

**1. THE JCA**

1.1 The J/35 Class Association shall be known and referred to herein as the JCA.

**2. OBJECT**

2.1 The JCA shall have sole authority for the sanctioning of all J/35 Class events.

2.2 The JCA shall promote the expansion of the J/35 class through out North America.

2.3 The JCA shall coordinate and manage the affairs and the rules of the J/35 Class in cooperation with US SAILING and the J/Boats, Inc., the Copyright Holder.

2.4 The JCA shall maintain the one design characteristics of the J/35.

2.5 The JCA shall promote one-design Corinthian yacht racing.

2.6 The JCA may adopt other objectives as may from time to time be decided upon by the Board of Governors.

**3. OTHER TERMS AND DEFINITIONS**

3.1 The CLASS shall mean the class of sailing yachts designed by Rodney Johnstone, constructed in accordance with the building specification and continuing compliance with the rules of the JCA, known under the name of J/35.

3.2 The CLASS RULES shall mean the rules relating to measurement, equipment, racing condition and the practices of a J/35 crew, annexed hereto and incorporated herein as a By-Law of this Constitution.

3.3 The BUILDING SPECIFICATIONS shall mean the plans, manufacturing processes, techniques, hardware and materials used in the construction of the J/35.

3.4 The HULL NUMBER shall mean the hull number allocated by J/Boats, Inc. on a consecutive basis, and inscribed along with the date of molding onto the transom of each J/35.

3.5 The SAIL NUMBER shall mean the national sail number allocated to the yacht by its national authority.

3.6 The JCA CLASS REGISTER shall mean the register of all J/35 owners and JCA Members, to be kept as provided hereinafter..

3.7 The COPYRIGHT HOLDER shall mean J/Boats, Inc., with headquarters at 557 Thames St., Newport, RI 02840.

3.8 A LICENSED BUILDER shall mean a person or corporation holding a valid license issued by the Copyright Holder to build the J/35.



#### **4. OFFICES**

4.1 The principal office of the JCA shall be the address of its statutory agent for service process.

4.2 Other offices may also be established at such places as the Executive committee may determine.

#### **5. MEMBERSHIP**

5.1 ACTIVE MEMBERS shall be J/35 owners. VOTING MEMBERS shall be Active Members who have paid the prescribed annual dues. Voting Members in good standing shall have the right to vote and hold office subject only to a limitation of one vote per yacht in the case of ownership by more than one Voting Member.

5.2 ASSOCIATE MEMBERS are non-owners who have paid the prescribed annual dues.

5.3 SPONSORING MEMBERS shall be those individuals, organizations or corporations who provide products and/or services to the JCA or its members. Sponsoring members shall be approved by a majority vote of the Board of Governors.

#### **6. DISTRICT AND FLEET ORGANIZATION**

6.1 A DISTRICT shall be a territorial unit comprised of Fleets and independent boat owners within a specific geographical region, as designated by the Board of Governors.

6.1.1 Each District shall hold an election prior to the end of October in each year for the purpose of electing a District Governor and other officers as may be necessary to manage the District.

6.1.2 All Voting Members of the JCA who are a part of the District shall be entitled to vote in person or by proxy. Notification of a meeting to hold such an election shall be sent to all Active Members in the District by the District Governor at least 21 days prior to the meeting and shall include a proxy form for the purpose of casting an absentee ballot. Any Voting Member of the District shall be eligible for election. The candidate receiving the majority of the votes cast shall be elected. Inspection of the ballots shall be available upon request by any Voting Member of the District within 14 days of the election.

6.1.3 Each District Governor will represent their District on the JCA Board of Governors.

6.1.4 Each District Governor will appoint a representative to the JCA technical committee.

6.1.5 In the event a District Governor is no longer able to serve in his/her capacity, the Executive Committee may appoint a successor by 2/3 majority vote who will serve until an election as specified in Rule 6.1.2 can be held or until the end of the original term, whichever occurs earlier.

6.2 A FLEET shall be chartered by a majority vote of the Board of Governors upon application by three or more J/35 owners who are Voting Members of the JCA.

6.2.1 Each Fleet shall hold an election prior to the end of December in each year for the purpose of electing a Fleet Captain and other officers as it may be necessary.

6.2.2 All Voting Members of the JCA who are part of the Fleet shall be entitled to vote in person or by proxy. Notification of a meeting to hold such an election shall be sent to all Active Members in the Fleet by the Fleet Captain at least 21 days prior to the meeting and shall include a proxy form for the purpose of casting an absentee ballot. Any Voting Member of the Fleet shall be eligible for election. The candidate receiving the majority of the votes cast shall be elected. Inspection of the ballots shall be available upon request.

