

J/80 Class Association USA Constitution

1 NAME

- 1.1 The name of the Association shall be the J/80 Class Association USA ("J/80 USA").

2 OBJECTS

- 2.1 The objects of J/80 USA are to operate under the authority of the J/80 Class Association (the "Class"):
- a) To promote the building and racing of the J/80 as a strict One-Design class throughout the world.
 - b) To preserve the J/80's recreational features, including ease of handling, 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 J/80 USA 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 J/80 USA shall be the address of its statutory agent for service of process.
- 4.2 Other offices may also be established at such places as the Executive Committee USA 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 USA upon payment of annual membership dues. These Members may vote, attend meetings and hold office in J/80 USA.
- 5.2 Associate Membership in J/80 USA is open to individuals upon payment of annual membership dues. These members may receive all publications of J/80 USA. Associate members may not vote or hold office.
- 5.3 Sponsoring Membership in J/80 USA is open to individuals, companies and corporations who provide products and/or services to J/80 USA, or its members. Sponsoring members may not vote or hold office in J/80 USA. The Executive Committee USA shall have the authority to grant this category of membership.
- 5.4 All Members in J/80 USA shall be bound by the Constitution of the Class and this 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 J/80 USA membership dues or other monies due J/80 USA.

6 MEMBER SUSPENSION

- 6.1 A Member may be suspended or removed from J/80 USA by the Executive Committee USA for:
- a) Committing an unlawful act in relation to J/80 USA or one of its members
 - b) Any unsportsmanlike conduct contrary to the interest of the members of J/80 USA; or

J/80 Class Association USA Constitution

- c) Intentional violation of the J/80 Class Rules.
- 6.2 No Member shall be suspended or removed without first receiving at least 30 days written notice of the hearing.
- 6.3 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.
- 6.4 The period of suspension shall be determined by the Executive Committee USA.

7 FLEETS

- 7.1 A "Fleet" is a local territorial unit that is self-governing in matters not conflicting with these by-laws and that is chartered by J/80 USA upon application by five 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.
- 7.2 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.
- 7.3 Each Active Fleet shall appoint a Fleet Representative, who shall execute voting privileges on behalf of the appointing Fleet in all J/80 USA matters except election of the Executive Committee USA.
- 7.4 Each Active Fleet shall submit to the Executive Committee USA a list of its fleet members and a schedule of its fleet one-design racing for the season by May 1st of each year.
- 7.5 The Executive Committee USA shall appoint an "At Large" Fleet Representative who shall execute voting privileges on behalf of all Members not declared as Members of any J/80 Fleet in all J/80 USA matters except election of the Executive Committee USA.
- 7.6 All Fleet Representatives and Officers shall be J/80 Owners.

8 BOARD OF GOVERNORS

- 8.1 The Board of Governors ("Board") shall consist of the following Governors:
 - a) Each Fleet Representative
 - b) Each Member of the Executive Committee USA
 - c) The Class Measurer USA
- 8.2 In voting matters of J/80 USA other than election of the Executive Committee USA, each Governor shall carry one vote. In addition, each Fleet Representative shall carry one additional vote for every complete multiple of ten (10) boats represented by Members who are registered in the corresponding fleet.
- 8.3 The Board shall meet at least annually, at least 60 (sixty) days prior to which the J/80 USA Secretary shall give due notice.
- 8.4 At meetings of the Board, ten (10) voting members shall form a quorum. Approval by two thirds of the votes cast shall be required in order to submit a constitutional amendment. Other resolutions of the Board shall be passed by a simple majority of the voting members of the Board present and voting or represented by proxy at the meeting.
- 8.5 If a Fleet Representative is unable to attend the Annual Meeting, the Active Fleet may appoint a substitute for that meeting only, provided at least seven (7) days advance notice has been given to the J/80 USA Secretary. For other Board meetings, a substitution of a Fleet Representative requires at least 24 hour advance notice given to the J/80 USA Secretary.
- 8.6 At its annual meeting, the Board shall:
 - a) Establish guidelines in selecting the location and dates for future North American and International Championships.
 - b) Act upon any pending or new business of J/80 USA
 - c) Allow an Active Fleet not represented at the meeting to assign a proxy to any other Active Fleet that is represented, so that it can vote on its behalf in accordance with Article 8.2. This proxy must be received by the J/80 USA Secretary at least seven (7) days prior to the meeting.

