

ARTICLES OF ASSOCIATION FOR J/105 CLASS ASSOCIATION, FLEET 15

Article I. Association Name

The name of the association (the "Association") is the J/105 Class Association, Fleet Fifteen, Southern Chesapeake Bay ("Fleet"). The Fleet is one of a number of fleets that exists under the national organization, the J/105 Class Association (the "National Association").

Article II. Articles; Purpose of the Association

The Association is intended to promote racing and social activities among the J/105 owners and crews of J/105s who sail and race on the Southern Chesapeake Bay. This corresponds to Region IV, Chesapeake Bay Yacht Racing Association.

Article III. Eligibility For Membership

3.1. A voting member of the Association shall be a legal owner of a J/105 who complies with the class rules and whose annual dues have been paid ("Active Member"). A proposal for the annual dues shall be prepared by the Fleet Captain and Treasurer based on the projected Fleet expenses for the ensuing year and adopted based on a vote of the Fleet members at the Annual Meeting.

3.2. A non-voting member is a family member, crew or other individual supporting the class who has registered with the Fleet and who has paid annual dues as proposed by the Treasurer and approved by a vote of the Fleet members at the Annual Meeting ("Associate Member").

3.3. In the case of two or more legal owners, the annual dues for the first owner shall be as provided in Article 3.1, and for each subsequent owner the annual dues shall be an amount proposed by the Treasurer and approved by a vote of the Fleet members at the Annual Meeting.

Article IV. Officers of the Association

4.1. The officers of the association shall be:

- Fleet Captain
- Secretary
- Treasurer
- Measurer and Chair of Technical Committee

4.2. Each officer shall be elected for a term of approximately one year at the Annual Meeting and shall immediately take and hold office until a successor is elected at a subsequent Annual Meeting

or appointed as provided in Article 4.8. 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, e-mail addresses and other relevant data.

4.6. The Measurer and Chair of the Technical Committee determines whether the boat of each owner conforms with the J/105 Class Association Rules promulgated by the National Association and the provisions of these Articles and makes such certification to that effect as may be required. The Fleet Captain and the Measurer shall appoint members of the Technical Committee, which shall be chaired by the Measurer. 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 maintain a log for recording the date of purchase or other date and measurement of each sail. No member of the Technical Committee shall measure his or her own boat or sails without confirmation by an officer or Committee member.

4.7. An officer may delegate his or her 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.

4.8. 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 the officers (Fleet Captain, Secretary, Treasurer, and Measurer and Chair of the Technical Committee) and the immediate past Fleet Captain (or Co-Captains) who continues to be an Active Member of the Fleet. 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 (either in person, by conference call or by e-mail communication) or any member of the Executive Committee.

5.2. The Executive Committee shall also appoint a Nominating Committee, which 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.

Article VI. Meetings

6.1. The Fleet shall meet at least twice annually with one such meeting to be held at a convenient time following the end of the calendar year (the "Annual Meeting") and the other meeting to be held in the summer, generally in conjunction with a scheduled race (the "Semi-Annual Meeting"). The Fleet Officers for the ensuing year 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 or e-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. 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.

Article VII. Quorum

Thirty percent (30%) of the Active Members, represented in person, 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 shall be cast in person. In the case of joint ownership, only one vote is permitted per boat. The vote of the majority of Active Members present at a meeting shall prevail, unless otherwise provided in these Articles.

Article IX. Qualification of Boats; Addressing Technical Issues

9.1. All J/105's shall comply with the rules, requirements and duties imposed under the J/105 Class Association Rules promulgated and in effect, from time to time, by the National Association, except as modified by these Articles and these Articles, which shall control in the event of any inconsistencies.

9.1.1. In all one-design regattas sanctioned by Fleet 15, a twelve second per mile time adjustment will be given to shoal-draft boats. (This article is provisional for 2007, and will be reviewed at the Annual General Meeting in January 2008).

9.1.2.A J/105 may have a cam cleat for the spinnaker halyard installed on the mast.

9.1.3. A boat must have anti-fouling paint covering its underwater surfaces, including hull, keel, and rudder.

9.1.4. All boats participating in one-design regattas sanctioned by Fleet 15 must comply with the safety equipment requirements specified by PHRF of the Chesapeake for boats in category 4P.

9.1.5. For all major regattas sanctioned by Fleet 15, crew eligibility level (as defined in paragraph 3.6 of the Class Association Rules) shall be Level A.

9.1.6. The use of a strap or elastic cord fastened to the stern railings for the purpose of pulling the backstay toward the stern and minimizing the tendency of the main sail to catch on the backstay is permitted.

9.1.7. Boats are limited to a total of six adult crew members. Children (under the age of 12) do not count against this limit, but in no case shall a boat's total crew weight exceed 1100 pounds.

9.2. Proposals to the Fleet involving technical issues, shall be considered at the Annual Meeting or at the Semi-Annual Meeting. In order for a proposal to be adopted at these meetings, two-thirds of those at the meeting must vote in favor of it. If the Executive Committee concludes that an issue is too time critical to await the Annual or Semi-Annual Meeting, it can call for a vote by e-mail, telecopy or regular mail. In that event, in order for a proposal to be adopted (a) the period between the announcement of the vote and the close of voting must be at least 30 days, (b) at least fifty percent of the Active Members must participate in the vote, (c) at least two-thirds of those participating in the vote must vote in favor of it, and (d) the vote that will be counted is the first vote from a boat that bears the legend stating that it is the "Record Vote" for that boat.

Article X. Sails

10.1. All sails used in a one-design class race shall be measured and constructed in accordance with the J/105 Class Association Rules promulgated by the National Association.

Article XI. Amendment of Articles

An Active Member may propose an amendment to these Articles by submitting a written draft to the Fleet Captain. The Secretary shall notify each Fleet member by mailing 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, the Semi-Annual Meeting or at a special meeting called for that purpose. To be adopted, a proposed amendment must

receive the affirmative vote of a majority of the quorum present or represented by written and signed proxy for the specific issue involved at the meeting.

Article XII. Enforcement of Articles

12.1. 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 or her boat or the boat on which he or she crews is being protested. Meetings of the Executive Committee may be conducted by telephone conference.

12.2. Notwithstanding the above, enforcement of these Articles in respect of any specific one-design race or regatta may be sought by any competitor filing a protest with the protest committee for such race or regatta.

(These Articles of Association were adopted at the Annual General Meeting of Fleet 15, J/105 Class Association on 13 January 2007 and amended at the Semi-Annual Meeting on 7 July 2007.)