

J/70

US CLASS ASSOCIATION CONSTITUTION



1. NAME

- 1.1. The name of this organization shall be the US J/70 Class Association and referred to here-in as the J70CA.

2. OBJECTIVES

- 2.1. To promote and maintain the building and racing of the J/70 as a strict closed class ("**Closed Class Rules**") throughout the world.
- 2.2. To preserve J/70's recreational features, including ease of handling, low cost of ownership, safety and comfort.
- 2.3. To help organize and promote national and international Class events for the benefit of J70CA members ("**Members**").
- 2.4. To coordinate and manage the affairs and rules of the Class in cooperation with international and national sailing authorities, and *J Boats, Inc.*, the "**Copyright Holder.**"

3. LANGUAGE

- 3.1. The official language of the Class is English, and in case of any dispute over the translation, the English text shall prevail.
- 3.2. The word "shall" is mandatory, and the word "may" is permissive.
- 3.3. All communication in regard to Class business shall be delivered using the medium agreed upon by the Board of Directors.

4. MEMBERSHIP

- 4.1. An Active "**Member**" shall be a J/70 owner, co-owner or driver whose annual dues have been paid. Only Active Members who are owners or co-owners are eligible to hold office.
- 4.2. An "**Associate Member**" is a crew or other individual supporting the Class by paying annual dues.
- 4.3. Sponsoring Members shall be those individuals, companies and corporations who provide contributions and/or services to the Class or its members. The Executive Committee shall have the authority to grant this category of membership.

5. ANNUAL FEES

- 5.1. The Class shall be financed by annual membership fees from Active and Associate Members and by collecting other fees from Sponsoring Members and other sources. The Membership fee shall be determined annually by the Board of Directors. All Members must renew annually. All subscriptions and fees shall be made payable to the US J/70 Class Association.
- 5.2. Subscriptions and fees for each calendar year are due and payable to the Class on January 1, and no person who has not paid dues for the calendar year shall be considered a Member.

6. FLEET

- 6.1. A **"Fleet"** is a local territorial unit that is self-governed in matters not conflicting with this Constitution and chartered by the Class upon application by the legal owners of four or more J/70s. A Fleet shall elect its own officers from among the boat owners which shall include at least a Fleet Captain and Measurer.
- 6.2. A **"Voting Fleet"** is a Fleet with at least 10 boats represented by Active Members who are members of such Fleet. For 2013, the voting fleet will be 7 boats.
- 6.3. For purposes of Section 7.1 and 7.4, any Active Member who is a member of more than one Fleet shall be considered a member of only his or her declared **"Home Fleet."** The Home Fleet of any Active Member who has not made a declaration shall be determined by the Executive Director.

7. BOARD, EXECUTIVE COMMITTEE

- 7.1. The Board of Directors (**"Board of Directors"**) shall consist of one representative appointed by each Voting Fleet (**"Fleet Director"**), one representative of the Copyright Holder, one "at large" fleet representative appointed by the Copyright Holder, up to two "at large" representatives appointed by the Board (collectively, the **"At-Large Representatives"**), the President, the Vice President, the Secretary, the Treasurer, the Technical Chair and the Past President.
- 7.2. The Board of Directors shall elect annually a President, Vice President, Secretary, Treasurer and Technical Chair (**"Class Officers"**) who are not required to be Fleet Representatives. These officers, with the Past President, Copyright Holder and Executive Director (non-voting), form the **"Executive Committee."** A term limit of two years is imposed on the office of President. No Officer may serve in any one position for more than 4 terms.
- 7.3. All members of the Board of Directors and Executive Committee (other than the representative of the Copyright Holder and Executive Director) shall be Active Members.
- 7.4. Each Board member shall have one vote. In addition, each Fleet Director shall carry one additional vote for every complete multiple of 10 boats in excess of the first 10 represented by Active Members who are registered in the Fleet represented by such Fleet Representative.
- 7.5. For purposes of any action taken by the Board of Directors, the status of a Fleet as a Voting Fleet and the number of votes held by the Fleet Director of each Voting Fleet shall be determined by the Executive Director.
- 7.6. The President is the chief executive officer of the Class and presides at meetings, rules on procedures, and is the chief ambassador for the J70CA at sailing related meetings and activities.
- 7.7. The Vice President, in the absence of the President, shall preside at meetings and perform other duties as reasonably required by the Executive Committee.
- 7.8. The Secretary is responsible for oversight of annual and special meeting minutes and distribution of same to Board of Directors.
- 7.9. The Treasurer is responsible for oversight of a bank account and the financial records of the Class and for submitting an annual financial report and budget for Board approval.

