, the Articles of Incorporation, or elsewhere in these Bylaws, a different vote is required, in which case, such express provisions shall govern and control a decision of such question.

**ARTICLE 6.**

**Board of Directors**

Section 6.1 **Control of JCCA** . The management and control of the business, property and affairs of the JCCA shall be vested in and conducted by the Board of Directors.

Section 6.2 **The Board of Directors**. The Board of Directors shall consist of seven (7) Active Members of JCCA, which shall be elected by the Membership as provided for in these Bylaws. The directors shall be: (1) the **four** persons elected as JCCA officers, the President, Vice President, Secretary, Treasurer; (2) **the immediate past president\***; and (3) **two Directors, who are Active Members** elected from the membership at large. Additional Emeritus Officers/Directors, Legal, Compliance Officers and Committee Chairmen are considered consultants to the Board without voting privileges. (\*Note: the immediate Past President is listed as other officer in the Arizona CorporationCommission filings.)

Section 6.3 **Meetings**. Meetings of the Board may be called by the President or by at least three (3) of the members of the Board.

Section 6.4 **Quorum**. Except as otherwise specifically provided by statute or by other provisions of these Bylaws or the Articles of Incorporation, not less than a majority of the then elected directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of the majority of the directors present at any meeting, at which a quorum is present, shall be the act of the Board of Directors. The directors shall act only as a Board and the individual directors shall have no power as such.

Section 6.5 **Adjournment**. In the absence of a quorum at any meeting of the Board of Directors, the majority of those present shall adjourn the meeting from time to time until such time as a quorum is present for conducting the meeting or until the time fixed for the next regular meeting. Notice of any adjourned meeting need not be given.

Section 6.6 **Meeting Notices**. Written notice of the date, time, and place of each meeting of the directors shall be given to each director by the Secretary or the person or persons calling the meeting not less than seven (7) days before such meeting, provided that notice by telephone or current day technology may be given at least five (5) days prior to the meeting date. Such notices need not specify the purpose of the meeting and may be given by any reasonable means. Notice of any meeting shall be considered given if mailed or otherwise sent or delivered in writing to the director at his or her physical or email address.

Section 6.7 **Waiver of Notice**. Attendance at any meeting shall constitute a waiver of notice, except when attendance is for the express purpose of objecting to the transaction of any business because a meeting is not duly called or convened. Notice may be waived in writing setting forth the purposes of the meeting and signed by all directors serving on the Board.

Section 6.8 **Proxies and Voting**. No voting by proxy shall be permitted. Except as otherwise provided herein, all action of the Board shall be determined by a majority of the votes cast at a duly called meeting at which the required quorum is present. Each Director shall have one vote.

Section 6.9 **Telephone/Electronic Conference**. Unless otherwise prohibited by statute or by resolution of the Board of Directors, meetings of the Board of Directors or any committee, whether annual or special, may be held by means of conference telephone or current day technology that allows all persons participating in the meeting to hear each other. Participation in such a meeting shall constitute presence in person at such meeting.

Section 6.10 **Action Without Meeting**. Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of a Board Committee, may be taken without a meeting if the action is set forth in writing and all directors or Committee members consent thereto in writing or current day technology Such consent shall have the same effect as a unanimous vote, and the signed instrument shall be filed with minutes of other proceedings of the directors or of the Committee.

Section 6.11 **Order of Business.** At meetings of the Board of Directors, business shall be transacted in such order as the Board may determine from time to time. Robert’s Rules of Order, Newly Revised (12th edition or beyond), shall govern in any matter not covered by the Articles of Incorporation or by these Bylaws.

Section 6.12 **Powers**. All corporate powers of JCCA shall be exercised by or under the authority of the Board of Directors. Without limiting the generality of the foregoing, in furtherance of JCCA’s purposes, the Board of Directors shall have the following powers:

(a) To establish principles and policies, including the determination of standards and guidelines for the acceptance of contributions and transfers, for the investment and management of all monies, properties and assets of the Corporation and for their allocation and distribution.

(b) To adopt further policies, procedures, and rules for the functioning of JCCA, the conduct of its affairs, and the discharge of its responsibilities as may in the discretion of the Board be necessary or desirable.

(c) To maintain financial records relating to the contributions, transfers, properties, and other assets of the Corporation and its operations, and to make annual reports (i.e., AZ Corporation Commission, & IRS) within ninety (90) days after the end of each accounting year, setting forth statements reflecting monies, properties and assets received, held, and distributed.

(d) To establish one or more banks for the deposit of JCCA funds.

(e) To establish the JCCA ’s annual budget and any event or activity budgets (“Event Budgets”) and approve and disburse operating expenses.

