

North American J/80 Class Constitution

1 NAME

- 1.1 The name of the Association shall be the "North American J/80 Class Association" ("NA J/80") inclusive of the USA, Canada and Mexico.

2 OBJECTS

- 2.1 The objects of NA J/80 are to operate under the authority of the International J/80 Class Association (the "ICA")

- a) To promote the building and racing of the J/80 sailboat as a strict One-Design class throughout North America.
- b) To preserve the J/80's recreational features, including ease of handling & trailering, low cost of ownership, safety and comfort.
- c) To organize and promote regional, national and international class events and championships for the benefit of J/80 class members.
- d) To maintain the worldwide One-Design integrity and equality of performance of the J/80.

3 LANGUAGE

- 3.1 The official language of NA J/80 shall be 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.

4 OFFICES

- 4.1 The Official Office of NA J/80 shall be the address of its statutory agent for service of process: J/Boats, Inc., 557 Thames Street, PO Box 90, Newport, RI 02840.
- 4.2 Other offices may also be established at such places as the Executive Committee may from time to time determine.

5 MEMBERSHIP

- 5.1 Full Membership is open to all J/80 owners and members of the Executive Committee upon payment of annual membership dues. These Members shall enjoy all rights and privileges of NA J/80, including the right to vote, attend meetings, and hold office in NA J/80.

- 5.2 Associate Membership in NA J/80 is open to individuals upon payment of annual associate membership dues. Associate members may not vote or hold office and shall enjoy rights and privileges as determined by the Executive Committee.
- 5.3 Sponsoring Membership in NA J/80 is open to individuals, companies and corporations who provide products and/or services to NA J/80, or its members. Sponsoring members may not vote or hold office in NA J/80 and shall enjoy rights and privileges as determined by the Executive Committee. The Executive Committee USA shall have the authority to grant this category of membership upon petition by the individual or entity seeking Sponsoring Membership..
- 5.4 All Members in NA J/80 shall be bound by the Constitution of the ICA and this NA J/80 Constitution, and by any properly made amendments thereto.
- 5.5 A Member shall cease to be a Member during any period in respect of which he/she has not paid his/her NA J/80 membership dues or other monies due NA J/80.

6 FLEETS

- 6.1 A "Fleet" is a local territorial unit that is self-governing in matters not conflicting with these by-laws and that is chartered by NA J/80 upon application by five paid Members (over 2 or more consecutive years) or Members not within the established territory of an existing fleet. A Fleet shall elect its own officers from among its Members, which shall include at least a Fleet Captain.
- 6.2 An "Active Fleet" shall be designated as a Fleet with at least five (5) J/80's represented by Members who are not already declared as Members in another J/80 Fleet.
- 6.3 Each Active Fleet may appoint a Fleet Representative, who shall represent the appointing Fleet and be a member of the NA J80 Executive Committee.
- 6.4 Each Active Fleet shall submit to the Executive Committee a list of its fleet members and a schedule of its fleet one-design racing for the season by May 1st of each year.
- 6.5 All Fleet Representatives and Officers shall be J/80 Owners.

7 GOVERNANCE

- 7.1 NA J/80 shall be governed by its Executive Committee and shall be managed and administered in accordance with:
- (a) the provisions of this Constitution and any regulations and policies passed under this Constitution by the members;
 - (b) any policies for the operation of the NA J/80 determined by the Executive Committee;
 - (c) or any directives or guidelines established by the Executive Committee.
- 7.2 The Members shall delegate responsibility for the day-to-day management and administration of the NA J/80 affairs, activities and property of the NA J/80 to the Executive Committee in

accordance with the objectives of the NA J/80 and subject to any regulations or policy decisions made by the Members at General Meetings.

- 7.3 The Executive Committee may delegate to any one or more of its members such power and duties as it shall determine appropriate.

8 EXECUTIVE COMMITTEE

- 8.1 The Executive Committee shall consist of the following Officers and Members: (a) President, (b) Vice President, (c) Secretary, (d) Treasurer, (e) immediate past-President, and, (f) If appointed, the Fleet Representative of each NA J/80 Fleet, who shall be non-voting members of the Executive Committee. The past-President shall vote only in the event to break a tie vote of the Executive Committee.

