

J/109 Class Association Constitution

The J/109® Class Association is established by the members as a non profit membership organization. In accordance with this Constitution and the J/109 Class Rules, non commercial use of the name and mark, J/109, by the J/109 Class is authorized by J/Boats, Inc. which owns the name and mark and which is the assignee of the copyright to the J/109 design and specifications.

The founding Fleets through their Fleet captains adopt this Constitution and the accompanying J/109 Class Rules, effective upon adoption. The founding Fleets through their Fleet captains have also constituted an Executive Board which shall serve until the close of the Annual Meeting to be held in October 2007.

1.0 Purposes

The purposes of the J/109 Class Association are:

- To promote recreational sailing, cruising, and strict J/109 one-design racing throughout the world;
- To preserve the recreational and cruising capability and features of J/109's;
- To promote affordable sailing, cruising, and racing;
- To promote national and international class events and class racing events among predominantly amateur crews;
- To implement and enforce the J/109 Class Rules; and
- To coordinate and manage the affairs of the J/109 Class Association and its Fleets.

2.0 Communication

2.1 The J/109 Class Association shall use its website to communicate with J/109 Class members, to give notice of all sponsored events, to conduct the business and affairs of the Class and its Fleets, to report to J/109 Class members, to conduct Class and Fleet elections, and to vote on proposed rules and amendments to the J/109 Class Association Constitution and the J/109 Class Rules. The J/109 Class Association shall also use e-mail to communicate with members. Class information and proceedings posted on the website shall be determinative.

2.2 The J/109 website may be used also by Fleets to communicate with Fleet members and to carry on the business and affairs of Fleets.

2.3 Member information on the J/109 website may not be used by any person for any purpose other than communication to members for class purposes. Sensitive member information, including addresses, telephone numbers, and e-mail addresses shall be restricted from general public access. The Executive Board may make information and the website available to sponsors to support class purposes.

2.4 The Executive Board shall establish rules and procedures and may change or modify such rules and procedures, as it deems appropriate, to establish an Acceptable Use Policy for the J/109 website and other Class resources, including use of sensitive user information. All users of the J/109 website and other Class resources shall comply with the Acceptable Use Policy.

2.5 The Executive Board may adopt new and additional or alternative information technologies to facilitate effective and practical communications with members and Fleets.

3.0 Membership

3.1 A Voting Member shall be a legal owner or one designated legal owner in the case of a boat with more than one legal owner, such that each registered boat shall have one Voting Member. Each Voting Member shall have one vote

3.2 An Associate Member may be any other owner, crew member, family member, person, or enterprise supporting the purposes of the J/109 Class Association.

3.3 Voting Members and Associate Members maintain membership by paying annual membership dues and by complying with the J/109 Class Association Constitution and J/109 Class Rules. Annual dues are payable in full on or before April 1st each membership year. The membership year shall be the calendar year.

3.4 Membership shall be suspended for any period during which dues are unpaid. Further, membership may be suspended or revoked for cause by the Executive Board of the J/109 Class Association; provided however, that no suspension or revocation for cause shall be taken without prior notice to and opportunity for the member to contest the matter before the Executive Board. A two-thirds vote of the Executive Board shall be required to suspend or remove a member for cause. As used here, cause shall mean willful or reckless violation of this Constitution or rules and procedures adopted under this Constitution.

3.5 The J/109 Class Association Treasurer shall maintain a current listing of all Voting and Associate Members. The listing shall be posted on the J/109 Class Association website in an area that is accessible only by members and officers.

4.0 Class Finances

4.1 The business and affairs of the J/109 Class Association shall be financed through membership dues, event fees, sponsorship fees, other fees, and contributions, as determined by the Executive Board.

4.2 The Treasurer shall maintain the financial records and accounts of the J/109 Class Association and shall annually post the budget approved by the Executive Board and a statement of expenditures and assets and liabilities on the J/109 Class Association website.

4.3 The financial accounting year for the J/109 Class Association shall be the calendar year.

4.4 The Executive Board may adopt such general financial oversight rules and procedures and may change or modify such rules and procedures from time to time, as it deems appropriate.

5.0 J/109 Fleets

5.1 A J/109 Fleet is a territorial area, established to organize and manage local J/109 events and operating in compliance with the J/109 Class Association Constitution and the J/109 Class Rules.