J/80 Class Association USA Constitution

9 EXECUTIVE COMMITTEE

- 9.1 The authority of J/80 USA is the Executive Committee USA, which shall be responsible for the administration of J/80 USA. The Executive Committee USA shall manage the affairs of J/80 USA in accordance with the objects of the Class and J/80 USA.
- 9.2 The Executive Committee USA recognizes the Executive Committee of the J/80 Class Association as the international authority of the J/80 Class Association.
- 9.3 The Executive Committee USA may delegate to any one or more of its representatives such powers and duties as it shall determine.
- 9.4 All members of the Executive Committee USA shall be Members of J/80 USA.
- 9.5 The Executive Committee USA shall include a President, Vice President, Treasurer, and Secretary, elected to two-year terms by the Members on or about December 1st of each even-numbered year and shall take office the following January 1st. The Executive Committee USA shall also include an appointee of the Copyright Holder.
- 9.6 The President is the chief executive officer of J/80 USA and shall:
- Preside at meetings.
 - Rule on procedures.
 - Serve as the chief ambassador for J/80 USA at sailing-related meetings and activities.
- 9.7 The Vice President shall:
- In the absence or incapacitation of the President, preside at meetings.
 - Perform other duties as reasonably required by the Executive Committee USA.
- 9.8 The Treasurer shall:
- Control the funds of the J/80 USA and shall make such disbursements which shall have been authorized by the Executive Committee USA.
 - Maintain accurate records of the financial affairs of J/80 USA in accordance with the requirements of the Class.
 - Present a budget for the coming year at the Annual the Executive Committee USA Meeting.
- 9.9 The Secretary shall:
- Carry out the duties imposed on him/her by the Constitution and Class One-Design Rules.
 - Carry out all tasks as reasonably required by the Executive Committee USA such as but not limited to administration of J/80 USA' activities and maintenance of subscription records.
- 9.10 c) Keep minutes of all Executive Committee USA Meetings and give due notice to all relevant persons of such meetings. In the event that vacancies occur on the Executive Committee USA prior to or between Executive Meetings the remaining Executive Committee USA members may, in accordance with Section 10, appoint one of its remaining Executive Committee members to fill the vacancy or co-opt such member as they consider fit.
- 9.11 The Executive Committee USA shall have the power to appoint other committees that shall have and may exercise such authority of the Executive Committee USA as it shall prescribe
- 9.12 The Executive Committee USA shall hold a general meeting of members at least once a year at the National or Continental Championship regatta.

10 EXECUTIVE COMMITTEE MEETINGS

- 10.1 The Executive Committee USA shall meet on such occasions and at such places as appropriate to efficiently carry out the business of the Association and as called by the President or as decided by a previous meeting of the Executive Committee USA.
- 10.2 The J/80 USA Secretary shall give at least seven (7) days written notice of such meetings. Notice may be given in the form of mail, fax or email.
- 10.3 Three voting members of the Executive Committee USA shall form a quorum.
- 10.4 Each Executive Committee USA member shall carry one vote.
- 10.5 Resolutions of the Executive Committee USA shall be passed by a simple majority of the voting members of the Executive Committee USA present and voting.
- 10.6 Meetings of the Executive Committee USA may also take place by telephone or teleconference.

J/80 Class Association USA Constitution

11 TECHNICAL COMMITTEE

- 11.1 J/80 USA recognizes the Technical Committee of the Class which shall be appointed by, and operate as a sub committee of, the Executive Committee of the Class, with responsibility for control and enforcement of the J/80 Class Rules and for the appointment of Class Measurers.

12 CLASS MEASURERS

- 12.1 The Chief Measurer of J/80 USA ("Chief Measurer USA")
- a) The Chief Measurer USA shall be nominated by the Executive Committee USA, shall be appointed by the Executive Committee of the Class, and shall serve a term of four (4) years.
 - b) The Chief Measurer USA should be an ISAF International Measurer.
 - c) The Chief Measurer USA shall supervise the Class Measurers USA.
 - d) The Chief Measurer USA shall report to the Chief Measurer of the Class and to the Technical Committee
- 12.2 Class Measurers of J/80 USA ("Class Measurers USA") shall be appointed by the Chief Class Measurer 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.

13 SUBSCRIPTIONS, MEMBERSHIP DUES AND OTHER FEES

- 13.1 J/80 USA shall be funded by:
- a) Membership dues paid to J/80 USA.
 - b) Revenue from sail buttons that shall be paid as royalty fee to J/80 USA by sailmakers upon manufacture of each Class sail for Members of J/80 USA.
 - c) Revenue from sail buttons that shall be paid to J/80 USA by individual Members as royalty fee on Class sails for which royalty fees have not been previously collected by J/80 USA.
 - d) Other sources of revenue as accepted by the Executive Committee USA.
- 13.2 J/80 USA's subscription year for membership dues shall run from January 1st to December 31st.
- 13.3 The annual membership dues shall be determined by the Executive Committee USA.
- 13.4 J/80 USA shall contribute to the funding of the operations of the Executive Committee of the Class in proportion to the overall Class membership as determined by the Executive Committee of the Class.

14 FUNDS, ACCOUNTS AND EXPENSES

- 14.1 The funds of J/80 USA shall be kept in a manner approved by the Executive Committee USA 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 J/80 USA and should be available to J/80 USA 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 J/80 USA.

J/80 Class Association USA Constitution

14 AMENDMENTS

This Constitution shall only be amended by a resolution of which notice has been duly given and which is duly proposed and passed as set forth in Article 8.4. Such resolution shall then be subject to approval by the Executive Committee USA. The Executive Committee USA may initially make changes to this Constitution in accordance with Section 9; however, this Constitution can only be amended with the approval of the Executive Committee of the Class.

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J/80 Class Association USA Constitution

15 **LIMITATIONS**

In the execution of their powers and duties under this Constitution or under the One-Design Rules no officer or other member of Executive Committee USA shall be liable for any loss to any of the members or former members of the Association or to the Assets of the Association by reason of any mistake or omission made in good faith by him/her or any other officer or member or from any other matter other than willful and individual wrongdoing, wrongful omission or fraud on the part of the person who is sought to be made liable.