

J/105 Fleet One Articles of Association

(As Amended February 10, 2009)

Article I. Association Name

The name of the association is the J/105 Class Association, Fleet One, Northern California ("Fleet").

Article II. Purpose of the Association

- 2.1. These Articles of Association ("Fleet Articles") are to preserve J/105 recreational features, including ease of handling, low cost of ownership, safety, comfort, and equality of performance while maximizing participation at J/105 events. The Association is intended to provide a forum for racing and social activities among the members.
- 2.2. The Fleet and its members are governed by these Fleet Articles and, unless contrary to the Fleet Articles, the J/105 Class Constitution ("Class Constitution") and the J/105 Class Association Rules ("Class Rules") as amended from time to time.

Article III. Membership and Crew Eligibility (Replaces National Class Rule 3)

- 3.1. An "Owner" is a person who (i) legally owns 100% of the yacht or (ii) is a Group 1 competitor (as determined by ISAF) who is at least a one-third partner in terms of financial investment in the purchase of the complete yacht and the cost of its operations.
 - 3.1.1. Each Owner shall be an 'active member' or an 'associate member' of the J/105 Class Association (as defined in the Class Constitution and for purposes of these Articles, a "J/105 Class Member").
 - 3.1.2. If a J/105 is owned by more than one Owner, the Owners shall prove ownership to the satisfaction of the Executive Committee by providing any related documents including, but not limited to, a DMV Title or Certificate of Documentation, a partnership agreement, a written and signed contract stating percentages of ownership and ongoing financial contribution.
- 3.2. Membership and dues.
 - 3.2.1. An "Active Member" of the Fleet shall be an Owner who complies with the rules proscribed in these Fleet Articles and whose annual Fleet dues have been paid.
 - 3.2.2. An "Associate Member" is a family member, crew or other individual supporting the Fleet with annual dues.
 - 3.2.3. If a J/105 that is berthed or usually stored within 60 miles of San Francisco Bay competes in a Season Championship event, all of its Owners shall be Active Members of the Fleet. "Season Championship" events shall be those events indicated as such on the Fleet web site.
 - 3.2.4. A proposal for the forthcoming year's annual Fleet dues for each membership class shall be prepared by the Fleet Captain and Treasurer based on the projected Fleet expenses for the ensuing year. Such proposal shall be adopted by a majority vote of the Active Members.
 - 3.2.5. In the event that there are two or more Owners of a boat, the annual dues for the first owner shall be as provided for above and for each subsequent owner the annual dues shall be \$25.
- 3.3. The "Driver" of a J/105 is defined as the person who, excepting for momentary absence due to personal or shipboard needs, steers the yacht during the 5 minutes prior to and including the start, until the finish.
 - 3.3.1. A Driver of a J/105 shall be:
 - (a) An Active Member or an Associate Member, and
 - (b) One of its Owners or a Qualified Substitute Driver (as defined below)
 - 3.3.2. A Qualified Substitute Driver of a yacht shall mean a Group 1 competitor (as determined by ISAF) who is either:
 - (a) A member of the immediate family (child, parent, spouse, or sibling) of the yacht's Owner or
 - (b) A "Long Term Shipmate" (as defined below) and friend of the yacht's primary Owner/Driver who, because of a legitimate extenuating circumstance that causes the yacht's primary Owner/Driver to be unavailable (e.g., an unavoidable personal or business commitment), is driving with the advance permission of the Executive Committee, whose permission shall be sought with reasonable advanced notice.