5.2 Voting Members representing a minimum of five J/109's may petition the Executive Board to establish a Fleet. A Fleet shall be established upon the Executive Board's determination that the proposed Fleet meets the minimum requirements set out here and will further the purposes of the J/109 Class Association.

5.3 A Voting Member who belongs to more than one Fleet shall declare a home Fleet. Only the home Fleet membership shall be counted for purposes of determining the number of boats in a Fleet or a proposed Fleet.

5.4 Each J/109 Fleet shall elect a Fleet Captain and such other officers as it deems appropriate.

6.0 J/109 Executive Board

6.1 The Executive Board shall act for the members and shall act in accordance with and carry out the purposes of this Constitution and the J/109 Class Rules. Subject to the amendment processes for this Constitution and the J/109 Class Rules, the Executive Board shall be the sole authority, for determining compliance with this Constitution and the J/109 Class Rules. The Executive Board shall consist of Each Fleet Captain; one representative appointed by J/Boats, Inc., the Copyright Holder; one at large member appointed by the Executive Board for a two year term; the Chief Measurer appointed by the Executive Board for a two year term; and the President, Vice President, Secretary, and Treasurer elected by the Voting Members for two year terms; provided that the founding Executive Board shall elect the first President, Vice President, Secretary, and Treasurer. All members of the Executive Board shall be Voting or Associate Members.

6.2 The Executive Board shall adopt and may change or modify such rules and procedures, as it deems appropriate, to govern its affairs and operations.

6.3 Each Executive Board member shall have one vote. Additionally, each Fleet Captain shall have one additional vote within the Executive Board for every complete multiple of 10 J/109's *in excess of the first 10 J/109's* represented by Voting Members in the Fleet Captain's Fleet.

6.4 The Executive Board shall meet at least annually in October and may meet at other times at the call of the President or Secretary. The annual meeting shall be held at a location which is reasonably convenient to members. A quorum

for any action by the Executive Board shall be one half of the membership of the Executive Board. All meetings of the Executive Board shall be open to members and shall be accessible to the Executive Board *and* J/109 Class members by video, telephone, or web streaming. An Executive Board member may be present and may vote by any such real time electronic facility.

6.5 Notice of and the Agenda for every meeting of the Executive Board shall be posted by the Secretary on the J/109 website at least five business days before the meeting.

6.6 The President shall be the chief executive officer of the J/109 Class Association and shall preside at all meetings of the Executive Board. The Vice President shall act in the absence of the President and shall have such other duties as the President may delegate.

6.7 The Treasurer shall oversee and manage the financial affairs of the J/109 Class Association and shall be responsible for proposing the annual budget and maintaining the listing of Voting and Associate Members. Upon request, the Treasurer may manage financial affairs for a Fleet. The Treasurer shall post financial reports, budgets, and reports on the website.

6.8 The Secretary shall maintain all of the records and proceedings of the J/109 Class Association and shall maintain a current list of each Fleet and every Fleet officer together with a registry of every J/109 which participates in J/109 Class activities. The J/109 registry shall include a confirmation that each registered J/109 was built in accordance with specifications of J/Boats and has a molded in identification number issued by J/Boats. The Secretary shall post all meeting notices, agendas, minutes, election notices, nomination lists, and election results, rules interpretations, rules amendments, and amendments to this Constitution on the website.

6.9 The Chief Measurer shall be responsible for overseeing all matters related to measurement of J/109's and for confirming that registered J/109's have been built, maintained, modified, and repaired in accordance with specifications of J/Boats and that registered J/109's race in accordance with the sail, equipment, and specification provisions of the J/109 Class Rules.

6.10 The Executive Board, in consultation with the Chief Measurer, shall appoint qualified, assistant measurers to assist the Chief Measurer. Each assistant measurer shall be listed on the J/109 website.

6.11 The Chief Measurer, the Copyright Holder or its representative, and a member of the Executive Committee appointed by the President shall be the Technical Committee and shall consider and determine technical compliance with J/Boats specifications and the J/109 Class Rules. Decisions and interpretations by the Technical Committee shall be final unless changed or amended by the J/109 Class Rules or this Constitution.

6.12 The President shall appoint an Executive Board member as the chair of a nominating committee. The Executive Board shall appoint four additional members to the committee, at least three of whom shall not be members of the

Executive Board. Not later than June 1 in an election year (every alternate year), the nominating committee shall invite Voting Members to nominate members for appointment to the at large membership and Chief Measurer and for election as President, Vice President, Secretary, and Treasurer.

