

J/105 CLASS ASSOCIATION, FLEET 6, LONG ISLAND SOUND

ARTICLES OF ASSOCIATION

(amended through February 8, 2003)

Article I. Association Name

The name of the Association is the J/105 Class Association, Fleet Six, Long Island Sound.

Article II. Purpose of the Association

- 2.1 The purposes of the Association are:
- a. to preserve the J/105's recreational features on Long Island Sound, including ease of handling, low cost of ownership, safety, comfort, and equality of performance, while maximizing participation at J/105 events, and
 - b. to provide a non-profit forum for activities among the members of the Association.
- 2.2 The Association is organized and shall be operated exclusively for educational purposes and to foster national and international amateur sports competition within the meaning of Section 501(c)(3) of the Internal Revenue Code.

Article III. Membership

- 3.1 Any "active member" of the national J/105 Class Association (the "National Association") may become an active member of the Association by paying the annual dues of the Association applicable to active members for a calendar year.
- 3.2 Any "associate member" of the National Association may become an associate member of the Association by paying any annual dues of the Association applicable to associate members. Associate members shall not have any voting rights.
- 3.3 The annual dues for active members and associate members shall be determined by the Fleet 6 Captain and Treasurer and shall be based on the projected fleet expenses for the year. A person shall be a member for the calendar year for which his or her dues have been paid and until (but excluding) the Annual Meeting of members in the immediately succeeding calendar year, unless the Fleet Captain and the Treasurer shall otherwise determine and specify in a notice to all members.
- 3.4 By participating in Fleet 6 Races, each member agrees to the provisions of these Articles of Association, including without limitation Article XII below.

Article IV. Officers of the Association

- 4.1 The officers of the Association shall be:
Fleet Captain
Secretary
Treasurer
Measurer
Such other officers as the members may elect
- 4.2 Each officer shall be elected at an Annual Meeting and shall immediately take and hold office until a successor has been elected at the next Annual Meeting. All officers shall be active members.
- 4.3 The Fleet Captain is the chief executive officer of the Association and presides at membership and executive committee meetings, rules on procedures, appoints special committees and represents the Association at National Association or other meetings and activities.
- 4.4 The Secretary is responsible for giving notices of annual and special meetings, for preparing minutes of each meeting of the members and the Executive Committee and for mailing copies to Fleet members. All minutes shall be maintained on the website of the Association.
- 4.5 The Treasurer is responsible for maintaining a bank account and the financial records of the Association, for ensuring that all members' dues payments are current, and for maintaining a current and accurate roster of active and associate members with their mailing addresses, phone numbers, boat names and other relevant data.
- 4.6 The Measurer determines whether the yacht of each active member conforms with National Rules and Technical Committee rulings as well as these Articles of Association 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. The Measurer shall not measure his or her own boat or sails without confirmation by another party.
- 4.7 If a vacancy occurs in the Fleet Captain position, the remaining members of the Executive Committee shall appoint a new Fleet Captain for the unexpired term. If a vacancy occurs in any

other officer position, the Fleet Captain shall appoint a replacement to the vacated office for the unexpired term.

Article V. Executive Committee

- 5.1 An Executive Committee consisting of all the officers and the immediate past Fleet Captain shall assist the Fleet Captain in interpreting the letter, spirit and intent of these Articles and in other activities of the Association and shall meet on five days' written or telephonic notice by the Fleet Captain or any member of the Executive Committee at such location as the Fleet Captain may determine.
- 5.2 A majority of the members of the Executive Committee, represented in person or by written proxy at a duly called meeting, shall constitute a quorum for conducting any business of the Executive Committee.
- 5.3 Meetings of the Executive Committee may be conducted by telephone conference.
- 5.4 In lieu of a meeting, any action of the Executive Committee may be taken by a written resolution signed by a majority of the members of the Executive Committee.
- 5.5 The Executive Committee shall also serve as a nominating committee and in such capacity, except as contemplated by Section 6.1, shall nominate the Fleet officers for election at the Annual Meeting. No member of the Nominating Committee shall take part in any vote of the Nominating Committee in which he or she is being considered for office.

Article VI. Membership Meetings

- 6.1 The members of the Association shall meet at least once annually and unless otherwise designated by the Fleet Captain in the related notice of meeting, the meeting that is held in the month of January shall be designated as the Annual Meeting. The officers of the Association for the current calendar year shall be elected at the Annual Meeting for that year. Any person wishing to serve as an officer of the Fleet for any year may place his name in nomination by so advising the Secretary prior to December 31 of the immediately preceding year.
- 6.2 Notice of any meeting shall be given in writing by the Secretary at least ten days prior to the date of the meeting. The notice shall set forth an agenda of matters to be considered at the meeting.

- 6.3 A Special Meeting may be called by either the Fleet Captain or by 40% or more of the active members, upon at least ten days prior written notice.

Article VII. Quorum

A majority of the active members, represented in person or by written proxy at a duly called meeting, shall constitute a quorum for conducting any business of the members of the Association at the Annual or any Special Meeting.