(f) To execute documents necessary or appropriate in the performance of the functions and responsibilities of the Board. The President, Vice President, other officers designated by the Board shall be authorized to act on its behalf in the execution of those documents necessary or convenient to carry out the specific resolutions of the Board.

(g) To grant Honorary Membership to such distinguished persons rendering outstanding service in the furtherance of the purposes of JCCA, at the sole discretion of the Board.

(h) To do and perform all necessary acts for the operation of JCCA.

Section 6.13 **Event Budgets.**

1. Fees charged for JCCA events shall be determined by the event coordinator in consultation with the President and the prior approval by the Board of a proposed budget for the event or activity (the “Event Budget”). Any expense incurred for an event or activity shall not be paid or reimbursed by the Treasurer if it exceeds the Event Budget. The Board may elect to pay or reimburse such cost or expense if it, by a majority vote, deem it appropriate and in furtherance of the Event.
2. If an event is designated as “RSVP” or requires a confirmation of attendance, members who commit to attend may be liable for their event fees, if they do not attend or cancel after the RSVP or confirmation date and if JCCA is financially penalized as a result of the member’s failure to attend, in which case, no refunds will be made.

Section 6.14 **Committees.**

(a) *In General*. The Board of Directors may establish such standing committees, and such other committees as the Board deems appropriate for the conduct of the business of the Corporation. Except as otherwise provided in these Bylaws, each such committee shall serve at the pleasure of the Board, shall act only in the intervals between meetings of the Board, and shall be subject to the control and direction of the Board; provided however that any third party shall not be adversely affected by relying upon any act by any such committee within the authority delegated to it. Each such committee shall act by not less than a majority of those present as long as there is a quorum.

(b) *Website and Social Media Communication.* For the purpose of communicating with Members, JCNA and the general public, the Board of Directors will create a Website and Social Media Communication Committee with a Chairperson (to be known as the “Web Master”). Additional committee members shall be an assistant to the Web Master, a social media coordinator, and others needing access to the website in order to perform their jobs. The Board of Directors will set a policy on website administrative access. The Web Master, and social media coordinator, will follow all regulatory and legal guidelines related to the development and implementation of their respective communication modes. These include data privacy, advertising, content moderation, intellectual property rights and disclosure requirements.

**ARTICLE 7.**

 **Officers**

Section 7.1 **Officers**. The officers of JCCA shall a President, Vice-President, Secretary, and Treasurer.

Section 7.2 **Duties of the Officers**.

(a) *President*. The President shall be the Chief Executive Officer of JCCA and shall, when present, preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of JCCA authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments which the directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of JCCA, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

(b) *Vice President*. The Vice President shall assist the President in the performance in his or her duties, and in the absence, incapacity or disability, the Vice President shall perform and exercise the functions, duties, and powers of the President.

(c) *Secretary.* The Secretary shall keep the minutes of the meetings of the Board of Directors in electronic books provided for that purpose, see that all notices are duly given in accordance with the provisions of these Bylaws or as required, be custodian of the corporate records of JCCA and keep a register of the mailing address of each director which shall be furnished to the Secretary by such director, and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board.

(d) *Treasurer*. The Treasurer shall have charge and custody of and be responsible for all books, records, funds and monies of JCCA and in general perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

(i) The Treasurer shall be responsible for arranging for the timely filing of the Arizona Corporation Commission Annual Report, the federal form 990 (or similar return) and the State of Arizona form 99, if required, and has the specific authority to engage a CPA for such purposes;

(ii) At each monthly meeting of the Board of Directors, the Treasurer will prepare and present to the Directors, a report of all income and expenses incurred by JCCA since the last Board of Directors meeting in sufficient detail to identify the nature and purpose of the expenditures accompanied by supporting documentation. No payments shall be made by the Treasurer without receipts, such receipts being received by the Treasurer no later than 60 days after the incurred expense.

(iii) In addition, the Treasurer’s report shall include a statement showing the beginning and ending balances of all financial accounts, with the beginning balance for the monthly report tied to the ending balance of the previously approved monthly report. The Board shall review such report and vote to either approve or disapprove the monthly Treasurer’s report. (iv)Expenditures that are not approved shall be charged to, and become an obligation of, the Member(s) incurring such expenses.

Section 7.3 **Other JCCA Officers**. The Immediate Past President will be considered as an Other JCCA Officer with voting privileges. The President may appoint such other officers (e.g., Legal, Compliance, CPA) as he or she shall determine are appropriate. Such officers will be known as Ex-Officio Board Members with no voting powers. Duties will be delegated to them by the President.

Section 7.4 **Maintenance of Financial Accounts**.