6.2.3 In the event a Fleet Captain is no longer able to serve in his or her capacity, the District Governor representing that Fleet may appoint a successor who will serve until the end of the original term.

6.2.4 A Fleet shall be self-governed in matters not conflicting with these By-Laws.

## **7. ANNUAL DUES AND FEES**

7.1 The JCA shall be financed by the collection of dues from members and other sources as approved by the Board of Governors. Dues shall be determined annually by the Executive Committee and approved by a majority vote of the Board of Governors.

7.2 Dues for each calendar year are due and payable to the JCA on January, 1. All dues and fees shall be made payable to the J/35 Class Association.

## **8. BOARD OF GOVERNORS**

8.1 The Board of Governors shall consist of each District Governor, and the President, Vice President, Secretary and Treasurer of the JCA.

8.2 Each member of the Board of Governors shall have one vote. At meetings of the Board, five members shall form a quorum. The affirmative vote of a majority of the votes cast by members present in person or in proxy at any meeting of the Board of Governors shall be an act of the Board.

8.3 Changes in the Constitution to be voted upon at a Board Meeting shall be received by all members of the Board of Governors at least thirty days prior to the date of the meeting. Approval by two-thirds of the Board of Governors shall be required in order to make a Constitutional change.

8.4 If a member of the Board of Governors is unable to attend a meeting, the Governor may appoint a substitute for that meeting only. Such designations shall be in writing and received by the Secretary of the JCA no later than seven days prior to the meeting.

8.5 An annual meeting of the Board of Governors shall be held prior to December 31st of each year. At its annual meeting the Board shall:

8.5.1 Elect a President, Vice-President, Secretary and Treasurer who will serve as Officers of the JCA for a period of one year.

8.5.2 Allow a JCA District not represented at the annual Board Meeting to assign a proxy to any other JCA District which is not represented so that it can vote on its behalf.

## **9. ELECTIONS OF OFFICERS OF THE JCA**

9.1 A Nominating Committee consisting of the immediate past President of the JCA, the current President of the JCA if not standing for reelection, and a representative of the Copyright Holder shall be formed. If the current President of the JCA is standing for reelection, his or her place on the nominating committee shall be filled by a Voting Member appointed by the Executive Committee.

9.2 The Nominating Committee shall submit a slate of officers among the Voting Members of the JCA to the Board of Governors at least thirty days prior to the Annual Meeting of the Board of Governors.

9.3 A District Governor may nominate any Voting Member to serve as an officer of the JCA by submitting his or her name in writing to the Board of Governors at least fifteen days prior to the Annual Meeting of the Board of Governors.

9.4 Officers of the JCA shall be elected by a majority vote of the Board of Governors.

9.5 No officer shall serve longer than two consecutive terms in any one office.

## **10. OFFICERS OF THE JCA**

10.1 It shall be the duty of the President of the JCA to preside over meeting of the Board of Governors and the Executive Committee and enforce the By-Laws and Rules of the JCA.

10.2 It shall be the duty of the Vice-President to assist the President in the discharge of his duties, and in his absence, or in case of a vacancy in the office of the President, to act as President.

10.3 It shall be the duty of the Secretary to keep correct minutes of all the Executive Committee and Board of Governors meetings, maintain the JCA Class Register, and be responsible for communicating the decisions of the Board of Governors and the Executive Committee to all members.

10.4 The Treasurer shall have charge of all funds of the JCA, make such disbursements as the Executive Committee may direct, and present a financial statement which includes all bank statements at each annual meeting and as the Executive Committee may direct.

## **11. EXECUTIVE COMMITTEE**

11.1 The Executive Committee shall consist of the President, Vice President, Secretary, Technical Committee Chairman, the immediate past President of the JCA, the Copyright Holder, and the Designer.

11.2 The Executive Committee shall exercise all the powers of the Board of Governors, when the Board is not in session, to the extent permitted by the By-Laws of the JCA. All action by the Executive Committee shall be reported to the Board of Governor at the next meeting thereof and, insofar as rights of the third parties shall not be affected thereby, shall be subject to revision and alteration by the Board of Governors.

11.3 At meetings of the Executive Committee, three members shall form a quorum. Each member of the Executive Committee shall have one vote.

11.4 In the event a member of the Executive Committee is no longer able to serve in his or her capacity, the Executive Committee may appoint a successor from the members of the JCA, subject to approval by a majority vote of the Board of Governors.