6.13 The nominating committee shall act by simple majority vote and shall present a list of proposed appointees and nominees to the Executive Board and the Voting Members not later than August 1 in an election year. Any Member may seek election as a petition candidate for President, Vice President, Secretary, or Treasurer with the written support of at least 15 Voting Members. A petition shall be presented in writing to the Secretary on or before August 1 in an election year. Upon the Secretary's certification of the petition, the petition candidate's name shall be added to the nomination list.

6.14 The Secretary shall post the nomination list on the J/109 website on or before September 1 in an election year. Voting for the elective positions shall be conducted on the website and shall close at midnight GMT September 30 in an election year. The candidate receiving the highest number of votes from Voting Members voting for each position shall be elected. Election results shall be certified, announced, and posted prior to the Annual Meeting.

6.15 At each annual meeting, the Executive Board shall receive a financial report and proposed budget from the Treasurer, approve a budget and financing, approve and schedule class events, and consider amendments and changes to the J/109 Class Rules and this Constitution, if any. At the annual meeting in an election year, the Executive Board shall also appoint an at large member and the Chief Measurer from the list proposed by the nominating committee. At the close of the Annual Meeting in an election year, the newly elected (or re-elected) President, Vice President, Treasurer, and Secretary and the newly appointed (or re-appointed) at large member and Chief Measurer shall assume office and shall continue in office until their successors are chosen.

6.16 The Executive Board shall have the authority to remove a member of the Executive Board, other than the Copyright Holder, for cause, and after formal notice and opportunity for a hearing before the Executive Board. A two-thirds vote of the Executive Board shall be required to remove a member of the Executive Board. As used here, cause shall mean gross misconduct or willful or reckless disregard of the member's Executive Board obligations, including willful or reckless violation of this Constitution or rules and procedures adopted under this Constitution.

6.17 In the event of any vacancy in the Executive Board or any office of the Executive Board, the Executive Board shall fill the vacancy for the remainder of the term.

7.0 Changes to Class Rules

7.1 The J/109 Class Association is committed to stability in the J/109 Class Rules governing racing. Therefore, rules amendments should be limited to

circumstances dictated by safety, material advances in technology, changes mandated by national authority, the International Sailing Federation, or clearly advantageous changes to measurement or racing rules.

7.2 Amendments to the Class Rules may be proposed in writing by 20 Voting Members, the Technical Committee, the Executive Board, or the Copyright Holder. Proposed amendments shall be submitted to the Secretary not later than August 1 to be considered at the next Annual Meeting. All proposals shall be posted on the J/109 website to permit review and discussion by the membership.

7.3 Proposed rules amendments will be considered and voted upon at the Annual Meeting of the Executive Board. Each proposal receiving at least a two thirds vote by the Executive Board shall be submitted to Voting Members for approval.

7.4 The Secretary shall certify, announce, and post the proposed rules amendments which have been approved under section 7.3; and voting by Voting Members shall close after 30 days at midnight GMT. Each rules amendment receiving a majority of the votes cast shall be adopted and shall be effective February 1 in the following year; provided that the Executive Board may, for cause, set an earlier or later date.

8.0 Changes to this Constitution

8.1 Amendments to This Constitution may be proposed in writing by 50 Voting Members or the Executive Board. Proposed amendments shall be submitted to the Secretary not later than August 1 in the year to be considered for the next Annual Meeting. All proposals shall be posted on the J/109 website to permit review and discussion by the membership.

8.2 Proposed amendments will be considered at the Annual Meeting of the Executive Board. The Executive Board may make a recommendation on each proposal. Following the Annual Meeting, each proposal shall be submitted to Voting Members for vote.

8.3 The Secretary shall certify, announce, and post the proposed amendments; and voting by Voting Members shall close after 30 days at midnight GMT. Each amendment receiving two thirds of the votes cast shall be adopted and shall be effective on January 1 next.

9.0 Indemnification

Except for intentional misconduct or knowing violation of law, no Voting Member, Associate Member, Fleet officer, member of the Executive Board, J/Boats representative, or any other person acting on behalf of the J/109 Class Association or a J/109 Fleet shall be liable to a member, a former member, the J/109 Class, or any other person or entity for any act or failure to act undertaken in good faith.