 *(a) Checking Accounts*. The Treasurer and, in the event of his disability, the President, shall be in possession of JCCA’s check books and bank records and shall be the sole signer on any checks written on the JCCA account(s)

 (b) *Credit Cards*. The President and the Treasurer shall be the only Members to possess and use any credit cards issued to JCCA. The address for receipt of credit card statements shall be the Treasurer’s residential address and all financial institutions shall be instructed to mail the monthly statements to such address.

**ARTICLE 8.**

**Election of Officers and Directors**.

Section 8.1 **Term of Office**. All officers and Directors will be confirmed for a two-year term at the AGM held during odd numbered Membership Years

Section 8.2 **The Election Process**. The officers and directors shall be elected by the following process:

(a) *Appointment of Nominating Committee*. No later than September 15 of each Membership Year, the President shall appoint three Active Members to form a Nominating Committee.

(b) *Duties of the Nominating Committee*. The Nominating Committee shall identify those Active Members of the JCCA who, in their judgment, are well-suited to be officers and directors of JCCA and who have agreed to serve in those positions if elected. The Nominating Committee shall report its recommendations to JCCA by current day technology and post them on JCCA ’s website no later than October 5th.

(c) *Additional Nominees*. Through the use of e-mail, any Active Member may nominate himself/herself or any other Active Member to serve as an officer of JCCA or as one of the at-large directors.

(d) *Qualifications For Nomination*. All Nominees, whether nominated by the Nominating Committee or by membership through e-mail, shall be Active Members. No person can be nominated as President unless he or she has been an Active Member for at least one Membership Year.

(e) *Election Process*.

(1) On or about October 15 of each year, JCCA will send an email or through current day technology the notice of election to all Active members of records as of October 1. The notice will include a link to a secure online voting system with instructions on how to vote. Voting will close at midnight, October 31. The individual receiving the most votes for each office shall be elected. In the event of a tie, the winner will be selected by coin flip at the AGM.

(2) If JCCA does not have the means to vote with current day technology, then the vote shall be taken at the AGM by a show of hands, unless at least five (5) Active Members demand a written ballot before the vote is taken, in which case, the vote shall be taken by written ballot.

(3) The election/confirmation of officers and directors shall be held at JCCA’s Annual General Meeting in November of each odd numbered Membership Year. The President shall announce the results of voting at the AGM and forward information to JCNA according to its established timeline.

(f) *Effective Time of Taking of Office*. Those elected as the officers and directors of the JCCA shall take office on January 1 following the elections.

Section 8.3 **Resignation, Removal or Disqualification**

1. *Resignation*. Any officer or director of JCCA may resign at any time, by giving written notice thereof to the President of JCCA. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective.
2. *Removal.* Any officer or director may be removed from office without assigning any cause at a meeting of the directors by a unanimous vote of the Directors allowed to vote.
3. *Recall*. Any member of the Board of Directors may be recalled by a majority vote of the membership at a Special Meeting of the Members called by the President or any two Board of Directors for such purpose.

Section 8.4 **Vacancies**. A vacancy in the Board of Director shall occur upon the death, resignation, removal or recall of any officer or director. Vacancies shall be filled by presidential appointment with the approval of a majority of the Board of Directors. The appointed officer or director shall hold office for the unexpired term of his predecessor.

**ARTICLE 9.**

**Conflicts of Interest**

Section 9.1 **Conflict of Interest**. An Interested Person (as defined below) shall make full disclosure to the Board of Directors of any financial interest, direct or indirect, which the director or officer has in or with any person or entity that is a party to a transaction under consideration by the Board of Directors. If the Interested Person is an officer or director of JCCA or is related to an officer or director of JCCA, such director or officer shall abstain from voting on any aspect of the transaction.

Section 9.2 **Interested Person**. As used herein, the term “Interested Person” shall mean any director or officer of JCCA, any individual who is able to exercise substantial influence over the affairs of JCCA, family members of such individuals, or any corporation, firm, association, or other entity in which one or more of the foregoing individuals is a director, officer or member or is financially interested.

Section 9.3 **Review of Certain Transactions**. Prior to JCCA entering into any compensation agreement, contract for goods or services, or any other transaction with any Interested Person, the Board of Directors shall establish that the proposed transaction is reasonable when compared with similarly situated organizations for functionally comparable positions, goods or services. The Board shall exercise due diligence in reviewing the transaction to ensure it is in the best interests of JCCA and document the due diligence done to reach such conclusion. The meeting minutes where a transaction is considered shall reflect that an Interested Person made disclosure, and any action taken with respect to same, as well as the presence or absence of the Interested Person, the not counting of such Interested Person who is a director for quorum purposes, and the abstention of such Interested Person who is a director from voting. The foregoing requirements shall not be construed as preventing such Interested Person from briefly stating his or her position on the transaction nor from answering questions of directors with respect to the transaction.

