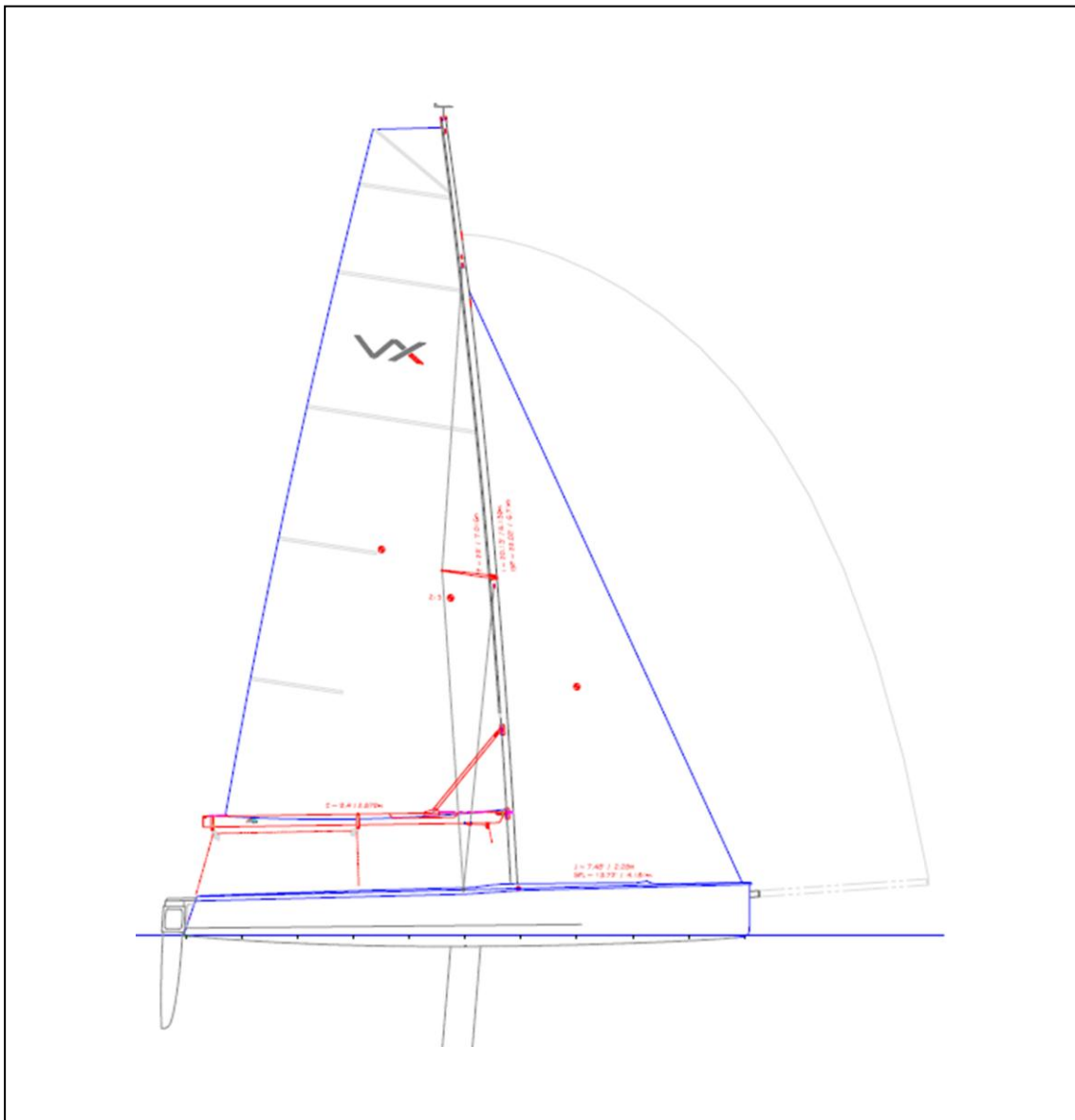


VX ONE CLASS CONSTITUTION

JUNE 1, 2012



The VX ONE was designed in 2011 by Brian Bennett - *Bennett Yachting Technologies, Inc.*, and Roger Martin Yacht Design 4110 Meding St., Savannah, GA 31405 and was adopted as a recognized Class in April 2012