- 3.3.3. A "Long Term Shipmate" of an Owner is an individual who:
- (a) during the immediately preceding 12 months, sailed with the Owner on at least 6 race days (whether or not on a J/105), and
 - (b) during the immediately preceding 24 months, sailed with the Owner on at least 18 race days and in 50% of all sailboat races in which the Owner competed (other than races sailed in dinghies).
- 3.3.4. For races other than a one-design day race, or for one-design races greater than 25 nautical miles in length, crew members are permitted to helm the boat. The intent and spirit of this rule is that a Driver (as defined in this rule) shall be the principal driver and shall drive the boat the majority of the time.
- 3.4. For Season Championship events, crew members on a yacht shall not include any Group 2 competitor or any Group 3 competitor, except in the former case, with the permission of the Executive Committee, whose permission shall be sought with reasonable advanced notice. Notwithstanding the foregoing, representatives of J Boats may race on a temporary basis with new Owners in order to familiarize them with the boat.
- 3.5. Unless otherwise specified in the applicable Notice of Race and/or Sailing Instructions, for one-design class races that are not Season Championship Events (e.g., "B" Season events, midwinter races, YRA events and other special races and regattas): (a) crew members on a yacht may include one Group 2 competitor or one Group 3 competitor and (b) the crew weight restrictions of the national Class Rules shall not apply.
- 3.6. No crew aboard may be compensated in any way or receive financial benefit for racing in a J/105 event under these Fleet Articles. However, a crew may occasionally accept reimbursement for reasonable out-of-pocket expenses of travel, living accommodations and meals necessary for participation in an event.
- 3.7. All sailing industry related persons who do not hold a valid, unexpired ISAF ruling that they are a Group 1 or a Group 2 competitor (which ruling is reflected on the ISAF website), shall be deemed to be a Group 3 competitor. Notwithstanding any ISAF ruling, the Executive Committee shall be the final authority in determining a competitor's status within the spirit of the Class Rules and these Articles.
- 3.8. A person may charter a J/105 for one or more regattas, provided such person (the "Charterer") is: (a) a J/105 Class Member and (b) otherwise an Owner of a J/105. In the case of a chartered J/105, all references in the Class Rules and these Fleet Articles to "Owner" shall be interpreted to refer to the Charterer and references to "100% Owner" shall be interpreted to refer to a Charterer only if he or she otherwise legally owns 100% of a J/105.
- 3.9. The Executive Committee shall be the sole interpreter of these definitions and their application.
- 3.10. Any Member may be suspended or removed by the Fleet by the Executive Committee for: (a) committing an unlawful act in relation to the Class or one of its Members; (b) any unsportsmanlike conduct contrary to the interest of the Members; or (c) intentional violation of the Class Rules or the rules proscribed in the Fleet Articles. A Member shall not be entitled to the return of any part of their membership dues in respect of any period for which he/she has been suspended or removed from membership.
- 3.11. In the case of a boat 100% owned by a naval or maritime academy or full time college or university that is eligible to compete in intercollegiate racing under rule 11 of The Procedural Rules for Inter-Collegiate Competition (the "ISCA Rules") of the Inter-Collegiate Sailing Association of America (any academy, college or university that is so eligible is referred to as an "Academy"), the following shall apply:
- 3.11.1. All crew members on an Academy boat, including the Driver, shall be full-time undergraduate students at that institution and must be eligible to compete in inter-collegiate racing and qualify under rule 12 of the ISCA Rules, except that (a) one crew member, other than the Driver, may be ineligible and not be a student, (b) the exception to ISCA Rule 12 contained in ISCA Rule 14(c) shall not apply and (c) in case of conflicts between these rules and the ISCA Rules, these rules shall govern.
 - 3.11.2. The Driver shall be an Associate Member and shall be approved by the Executive Committee. The criteria for approval shall include lack of involvement with the sailing industry or coaching for pay and other criteria the Executive Committee deems relevant and that are consistent with the purposes of the Class Rules.
 - 3.11.3. Notwithstanding ISCA Rule 12(f), all crew, including the Driver, shall be Group 1 competitors, except as provided for in Section 3.5 of these Articles. All crew shall hold valid ISAF rulings, which rulings are reflected on the ISAF website.
 - 3.11.4. The Academy owning the boat shall be an Active Member of the Fleet, an active member of the J/105 Class Association and shall be considered the "Owner" of the boat for purposes of these class rules.
 - 3.11.5. Rule 3.3.1 and the second sentence of Class Rule 7.1 shall not be applicable.

Article IV. Officers of the Association

- 4.1. The officers of the association shall be:
 - . Fleet Captain
 - . Secretary
 - . Treasurer
 - . Measurer
 - . Race/Competition Chair
- 4.2. Each officer shall be elected for a term of approximately one year (with the exception of the Secretary, Treasurer and Measurer whose terms shall be approximately two years) at the Annual Meeting and shall immediately take and hold office until a successor is elected or appointed as provided in Article 4.7. The Fleet Captain shall be an Active Member in good standing. The other officers may be either Active Members or Associate Members in good standing.
- 4.3. The Fleet Captain is the chief executive officer of the Association and presides at meetings, rules on procedures, appoints special committees, and represents the Fleet at J/105 related meetings and activities.
- 4.4. The Secretary is responsible for the sending of notices of annual and special meetings, for preparing minutes of each meeting and distributing copies to Fleet members, and for maintaining the minute book.
- 4.5. The Treasurer is responsible for maintaining a bank account and the financial records of the Association, and for ensuring that all Fleet members' dues payments are current, and for maintaining a current and accurate roster of Active and Associate members with their mailing addresses, phone numbers, and other relevant data.
- 4.6. The Race/Competition Chair is responsible for overseeing racing, scoring and rule issues, including implementation of rules and tactics seminars. The Race/Competition Chair shall also interface with sponsoring yacht clubs to ensure fair competition within class rules.
- 4.7. The Measurer determines whether the yacht of each owner conforms to these Articles of Association, the National J/105 Class Association Rules, and Technical Committee Rulings and makes such certification to that effect as may be required. With the prior approval of the Fleet Captain, the Measurer may engage a professional on a fee basis to perform the required measurements or may accept the measurements of a US Sailing Association approved measurer. A Measurer shall not measure his own boat or sails without confirmation by another party.
- 4.8. An officer may delegate his duties and/or responsibilities as prescribed in Articles 4.3, 4.4, 4.5, and 4.6 in whole or in part to another officer or Executive Committee member on an interim basis.
- 4.9. In the event a vacancy occurs in the Fleet Captain position, the Executive Committee shall appoint a new Fleet Captain for the unexpired term. In the event of a vacancy in any other position, the Fleet Captain shall appoint a replacement to the vacated office for the remaining unexpired term.