11.5 The Executive Committee shall be empowered to appoint an advisory group to provide counsel or assistance.

11.6 The Executive Committee may appoint such agents and attorneys as necessary to transact the business of the JCA.

11.7 The Executive Committee shall handle financial matters in accordance with the following provisions:

11.7.1 Accounts shall be kept giving full particulars of all amounts of funds received by the JCA and a detailed description of such receipts and expenditures, and all assets and liabilities of the JCA.

11.7.2 Payments and receipts of funds shall be validated by the Treasurer.

11.7.3 Commitments in excess of the sum of \$500.00 shall require the co-signature of the President or Vice-President.

11.7.4 The fiscal year of the JCA shall be the calendar year.

11.7.5 The Executive Committee shall appoint a qualified auditor who shall examine the correctness of the accounts and certify the annual financial statement.

## **12. TECHNICAL COMMITTEE**

12.1 The Technical Committee shall consist of a Chairman appointed by a majority vote of the Executive Committee, a representative from each district, and the Designer or his appointee.

12.2 The Technical Committee shall be responsible for making recommendations to the Board of Governors regarding Class Rules, Building Specifications and Measurements, including suggested amendments, additions and interpretations.

12.3 The Technical Committee shall be responsible for the appointment of official Class measurers and the creation and recording of Measurement Certificates.

12.3.1 The names and addresses of official Class measurers shall be recorded by the Secretary of the JCA.

12.3.2 Official class measurers may issue Measurement Certificates for class legal J/35s.

## **13. CHANGES IN THE J/35 CLASS RULES (OR MEASUREMENT CERTIFICATES)**

13.1 Changes to the Class Rules may be proposed by any Voting Member, a Licensed Builder or a member of the Technical Committee of the JCA.

13.2 The proposed change(s) will be reviewed by the Technical Committee which will formulate a resolution for review by the Board of Governors. Upon receiving a majority of affirmative votes by the Board of Governors the predisposed resolution shall be presented to all Voting members of the JCA in writing by mail, with a return ballot. All eligible ballots returned to the Secretary of the JCA within twenty-one days of the date of the mailing shall be counted. If a majority of the votes cast are in favor of the resolution it shall be adopted as a Class Rule.

13.3 Notification of such changes shall be communicated to all members by the Secretary of the JCA within seven days.

13.4 Changes shall apply to all regattas occurring 60 days after the date of approval, or at the time deemed appropriate by the Executive Committee, which if different than sixty days shall be communicated to all members by the Secretary of the JCA.

#### **14. CHANGES IN BUILDING SPECIFICATIONS**

14.1 Changes to the Building Specifications may be proposed to the executive Committee by a Voting Member or by the Copyright Holder. If after review, such changes are deemed by the Technical Committee and/or the Copyright Holder to affect a "Speed Producing Factor" as defined in Section 14.3, the approval process shall be as in Section 14.2.

14.2 Approval for changes to the Building Specifications shall require the adoption of the change(s) as specified in Section

13.2 and the consent of the Copyright Holder.

14.3 "Speed Producing Factors" are the shape, dimensions, weight, distribution of weight, and rigidity (stiffness or bending movements) of the hull, keel, rudder, mast, boom, and keel stub.

14.4 Notification of such changes shall be communicated to all Members by the secretary of the JCA within seven days.

14.5 Changes to the Building Specifications may be made by Licensed Builders with the prior written approval of the Copyright Holder and Designer providing such changes relate to:

14.5.1 Improving the quality of the finish or interior appointments.

14.5.2 Substitutions or improvements in materials or hardware of equal or better quality and operation.

14.5.3 Relocation of fittings or hardware, not otherwise restricted by Class Rules, to improve or facilitate the livability, durability or safety of the yacht.

#### **15. SUSPENSION, EXPULSION**

15.1 The Executive Committee shall have the authority to suspend JCA Members for nonpayment of dues, gross violations of Rules, or after due notice, for willful disregard of a ruling of the JCA. The term of the suspension may not exceed one year. A suspension may be terminated if the issue is brought before a meeting of the Executive Committee and a majority of votes cast favor termination.

15.2 A Member may be expelled only if a two-thirds majority of votes of the Board of Governors are cast in favor of expulsion.

## **16. NOTICES AND PROXIES**

16.1 Notices will be deemed to have been properly given if mailed by an Officer of the JCA, a District Governor, or a Fleet Captain to the mailing address of a Member as listed on the current JCA Register.

16.2 A proxy shall be deemed valid if it is endorsed by a Voting Member in good standing. A proxy shall have effect only for the purpose and the time specified therein.