VXCA Constitution – Final

1. NAME

- 1.1. The name of this organization shall be the VX ONE Class Association and referred to here-in as the VXCA.
- 1.2. The emblem of the VXCA shall be the letters VX with the word "ONE" in a horizontal position after the large letters. (plan A)

2. OBJECTIVES

- 2.1. To promote and maintain the building and racing of the VX ONE as a strict one-design class ("**Closed Class Rules**") throughout the world.
- 2.2. To preserve VX ONE's recreational features, including ease of handling, low cost of ownership, safety and comfort.
- 2.3. To help organize and promote national and international class events for the benefit of VXCA members ("**Members**").
- 2.4. To coordinate and manage the affairs and rules of the Class in cooperation with international and national sailing authorities, and *Bennett Yachting Technologies, Inc.*, the "**Copyright Holder.**"

3. LANGUAGE

- 3.1. The official language of the Class is 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.
- 3.3. All communication in regard to Class business shall be delivered using the medium agreed upon by the Board of Directors.

4. MEMBERSHIP

- 4.1. An Active "**Member**" shall be a VX ONE owner, co-owner or family member whose annual dues have been paid. Only Active Members who are owners or co-owners are eligible to hold office.
- 4.2. An "**Associate Member**" is a crew, helmsman or other individual supporting the Class by paying annual dues.
- 4.3. Sponsoring Members shall be those individuals, companies and corporations who provide contributions and/or services to the Class or its members. The Executive Committee shall have the authority to grant this category of membership.

5. ANNUAL FEES

- 5.1. The Class shall be financed by annual membership fees from Active and Associate Members and by collecting other fees from Sponsoring Members and other sources. The Membership fee shall be

determined annually by the Board of Directors. All Members must renew annually. All subscriptions and fees shall be made payable to the VX ONE Class Association.

- 5.2. Subscriptions and fees for each calendar year are due and payable to the Class on January 1, and no person who has not paid dues for the calendar year shall be considered a Member.

6. FLEET

- 6.1. A "**Fleet**" is a local territorial unit that is self-governed in matters not conflicting with this Constitution and chartered by the Class upon application by the legal owners of three or more VX ONE's. A Fleet shall elect its own officers from among the boat owners which shall include at least a Fleet Captain, Secretary/Treasurer and Measurer.
- 6.2. A "**Voting Fleet**" is a Fleet with at least 5 boats represented by Active Members who are members of such Fleet.
- 6.3. For purposes of Section 7.1 and 7.4, any Active Member who is a member of more than one Fleet shall be considered a member of only his or her declared "**Home Fleet.**" The Home Fleet of any Active Member who has not made a declaration shall be determined by the Executive Director.

7. BOARD, EXECUTIVE COMMITTEE

- 7.1. The Board of Directors ("**Board of Directors**") shall consist of one representative appointed by each Voting Fleet ("**Fleet Director**"), one representative of the Copyright Holder, one "at large" fleet representative appointed by the Copyright Holder, up to two "at large" representatives appointed by the Board (collectively, the "**At-Large Representatives**"), the President, the Vice-President, the Secretary/Treasurer, the Chief Measurer and the Past President.
- 7.2. The Board of Directors shall elect annually a President, Vice-President, Secretary/Treasurer and Chief Measurer ("**Class Officers**") who are not required to be Fleet Representatives. These officers, with the Past President and Executive Director, form the "**Executive Committee.**" A term limit of two years is imposed on the office of President.
- 7.3. All members of the Board of Directors and Executive Committee (other than the representative of the Copyright Holder) shall be Active Members.
- 7.4. Each Board member shall have one vote. In addition, each Fleet Director shall carry one additional vote for every complete multiple of 5 boats in excess of the first 5 represented by Active Members who are registered in the fleet represented by such Fleet Representative.
- 7.5. For purposes of any action taken by the Board of Directors, the status of a Fleet as a Voting Fleet and the number of votes held by the Fleet Director of each Voting Fleet shall be determined as of the date 10 days prior to the date on which the action is taken.
- 7.6. The President is the chief executive officer of the Class and presides at meetings, rules on procedures, and is the chief ambassador for the VXCA at sailing related meetings and activities.
- 7.7. The Vice-President, in the absence of the President, shall preside at meetings and perform other duties as reasonably required by the Executive Committee.