Article V. Executive Committee

- 5.1. An Executive Committee consisting of all officers (Fleet Captain, Secretary, Treasurer, Measurer and Race/Competition Chair) and two active members-at-large, and the immediate past Fleet Captain (or Co-Captains) and such additional elected Active members such the Active Members shall constitute a majority of the Executive Committee, shall assist the Fleet Captain in interpreting the letter, spirit and intent of these Articles and shall meet at the call of the Fleet Captain or any member of the Executive Committee.
- 5.2. The Executive Committee shall also serve as a Nominating Committee, and in such capacity shall nominate the Fleet officers for election at the Annual Meeting. No member of the Nominating Committee shall take part in any vote in which he or she is being considered for office. In addition to the nominees selected by the Nominating Committee, other persons may be nominated as prescribed in Article VI.
- 5.3. Fleet Officers: The current and immediate past fleet captains shall nominate a candidate for the next year's fleet captain to the ExCom for approval. Once approved by the ExCom and accepted by the nominee, the ExCom nominee for fleet captain shall submit the nominees for Race and Competition Chair, Secretary, Treasurer and Fleet Measurer for approval by the ExCom. Once approved, this ExCom slate of fleet officers is noticed to the fleet membership in the notice of annual meeting. At the annual meeting, the membership votes to approve the ExCom nominated slate of fleet officers or not. If less than 50% of the voting members approve the ExCom nominated slate of Fleet Officers, the nominations are opened up to floor submissions and shall require a simple majority vote to elect each officer.
- 5.4. At Large ExCom Members: The ExCom nominated fleet captain shall submit 2 candidates for at large ExCom positions for approval by the ExCom. Once approved, those 2 at large nominees will be listed in the notice of annual meeting. Fleet membership may submit additional nominees for the at large ExCom positions at any time prior to the election by notifying the fleet secretary.

- 5.5. In the event a Fleet Captain is elected for consecutive terms, the position of Past Fleet Captain shall be nominated by the Fleet Captain, approved by the incoming ExCom and shall preferably be a Past Fleet Captain who is currently active in Fleet #1, or other active Fleet #1 member.

Article VI. Meetings

- 6.1. The Fleet shall meet at least once annually with such meeting to be held at a convenient time following the conclusion of the last race counting for the Fleet season championship ("Annual Meeting"). The Fleet Officers for the ensuing year, and any additional Active Members needed to serve on the Executive Committee as prescribed in Article 5.1, shall be elected at the Annual Meeting. Any person wishing to serve or nominate another member to serve as an officer of the Fleet may make such nomination by advising the Secretary prior to the mailing of Notice of Annual Meeting or by notifying the Secretary at any time prior to the election vote in the event such Notice has already been mailed. Notice of any meeting shall be given at least 15 days prior to the date of the meeting, which shall set forth the agenda of matters to be considered at the meeting and provide proxy forms for Active Members unable to attend the meeting. The Notice shall also provide the names of Fleet members placed in nomination for election as officers.
- 6.2. A special meeting may be called by either the Fleet Captain or by 40% or more of Active Members, upon at least 15 days prior written notice.
- 6.3. Notice for any regular or special meeting may be given by U.S. mail, electronic mail (E-mail), facsimile (fax) or hand delivery of written notice.

Article VII. Quorum

Fifty percent of the number of Members who raced in any Fleet 1 Championship or B Season race in the current year, plus one, represented in person or by written, faxed or emailed proxy, shall constitute a quorum for conducting the Fleet's business. In the case of joint ownership, only one Active Member, in the case of two or more, shall count in determining a Quorum.

Article VIII. Voting

Each Active Member in good standing is entitled to one vote, which may be cast in person or by written, faxed or emailed proxy. In the case of joint ownership, only one vote is permitted per boat. The vote of the majority of Active Members present or represented by proxy at a meeting shall prevail. Active members may vote via electronic ballot or proxy as provided by the Fleet 1 Website, provided that the procedure includes E-mail verification of voting and the E-mail or Website voting is certified by at least two (2) members of the ExCom and the Webmaster.