- 8.2 The Executive Committee shall be members of the NA J/80 and one of its member NA J/80 Fleets, and be elected at the AGM by the Members for a term of two years. Any retiring officer shall be eligible for re-election provided that he has not served more than 8 consecutive years in that office.

- 8.3 The Executive Committee shall:

(a) Carry out the duties imposed by this Constitution.

(b) Carry out all tasks as reasonably required by the Executive Committee such as but not limited to administration of NA J/80 activities.

(c) The Secretary shall keep minutes of meetings and give notice to Members of meetings; and communicate the decisions of the Executive Committee to Members and such other persons as the Executive Committee shall direct.

(d) The Treasurer shall control the funds of the NA J/80 and shall make disbursements authorized by the Executive Committee. The Treasurer shall present a budget for the coming year at the Annual General Meeting.

- 8.4 The Chief Measurer shall be appointed by the Executive Committee on an annual basis, but with no fixed limit to the period of office and also serve as head of the Technical Committee.

- 8.5 A Class Manager may be employed by the Executive Committee at such times and on terms and conditions determined by the Executive Committee. The Class Manager may assume some or all of the duties designated to the Secretary or Treasurer as assigned by the Executive Committee.

- 8.6 No person who is a member of a commercial undertaking involved with selling NA J/80 equipment to Members may be elected to any Office within the NA J/80.

9 TECHNICAL COMMITTEE

- 9.1 NA J/80 recognizes the Technical Committee of the ICA which may be appointed by, and operate as a subcommittee of, the Executive Committee of the ICA, with responsibility for control and enforcement of the J/80 Class Rules and for the appointment of ICA Measurers.

10 CLASS MEASURERS

- 10.1 The Chief Measurer of NA J/80 ("Chief Measurer NA J/80"):
- a) Shall be nominated by the Executive Committee USA, and shall be appointed by the Executive Committee of the ICA, and shall serve a term of four (4) years;
 - b) Shall be an ISAF International Measurer unless an exception is approved from the Executive Committee;
 - c) Shall supervise the Class Measurers NA J/80;
 - d) Shall report to the Chief Measurer of the ICA and to the ICA Technical Committee;
 - e) Shall serve as the head of the NA J/80 Technical Committee.
- 10.2 Class Measurers of NA J/80 ("Class Measurers NA J/80") shall be appointed by the Chief Measurer NA J/80 and shall be responsible for One-Design compliance following delivery of each yacht, for measurement prior to and during events, and for re-measurement of yachts when they have been outside Class One Design configuration.

11 EXECUTIVE COMMITTEE MEETINGS

- 11.1 Executive Committee meetings shall be held on such occasions and in such ways as are either called by the President or decided by previous meetings of the Executive Committee ("Committee").
- 11.2 The President, Secretary or Treasurer shall give at least 5 days' notice of such meetings, unless 2/3rds of the voting members of the Committee give their prior consent to a reduced notice period.
- 11.3 A simple majority of voting members of the Committee shall form a quorum.
- 11.4 The chairman at Committee meetings shall be the President, or in his absence, the Vice-President. If neither the President nor the Vice-President is present, the Secretary or Treasurer shall chair the meeting.
- 11.5 Each member of the Committee shall have only one vote except that the President or acting chairman shall have a second and casting vote in the event of a tie.
- 11.6 Taking into consideration 8.5, resolutions at Committee meetings shall be passed by a simple majority of the voting members of the Committee participating and voting.

11.7 The Committee is authorized & encouraged to utilize for meetings appropriate video conferencing and/or telephonic communications providing all participants can participate in all communications.

12 GENERAL MEETINGS

12.1 Each Member shall be entitled to participate in the General Meetings of the NA J/80.

12.2 A General Meeting shall be held annually ("Annual General Meeting" or "AGM") in such place and time and make use of suitable technology such as the Executive Committee may consider most convenient to the majority of the Members. This meeting shall:

(a) Receive the result of ballots requiring vote: hand, written, or otherwise;

(b) Receive from the Executive Committee and approve a report on the financial status of the NA J/80 for the preceding accounting year and current year;

(c) Receive and decide by ballot, resolutions submitted in accordance with this Constitution;

(d) Elect Executive Committee members.