- 7.8. The Secretary/Treasurer is responsible for oversight of annual and special meeting minutes and distribution of same to Board of Directors. The Secretary/Treasurer is further responsible for oversight of a bank account and the financial records of the Class and for submitting an annual financial report and budget for Board approval.
- 7.9. The Chief Measurer shall be the liaison to the Technical Committee.
- 7.10. The Past President shall be the Chair of the Nominating Committee as long as he or she is in office. The President in any year who retires or is not reelected at the Annual Meeting shall be the Past President for the immediately succeeding year or years until the succeeding President retires or is not reelected at an Annual Meeting, in which case the successor shall be the next Past President.
- 7.11. The “**Executive Director**” is a non-voting member of the Executive Committee and handles all correspondence, records of information regarding fleets, membership, yachts and sail numbers; receives and distributes funds in accordance with a budget approved by the Board of Directors; keep books for the Association and arranges for a semi-annual audit by a qualified C.P.A. The Executive Director will receive annual payment for satisfactory fulfillment of the above duties at the discretion of the Executive Committee.
- 7.12. In the event of an Executive Committee vacancy prior to the Annual Meeting, the Board of Directors may, in accordance with Section 8, appoint one of its remaining Board of Directors to fill the vacancy.
- 7.13. The Executive Committee shall have the power to appoint other committees that shall have and may exercise such authority of the Executive Committee as it shall prescribe. The Executive Committee shall have the power to select any person or entity to assist the Executive Committee in the exercise of their powers and duties. Any such person or entity may be paid, is not required to be a Member, but shall have no vote on the Board of Directors.

8. BOARD OF DIRECTOR MEETINGS

- 8.1. The Board of Directors shall hold an Annual Meeting during the fall of each year at a location to be determined by the President. The Board of Directors may hold Special Meetings at such places as appropriate to efficiently carry out the business of the Class and as may be called by the President or as decided by a previous meeting of the Board of Directors.
- 8.2. The Executive Director shall give at least 10 days' notice of such meetings, except if all members of the Board of Directors consent to shorter notice.
- 8.3. At meetings of the Board of Directors, one-half of the members of the Board of Directors shall be the quorum required for the conduct of business. Any change to this Constitution shall be passed by two-thirds of the votes held by members of the Board of Directors present or represented by proxy at the meeting in accordance with section 10. Other resolutions of the Board of Directors shall be passed by a simple majority of the votes held by members of the Board of Directors present or represented by proxy at the meeting.
- 8.3.1. Members of the Board of Directors unable to attend a meeting may assign a proxy to any other member of the Board of Directors who is present at that meeting, so that he or she can vote on the absent member's behalf in accordance with section 8.3. This proxy must be received by the Executive Director prior to the meeting.
- 8.4. At its Annual Meeting, the Board of Directors shall:

- 8.4.1. Elect a President, Vice-President, Secretary/Treasurer and Chief Measurer for a term expiring at the next Annual Meeting.
- 8.4.2. Establish guidelines in selecting the location and dates for future North American and International Championship Regattas and their conduct. All such regattas shall be subject to the VX ONE Class Rules and Standards for Championship Regattas.
- 8.4.3. Appoint the Technical and Nominating Committees.
- 8.5. Annual and Special Meetings of the Board of Directors may be conducted by telephone conference.
- 8.6. In lieu of a meeting, any action of the Board of Directors may be taken by a written resolution approved by at least a majority (or, in the case of any change to this Constitution, at least two-thirds) of the voting members of the Board of Directors. The Secretary/Treasurer shall give at least 10 days to respond to written resolutions, except if two-thirds of the votes held by the Board of Directors consent to shorter notice.