Article IX. Additional Rules (Additional to National Class Rule 7)

- 9.1. Upon the request of the class officer or competitor made before, after, or during a regatta, the skipper of each boat shall produce a signed declaration listing all crew members by name and weight and sailors classification as defined by ISAF.
- 9.2. It is the intention of the Fleet that any sailing instructions that invoke J/105 Fleet One Rules shall also contain the following provision: "The first sentence of rule 44.1 is modified as follows: 'A boat may take a penalty when she may have broken a rule of Part 2 or rule 31 while racing. The penalty shall be a One-Turn Penalty unless she may have broken a rule of Part 2 while racing within the zone of a rounding or finishing mark, in which case the penalty shall be a Two-Turns Penalty. Starting marks are not rounding marks.' "

Article X. Season Championship Series

- 10.1. Membership Requirement: Membership in Fleet One is required for the scores of a boat to count toward the Season Championship.
- 10.2. Charters: An Active Member of Fleet One and owner of a J/105 may charter a J/105 for a Season Championship event. The owner must race under the name of his own boat and must use his or her own sails for scores to count toward the Season Championship, and must notify the ExCom of his or her intentions prior to the start of the event.
- 10.3. Scoring:
 - 10.3.1. The Season Championship events shall be scored by the member of the Fleet One ExCom designated as the Fleet Scorer.
 - 10.3.2. The Season Championship event schedule and number of throw-out races shall be voted upon and approved by a majority at the prior year's annual meeting.
 - 10.3.3. The official results published by the organizing authority for each event, as adjusted by post event withdrawals and protest hearing results, if any, shall be used when scoring the Season Championship. For the purpose of

Season Championship scoring, the official results published by the organizing authority for each event will not be adjusted to remove boats not in compliance with 10.1.

- 10.3.4. The score for a boat that does not enter a Season Championship event shall be the number of entries in that event plus one.

Article XI. Amendment of Articles of Association

An Active Member may propose an amendment to these Articles by submitting (via mail, fax or email) a written draft to the Fleet Captain. The Secretary shall notify each Fleet member by mailing, faxing or emailing a copy to each Fleet member not less than ten days prior to the Meeting at which the proposed amendment will be considered. Amendments may only be considered at the Annual Meeting or at a special meeting. To be adopted, a proposed amendment must receive the affirmative vote of a majority of the quorum present or represented by proxy at the meeting.

Article XII. Enforcement of Articles

The Executive Committee shall determine if there has been any violation of these Articles in a J/105 regatta and the appropriate penalty to be imposed upon the offending boat. The vote of a majority of the committee present at the meeting and entitled to vote shall prevail. No member of the Executive Committee shall participate in any proceeding in which his boat or the boat on which he crews is being protested. Meetings of the Executive Committee may be conducted by telephone conference. Notwithstanding the above, enforcement of these Articles in respect of a specific one-design race or regatta may be sought by filing a protest with the protest committee for such race or regatta.

Article XIII. No Liability; Indemnity

- 13.1. To the maximum extent permitted by law, no member of the Association shall have any liability whatsoever for any activities or obligations of the Association.
- 13.2. To the maximum extent permitted by law, no officer or member of the Executive Committee of the Association shall have any liability to the Association or any of its members or any other person or entity for acts of omission of such officer or member, other than acts or omissions involving intentional misconduct or a knowing violation of the law.
- 13.3. To the maximum extent permitted by law, the Association shall indemnify and hold harmless each officer or member of the Executive Committee of the Association from and against any liability to any person or entity arising from acts or omissions of such officer or member in connection with the activities of the Association and all legal fees and expenses incurred in connection therewith, provided that the foregoing shall not apply to acts or omissions involving intentional or a knowing violation of law.
- 13.4. The officers of the Association are hereby expressly authorized to condition participation by any boat in any Fleet 1 Race on each owner or partial owner of such boat signing a statement substantially to the following effect:
- "I agree, and confirm that each member of my crew has agreed, that no person in any way or fashion involved in the sailing or racing of my boat, including without limitation the J/105 Class Association, Fleet One, Northern California or any of its members or officers, shall have any liability or in any way be responsible for or subject to any claim for any damage or harm that I or such crew member may incur in connection with sailing or racing my boat. I further agree to indemnify and hold harmless each officer and member of the J/105 Class Association, Fleet One, Northern California from and against any claim or liability in connection with such sailing or racing and all legal fees and expenses incurred in connection therewith. The foregoing waiver of liability and indemnification agreement shall be binding on my heirs, successors and legal representatives, but shall not apply to acts or omissions of a person involving intentional misconduct or knowing violation of law."*

IN WITNESS WHEREOF: These Articles of Association are effective February 10, 2009.

Dated: February 10, 2009

Fleet Captain: Paul Farr

Fleet Secretary: Adam Spiegel