Section 9.4 **Compensation**. A voting member of the Board of Directors who receives compensation, directly or indirectly, from JCCA for services is precluded from voting on matters pertaining to that member’s compensation.

Section 9.5 **Transaction Not Voidable**. No contract or other transaction between JCCA and an Interested Person, including the sale, lease or exchange of property to or from an Interested Person, the lending or borrowing of monies by or from an Interested Person by JCCA , or the payment of compensation by the Corporation for services provided by an Interested Person, shall be void or voidable because of the relationship or interest between JCCA and the Interested Person or because any Interested Person is present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such transaction or because his, her or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of any Interested Person(s); and

(b) The contract or transaction is fair and reasonable to JCCA at the time the contract or transaction is authorized, approved or ratified in the light of circumstances known to those entitled to vote thereon at that time.

**ARTICLE 10.**

**Indemnification of Officers, Directors and Employees**

JCCA shall indemnify, to the maximum extent permitted by Arizona Revised Statutes §§ l0-3851 through 10-3856, any person who is a party to, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative, or any threatened, pending or completed action or suit by or in the right of JCCA to procure a judgment in its favor, by reason of the fact that he or she is or was a director, officer or employee of JCCA or is or was serving at the request of JCCA as a director, officer, committee member, or employee of JCCA, against expenses, including attorneys’ fees, and against judgments, fines and amounts paid in settlement to the extent permitted by law. Expenses, including attorneys’ fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the JCCA in advance of the final disposition of any such action, suit or proceeding to the extent permitted by law. JCCA may, to the full extent then permitted by law and authorized by the directors, purchase and maintain insurance on behalf of any officer, director, committee member or employee against any liability asserted against and incurred by any such person in any such capacity or arising out of his or her status as such, whether or not JCCA would have the power to indemnify such person against such liability.

**ARTICLE 11.**

**Disciplinary Action**

Section 11.1 **Complaints**. Any Active Member may file a complaint with the Secretary against any other Member alleging activities or conduct that is contrary to the best interests of the JCCA. The complaint must be submitted in writing or through current day technology to the Secretary for consideration by the Board of Directors.

Section 11.2 **Review and Assessment**. The Board will assess the complaint, and in its discretion, may dismiss the complaint as not being well-founded, or initiate a formal investigation of the complaint. If the complaint is dismissed, the Secretary shall inform the complainant of such Board decision.

Section 11.3 **Notification of Respondent**. If a formal investigation is initiated, the respondent shall be notified in writing or current day technology by the Secretary of the allegations against him or her. The notice shall specify the time and place for a hearing to be held, the date of which shall not be less than ten (10) days after the date of the notice. The complainant and the respondent shall then each have the right to appear before the Board of Directors, present evidence and witnesses pertaining to the allegations.

Section 11.4 **Voting.** After hearing any evidence, the Board of Directors shall vote to exonerate, temporarily suspend or expel the respondent from membership in the JCCA. A decision to temporarily suspend or expel a member must be approved by a two-thirds vote of those Directors present at such a hearing.

Section 11.5 **JCCA Officer or Director as Respondent**. If the respondent is a JCCA officer or director, the respondent shall not act in the capacity of an officer for purposes of investigating the complaint, conducting the hearing, or voting on the action to be taken.

**Article 12.**

**Amendments**

Any Active Member may propose an amendment to these Bylaws or the Articles of Incorporation by presenting the amendment to the President. The text of any proposed amendment shall be published in the JCCA newsletter or posted on JCCA’s website, if any, and if neither, then by mailing a copy of the proposed amendment to each Active Member, together with the appropriate notice of meeting, at least fifteen (15) days prior to the date of any meeting at which such amendment is to be considered. If a copy of the Amendment is posted on the website, then each Member shall be given notice in the JCCA newsletter directing them to review the Amendment on the website or request a written copy of the Amendment from the Secretary. These Bylaws and the Articles of Incorporation for JCCA may be amended only with the approval of two-thirds of the voting Active Members present at an Annual General Meeting or at a Special Meeting of the Membership called for such purpose.

**CERTIFICATE OF ADOPTION**

 THE FOREGOING BYLAWS were duly adopted by the affirmative vote of two-thirds of the Active Members present at a regularly called meeting of the Members held on \_\_\_\_\_\_\_\_\_\_, 2023.

 Jeffery Gennaro, President

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

Kim Morgan, Secretary