Article VIII. Voting

Each active member is entitled to one vote, which may be cast in person or by written proxy. In the case of joint ownership of a boat, only one vote is permitted per boat. The vote of the majority of active members present or represented by proxy at a meeting at which a quorum is present shall constitute the action of the members of the Association. In lieu of a meeting, any action of the members may be taken by a written resolution signed by a majority of the active members of the Association.

Article IX. Qualification of Yachts, Helmsmen and Crews for Fleet 6 Races

- 9.1 Except as otherwise expressly provided in these Articles, all boats participating in races designated by the Executive Committee or the members as "Fleet 6 Races" shall comply in all respects with the rules of the National Association as in effect at the time (the "National Rules") and the rulings of the Technical Committee of the National Association. Without limitation, the National Rules contained in Section 1 (entitled "Objectives") of the National Rules, the National Rules regarding helmsmen (or driver) and crew qualification, measurement, equipment, and sails (including sail purchase restrictions) and the additional rules contained in Section 7 of the National Rules shall apply for all Fleet 6 Races, except as otherwise provided herein.
- 9.2 For purposes of this Article IX, all references in the National Rules to an "active member" in Section 3 of the National Rules (entitled "Membership and Eligibility") shall be to an active member of the Association and all references to an "associate member" shall be to an associate member of the Association.
- 9.3 All Fleet 6 Races shall be categorized as Level A, B or C in accordance with National Rule 3.6 by

the members of the Association. Levels shall be approved by the members in accordance with Article VIII at least 45 days prior to the race. If the members do not act to categorize any Fleet 6 Race by 45 days prior to the race, such race shall be the "default" Level set forth in National Rule 3.7. The Fleet Captain shall ensure that all categories of Fleet 6 Races so designated are communicated in a timely fashion to the appropriate race committee or organizing authority.

- 9.4 Notwithstanding any US Sailing competitor eligibility determination for any individual, as long as the Executive Committee of the National Association has not acted, the Executive Committee shall have the authority to determine such individual's status for purposes of Fleet 6 Races within the spirit of these rules and the National Rules.
- 9.5 Notwithstanding National Rule 3.11, the Executive Committee shall be the sole interpreter of this Article IX and its application, provided that any such interpretation shall be consistent with interpretations of the Executive Committee of the National Association and the Technical Committee of the National Association of the National Rules.
- 9.6 For purposes of Fleet 6 Racing, the Executive Committee shall determine whether a person qualifies as a "Charterer" under National Rule 3.10, provided that any such determinations shall be consistent with interpretations of the Executive Committee of the National Association under National Rule 3.10.
- 9.7 By participating in Fleet 6 Races, owners agree to permit any officer of the Association, any member of the Race Committee or their appointed representatives to board their boat for the purpose of inspection or measurement at any time during a Fleet 6 Race or within 24 hours before or after.
- 9.8 For those Fleet 6 Races where the 1045 pounds weight limit is applicable, the weight of no more than two junior sailors up to 150 pounds in the aggregate does not count towards that limit. However, any excess weight over 150 pounds is to be included in that limit. For those Fleet 6 Races where a 6 "person" limit applies (rather than the 1045 pound limit), up to two junior sailor weighing 150 pounds or less in the aggregate will not be counted against that limit. In this rule 9.8, a "junior sailor" is a junior who has not reached age 15.

Article X. Amendment of Articles of Association

An active member may propose an amendment to these Articles by submitting a written draft to the Fleet Captain. The Secretary shall notify each member by mailing a copy to each member not less than ten days prior to the meeting at which the proposed amendment will be considered. To be adopted, a proposed amendment must be approved by the active members as described in Article VIII.

Article XI. Enforcement of Rules

The Executive Committee shall determine if there has been any violation of the Articles in a Fleet 6 Race and the appropriate penalty to be imposed upon the offending boat. No member of the Executive Committee shall participate in any proceeding in which his or her boat or the boat on which he or she crews is being protested.

Article XII. No Liability; Indemnity

- 12.1 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.
- 12.2 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 or omission of such officer or member, other than acts or omissions involving intentional misconduct or a knowing violation of law.
- 12.3 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 omission 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 misconduct or a knowing violation of law.
- 12.4 The officers of the Association are hereby expressly authorized to condition participation by any boat in any Fleet 6 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 Six, Long Island Sound 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 on my boat. I further agree to indemnify and hold harmless each officer and member of the J/105 Class Association, Fleet Six, Long Island Sound 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."

Article XIII. Miscellaneous

All references to "mail," "mailing" or "writing" shall include electronic mail or mailing. All notices to the members shall be effective upon sending by electronic mail or telefax or two days after sending by mail to the electronic mailing addresses, fax numbers or mailing addresses, respectively, provided by the members.

In Witness Whereof: These Articles of Association have become effective as of the 15th day of March 1998 and have been amended and restated effective as of February 10, 2001, March 17, 2001, July 22, 2001 and March 16, 2002 and further amended February 8, 2003.

/Henrik Pedersen/, Secretary