12.3 At least 30 days written notice shall be given by a member of the Executive Committee to the Members of any General Meeting, together with a copy of the agenda for the meeting and of any resolutions which are to be proposed at the meeting. The Secretary or Treasurer shall give such notice of (and only of) such resolutions as have been specified to him in writing 6 weeks before the meeting at which they are to be proposed.

12.4 The chairman at General Meetings shall be the President, or in his absence, the Vice-President. If neither the President nor the Vice-President is present, the Secretary or Treasurer shall chair the meeting.

12.5 Twelve (12) Members shall form a quorum at General Meetings.

12.6 At a General Meeting, each Member (one per boat) shall be entitled to one vote either in person or by written proxy. Elected Members of the Executive Committee (President, Vice President and Secretary and Treasurer) shall have one vote each. No Member shall hold or vote more than 2 proxies. A copy of any written proxy shall be forwarded to the Secretary prior to the meeting to acknowledge a member's voting rights and stipulations.

12.7 Voting at General Meetings shall be by simple majority, unless otherwise required by this Constitution. In the event of a tie the chairman of the General Meeting shall have an additional casting vote.

12.8 A Special General Meeting may be called by the Secretary, with the approval of the Executive Committee:

(a) in accordance with a resolution by the Executive Committee;

(b) as soon as is reasonably possible following (but not less than 30 days after) the Secretary's receipt of a written request from not less than fifteen (15) Members (which request shall also specify any resolution which the Members concerned wish to propose at the meeting).

12.9 At any Special General Meeting only resolutions of which notice has been given in accordance with this Constitution may be proposed and no amendments thereto shall be permitted, unless the amendment is accepted by the proposers of the resolution.

12.10 A resolution to amend or alter the Class Rules or the Constitution shall be passed at a General Meeting or Special General Meeting only if 75% or more of the present votes cast are in its favor.

13 SUBSCRIPTIONS, MEMBERSHIP DUES AND OTHER FEES

13.1 NA J/80 shall be funded by:

a) Membership dues paid to NA J/80.

b) Revenue from sail patches/buttons that shall be paid as royalty fee to NA J/80 by sailmakers upon manufacture of each Class sail for Members of NA J/80.

c) Revenue from sail buttons that shall be paid to NA J/80 by individual Members as royalty fee on Class sails for which royalty fees have not been previously collected by NA J/80.

d) Merchandise sales

e) Other sources of revenue as determined by the Executive Committee.

13.2 NA J/80's subscription year for membership dues shall run from January 1st to December 31st, unless otherwise determined by the Executive Committee.

13.3 The annual membership dues shall be determined by the Executive Committee.

13.4 NA J/80 shall contribute to the funding of the operations of the Executive Committee of the ICA in proportion to the overall ICA membership as determined by the Executive Committee of the NA J/80 Class.

14 FUNDS, ACCOUNTS AND EXPENSES

14.1 The funds of NA J/80 shall be kept in a manner approved by the Executive Committee consistent with the requirements of the Executive Committee of the Class.

14.2 Books shall be kept that show assets and liabilities in addition to receipt and expenditure of monies by NA J/80 and a summary should be available to NA J/80 members upon request.

14.3 The reasonable expenses of the Executive Committee USA members in exercising their powers under these rules shall be payable out of the funds of NA J/80.

15 MEMBER SUSPENSION

15.1 A Member may be suspended or removed from NA J/80 by the Executive Committee USA for:

- a) Committing an unlawful act in relation to NA J/80 or one of its members;
- b) Any unsportsmanlike conduct contrary to the interest of the members of NA J/80; or
- c) Intentional violation of the J/80 Class Rules.

15.2 A Member may only be suspended, removed or un-suspended from membership by the Executive Committee. No Member shall be suspended or removed without first receiving at least 30 days written notice of a hearing on the matter. The Executive Committee will only take action against a Member after a hearing protecting their rights to due process and including a mutual exchange of evidence prior to any such hearing. The Executive Committee may delegate this responsibility to an appropriately constituted and governed group in the local area of the fleet concerned. The period of suspension shall be determined by the Executive Committee.

15.3 A Member shall not be entitled to the return of any part of his subscription in respect of any period for which he/she has been suspended or removed from membership.

16 AMENDMENTS

16.1 This Constitution may only be amended by a resolution for which notice has been duly given and which is duly proposed and passed at an General Meeting, Special or otherwise, pursuant to the terms and conditions of this Constitution and ISAF.