9. TECHNICAL COMMITTEE; REGATTA COMMITTEE; NOMINATING COMMITTEE

- 9.1. The "**Technical Committee**" shall be appointed by, and operate as, a sub-committee of the Board of Directors, with responsibility for interpretation and enforcement of Class Rules, and recommendations to the Executive Committee regarding Class Rules and measurements, including suggested changes to the Class Rules.
 - 9.1.1. The Technical Committee shall consist of the Chief Measurer as Chair, plus one representative appointed by the Board of Directors, and one representative appointed by the Copyright Holder. The committee may call on other member resources as needed.
 - 9.1.2. The Technical Committee shall cooperate with the Fleet measurers and licensed builders to protect the one-design character ("**Closed Class Rules**") of the VXCA worldwide.
- 9.2. The "**Regatta Committee**" is a sub-committee of the Board of Directors, with responsibility for exercising all powers of the Board of Directors contemplated by the Class Rules and such other powers as the Board of Directors may delegate to the Regatta Committee.
 - 9.2.1. The Regatta Committee shall consist of the Executive Committee as well as other members as resources for their expertise as appointed by the Executive Committee.
- 9.3. The "**Nominating Committee**" is a sub-committee of the Board of Directors, with responsibility for the nomination of Class Officers for election at the next Annual Meeting and for proposing At-Large Representatives to be appointed by the Board of Directors.
- 9.4. The Nominating Committee shall consist of three past or current members of the Board of Directors appointed by the Board, all of which shall be Active Members. While in office, the Past President shall be a member of, and the chair of, the Nominating Committee. If no Past President shall be in office, the members of the Nominating Committee shall select the chair of the committee. None of the members of the Nominating Committee shall be current Class Officers.
- 9.5. At meetings of the Technical Committee, Regatta Committee or Nominating Committee, two members (or three members in the case of the Regatta Committee) shall constitute a quorum for the conduct of business and all actions of those committees shall be taken by a majority of those present. Sections 8.5 and 8.6 shall apply *mutatis mutandis* to meetings of any subcommittee of the Board of Directors.

10. CHANGES IN CLASS RULES OR CONSTITUTION

- 10.1. Changes to Class Rules or Constitution may be proposed to the Board of Directors by Active Members, a licensed builder or the Copyright Holder. All changes shall be proposed by September 1 for effectiveness no earlier than January 1 of the immediately following calendar year.
- 10.2. Proposed changes will be first reviewed by the Technical Committee, which shall formulate a resolution for review and an initial vote by the Executive Committee.
- 10.3. If the Executive Committee approves the resolution or if the changes are proposed by at least 20 Active Members, the Executive Committee shall then provide a reasonable review period (at least 60 days) for Fleet Representatives to seek Fleet member consensus or vote prior to a final Board of Directors' vote in accordance with Section 10.4.
- 10.4. The Executive Committee may elect one of two methods of voting on proposed changes to the Class Rules:
 - 10.4.1. A vote of the Board of Directors during an Annual Meeting or during any other properly called meeting.
 - 10.4.2. A vote of the Board of Directors in writing after presenting the resolution/motion in writing.
- 10.5. Any resolution approved under section 10.3 may include amendments to the resolution submitted to the Fleets which the Executive Committee determines are immaterial or non-substantive, and no additional review period under section 10.3 shall be required prior to a Board of Directors' vote on such amended resolutions.
- 10.6. Changes that are approved in accordance with section 8 and this section 10 shall become effective and shall apply to all Class events occurring on or after January 1 of the year following proposal approval, unless the Executive Committee approves a later effective date.
- 10.7. The Board of Directors shall endeavor to ensure that the Class Rules apply without modification to all VXCA regattas. The Fleets are encouraged to take all steps necessary so that the Class Rules without modification apply to all VXCA regattas sponsored by the Fleets in order to ensure a fair competition among all members.

11. FUNDS, ACCOUNTS AND EXPENSES

- 11.1. The funds of the Class shall be kept in a manner approved by the Board of Directors.
- 11.2. Books shall be kept that show assets and liabilities of the Class in addition to receipt and expenditure of monies.
- 11.3. The reasonable expenses of Committee members in exercising their duties under these rules may be payable out of the funds of the Class.

12. SPECIFICATIONS

- 12.1. Changes to Specifications may be made by licensed builders with the prior written approval of the Copyright Holder, if such changes relate to: improving the quality of finish; substitution of construction materials, equipment or hardware of equal or better quality and operation; relocation of equipment or hardware, not otherwise restricted by Class Rules; or revision of the construction, provided that (a) any such change shall

be designed to improve the recreational features of the VX ONE, including ease of handling, low cost of ownership, safety and comfort and (b) no Performance Affecting Change shall be made, and no such change shall become effective for purposes of the Class Rules unless approved pursuant to section 10.