- 7.10. The Technical Chair shall be the liaison to the Technical Committee.
- 7.11. The Past President shall be the Chair of the Nominating Committee as long as he or she is in office. The President in any year who retires or is not reelected at the Annual Meeting shall be the Past President for the immediately succeeding year or years until the succeeding President retires or is not reelected at an Annual Meeting, in which case the successor shall be the next Past President.
- 7.12. The “**Executive Director**” is a non-voting member of the Executive Committee and handles all correspondence, records of information regarding Fleets, membership, yachts and sail numbers; receives and distributes funds in accordance with a budget approved by the Board of Directors; keeps books for the Association and arranges for an audit by a qualified C.P.A when requested by the Executive Committee. The Executive Director will receive annual payment for satisfactory fulfillment of the above duties at the discretion of the Executive Committee.
- 7.13. In the event of an Executive Committee vacancy prior to the Annual Meeting, the Board of Directors may, in accordance with Section 8, appoint one of its remaining Board of Directors to fill the vacancy.
- 7.14. The Executive Committee shall have the power to appoint other committees that shall have and may exercise such authority of the Executive Committee as it shall prescribe. The Executive Committee shall have the power to select any person or entity to assist the Executive Committee in the exercise of their powers and duties. Any such person or entity may be paid, is not required to be a Member, but shall have no vote on the Board of Directors.

8. BOARD OF DIRECTOR MEETINGS

- 8.1. The Board of Directors shall hold an Annual Meeting during the fall of each year at a location to be determined by the President. The Board of Directors may hold Special Meetings as appropriate to efficiently carry out the business of the Class and as may be called by the President or as decided by a previous meeting of the Board of Directors.
- 8.2. The Executive Director shall give at least 10 days' notice of such meetings, except if all members of the Board of Directors consent to shorter notice.
- 8.3. At meetings of the Board of Directors, one-half of the members of the Board of Directors shall be the quorum required for the conduct of business. Any change to this Constitution shall be passed by two-thirds of the votes held by members of the Board of Directors present or represented by proxy at the meeting in accordance with section 10. Other resolutions of the Board of Directors shall be passed by a simple majority of the votes held by members of the Board of Directors present or represented by proxy at the meeting.
 - 8.3.1. Members of the Board of Directors unable to attend a meeting may assign a proxy to any other member of the Board of Directors who is present at that meeting, so that he or she can vote on the absent member's behalf in accordance with section 8.3. This proxy must be received by the Executive Director prior to the meeting.
- 8.4. At its Annual Meeting, the Board of Directors shall:
 - 8.4.1. Elect a President, Vice President, Secretary, Treasurer and Technical Chair for a term expiring at the next Annual Meeting.

- 8.4.2. Establish guidelines in selecting the location and dates for future North American, National and Midwinter Championship Regattas. All such regattas shall be subject to the J/70 Class Rules and Standards for Championship Regattas.
- 8.4.3. Appoint the Technical and Nominating Committees.
- 8.5. Annual and Special Meetings of the Board of Directors may be conducted or supported by telephone and/or internet conferencing.
- 8.6. In lieu of a meeting, any action of the Board of Directors may be taken by a written resolution approved by at least a majority (or, in the case of any change to this Constitution, at least two-thirds) of the voting members of the Board of Directors. The Executive Director shall give at least 10 days to respond to written resolutions, except if two-thirds of the votes held by the Board of Directors consent to shorter notice.

9. TECHNICAL COMMITTEE; NOMINATING COMMITTEE

- 9.1. The "**Technical Committee**" shall be appointed by, and operate as, a sub-committee of the Board of Directors, with responsibility for interpretation and enforcement of Class Rules, and recommendations to the Executive Committee regarding Class Rules and measurements, including suggested changes to the Class Rules.
 - 9.1.1. The Technical Committee shall consist of the Technical Chair as Chair, plus one representative appointed by the Board of Directors, and one representative appointed by the Copyright Holder. The committee may call on other member resources as needed.
 - 9.1.2. The Technical Committee shall cooperate with the Class measurers and licensed builders to protect the intent of the J/70 Closed Class Rules worldwide.
- 9.2. The "**Nominating Committee**" shall consist of three past or current members of the Board of Directors appointed by the Board, all of which shall be Active Members. While in office, the Past President shall be a member of, and the chair of, the Nominating Committee. If no Past President shall be in office, the members of the Nominating Committee shall select the chair of the committee. None of the members of the Nominating Committee shall be current Class Officers.
- 9.3. At meetings of the Technical Committee or Nominating Committee, two members shall constitute a quorum for the conduct of business and all actions of those committees shall be taken by a majority of those present. Sections 8.5 and 8.6 shall apply *mutatis mutandis* to meetings of any subcommittee of the Board of Directors.