12.2. Without limitation of clause (b) of section 12.1, no change to the Specifications pursuant to section 12.1 shall become effective for purposes of the Class Rules until 30 days after written notice of such change to the Technical Committee, except that no prior notice shall be required for any insignificant change where the giving of prior notice would be impracticable and which the Copyright Holder determines is not a Performance Affecting Change, provided the Copyright Holder notifies the Technical Committee of such change as soon as practicable after such change is made.

13. DEFINITIONS

- 13.1. **“Associate Member”** is a crew, helmsman or other individual supporting the Class by paying annual dues pursuant to section 5.
- 13.2. **“Board of Governors”** or **“Board”** shall mean the governing bodies of the VX ONE Class Association, the composition of which is defined in Article 7.
- 13.3. **“Class Officers”** shall mean the President, Vice-President, Secretary/Treasurer and Chief Measurer, elected at the Annual Meeting.
- 13.4. **“Class Rules”** shall mean the rules relating to measurement, equipment, racing condition of a VX ONE and the practice of its crew, annexed hereto and incorporated herein as Bylaw of this Constitution.
- 13.5. **“Closed Class Rules”** is where anything not specifically permitted by the Class Rules is prohibited.
- 13.6. **“Copyright Holder”** is Bennett Yachting Technologies, Inc., 4110 Meding St., Savannah, GA 31405.
- 13.7. **“Executive Director”** is a non-voting member of the Executive Committee that manages the day-to-day operation of the VXCA.
- 13.8. **“Fleet”** is a local territorial unit that is self-governed in matters not conflicting with this Constitution and chartered by the Class upon application by the legal owners of three or more VX ONEs.
- 13.9. **“Measurement Certificate”** shall mean the certificate issued by the VXCA and forwarded to the VXCA upon completion to register the yacht in the VXCA measurement database. Among other things, the form will record hull measurements, date of measurement and be signed by a Class Measurer. A copy of the Measurement Certificate is attached.
- 13.10. **“Member”** is a VX ONE owner, co-owner or family member whose annual dues have been paid pursuant to section 5.
- 13.11. **“Performance Affecting Changes”** include, but are not necessarily limited to, any changes to the shape, dimensions, weight, weight distribution, or rigidity (stiffness of bending moments) of the hull, deck, interior, keel, rudder, mast or boom that, in each case, the Technical Committee determines to have more than a negligible effect on the performance, sailing characteristics or ease of operation of the VX ONE.
- 13.12. **“Specifications”** means (i) design of hull, deck, keel, rudder, sail plan, spars, equipment of the VX ONE, and (ii) the manufacturing processes, techniques, hardware, equipment and materials used in the construction of the VX ONE. Changes to Specifications may be proposed to the Technical Committee by

Active Members. If any proposed change to the Specifications is deemed by the Technical Committee and/or the Copyright Holder to affect the speed of the yacht (a "**Performance Affecting Change**"), such change will require approval as a change to the Class Rules in accordance with the procedures set forth in section 10.

14. SUSPENSION AND REMOVAL FROM MEMBERSHIP

14.1. A member of the VX ONE Class Association may be suspended from membership by the Executive Committee only after a hearing protecting his rights to due process, including a mutual exchange of evidence prior to the hearing.

14.2. A member may be suspended for the following:

14.2.1. Committing an unlawful act in relation to the Association or one of its members, or

14.2.2. For any unsportsmanlike conduct contrary to the interest of the members of the Association, or

14.2.3. For intentional violation of Class Rules.

14.3. A member shall not be entitled to the return of any part of his subscription in respect to any period for which he shall be suspended or removed from membership.

15. LIMITATIONS; INDEMNITY

15.1. To the maximum extent permitted under applicable law, in the execution of their powers and duties under this Constitution or under the Class Rules, no Officer or other member of the Board of Directors (or any subcommittee thereof) shall have any liability to any of the Members or former Members of the Class, to the Class or any other person or entity by reason of any act or omission made in good faith by him or her or the act or omission of any other Officer or other member of the Board of Directors.

15.2. To the maximum extent permitted by law, the Class shall indemnify and hold harmless each Officer or other member of the Board of Directors (or any subcommittee thereof) of the Class 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 Class and all legal fees and expenses incurred in connection therewith.