10. CHANGES IN US CLASS CONSTITUTION

- 10.1. Changes to the US Class Constitution and bylaws may be proposed to the Board of Directors by a voting fleet, the Technical Committee or the Copyright Holder. All changes shall be proposed by June 1 for an effective date established under section 10.6
- 10.2. Proposed changes will be first reviewed by the Technical Committee, which shall formulate a resolution for review and an initial vote by the Executive Committee.
- 10.3. If the Executive Committee approves the resolution or if the changes are proposed by 3 or more Voting Fleets, the Executive Committee shall then provide a reasonable review period (at least 60

days) for Fleet Representatives to seek Fleet member consensus prior to a final Board of Directors' vote in accordance with Section 10.4.

10.4. The Executive Committee may elect one of two methods of voting on proposed changes to the Class Constitution:

10.4.1. A vote of the Board of Directors during an Annual Meeting or during any other properly called meeting.

10.4.2. A vote of the Board of Directors in writing delivered electronically after the requirements of 10.3 have been met.

10.5. Any resolution approved under section 10.3 may include amendments to the resolution submitted to the Fleets which the Executive Committee determines are immaterial or non-substantive, and no additional review period under section 10.3 shall be required prior to a Board of Directors' vote on such amended resolutions.

10.6. Changes that are approved in accordance with section 8 and this section shall become effective and shall apply to all Class events occurring on or after January 1 of the year following proposal approval, unless the Executive Committee shows cause, and the Board approves a more appropriate effective date.

10.7. The Board of Directors shall endeavor to ensure that the Class Rules apply without modification to all J70CA regattas. The Fleets are encouraged to take all steps necessary so that the Class Rules without modification apply to all J70CA regattas sponsored by the Fleets in order to ensure a fair competition among all members.

11. FUNDS, ACCOUNTS AND EXPENSES

11.1. The funds of the Class shall be kept in a manner approved by the Board of Directors.

11.2. Books shall be kept that show assets and liabilities of the Class in addition to receipt and expenditure of monies.

11.3. The Executive Committee may approve reimbursement of reasonable expenses of Committee members in exercising their duties under these rules.

11.4. .

12. DEFINITIONS

12.1. **"Associate Member"** is a crew, helmsman or other individual supporting the Class by paying annual dues pursuant to section 5.

12.2. **"Board of Directors"** or **"Board"** shall mean the governing bodies of the J/70 Class Association, the composition of which is defined in Article 7.

12.3. **"Class Officers"** shall mean the President, Vice President, Secretary, Treasurer and Technical Chair, elected at the Annual Meeting.

- 12.4. **“Class Rules”** shall mean the rules relating to measurement, equipment and racing condition of a J/70, and the practice of its crew, annexed hereto and incorporated herein as Bylaw of this Constitution.
- 12.5. **“Closed Class Rules”** is where anything not specifically permitted by the Class Rules is prohibited.
- 12.6. **“Copyright Holder”** is J/Boats, Inc., 557 Thames Street, Newport, RI 02840, 401-846-8410
- 12.7. **“Executive Director”** is a non-voting member of the Executive Committee who manages the day-to-day operation of the J70CA.
- 12.8. **“Fleet”** is a local territorial unit that is self-governed in matters not conflicting with this Constitution and chartered by the Class upon application by the legal owners of four or more J/70s.
- 12.9. **“Member”** is a J/70 owner, co-owner or family member whose annual dues have been paid pursuant to section 5.

13. SUSPENSION AND REMOVAL FROM MEMBERSHIP

- 13.1. A member of the J/70 Class Association may be suspended from membership by the Executive Committee only after a hearing protecting his or her rights to due process, including a mutual exchange of evidence prior to the hearing.
- 13.2. A member may be suspended for the following:
 - 13.2.1. Committing an unlawful act in relation to the Association or one of its members, or
 - 13.2.2. For any unsportsmanlike conduct contrary to the interest of the members of the Association, or
 - 13.2.3. For intentional violation of Class Rules.
- 13.3. A member shall not be entitled to the return of any part of his or her subscription in respect to any period for which he or she shall be suspended or removed from membership.

14. LIMITATIONS; INDEMNITY

- 14.1. To the maximum extent permitted under applicable law, in the execution of their powers and duties under this Constitution or under the Class Rules, no Officer or other member of the Board of Directors (or any subcommittee thereof) shall have any liability to any of the Members or former Members of the Class, to the Class or any other person or entity by reason of any act or omission made in good faith by him or her or the act or omission of any other Officer or other member of the Board of Directors.