

PIXEL[®]
CLASS ASSOCIATION

Constitution & Bylaws

Enacted April 15, 2006

PART 1: CONSTITUTION

1.0 Name

1.1 The name of the Association shall be THE PIXEL CLASS ASSOCIATION

2.0 Insignia

2.1 The emblem of the class shall be the PIXEL[®] symbol.

3.0 Objectives

3.1 The objects of the Association are:

3.2 To promote and develop PIXEL Class racing under strict one design rules; and

3.3 To encourage and foster the enjoyment of the sport and recreational aspects of sailing.

4.0 Policy

4.1 It shall be the policy of the Association to maintain the PIXEL Class as a strict one-design sailboat class.

4.2 In keeping with section 4.0, the Association and its Members agree that PIXEL events shall be raced in boats and by sailors who meet the letter and spirit of the Association's Constitution, Class Rules, and Bylaws.

5.0 Jurisdiction

5.1 The Association has authority over all activities of the PIXEL, and its powers shall be vested in and carried out by the Board of Directors (“Board”), the Regional Chairpersons (if any), and the Members of the Association, in accordance with the Constitution, Class Rules and Bylaws of the Association.

6.0 Board of Directors

6.1 The Association shall be governed by the Board, which shall be comprised of the President, Vice-President, Secretary/Treasurer, Class Measurer, one representative from the Junior Sailing Association of Long Island Sound (JSA-LIS), one from the Designer, Bruce Kirby Inc. (“the Designer”) or its designee, and one from the U.S. Distributor, Nearwater Boats LLC (“the U.S. Distributor”) or its designee, as well as a Director representing each existing National Association excluding the United States.

6.2 The Board shall meet not less frequently than once per year and the annual meeting shall occur concurrent with the U.S. or North American Championship Regatta or such other Association event as the Board shall designate. The time and location of other meetings shall, if possible, coincide with the holding of other major Association regattas.

6.3 The President, Vice-President, Secretary/Treasurer, and Class Measurer of the Association, in the first instance, shall be appointed by mutual agreement of the Designer and the U.S. Distributor, effective April 15, 2006, for a two year term. Thereafter, the President, Vice President, Secretary/Treasurer, and Class Measurer shall be elected bi-annually for two year terms as set forth in §6.10 below, and shall hold office until their successors are elected by the Membership of the Association. The Designer and the U.S. Distributor, or their designees, shall be members of the Board in perpetuity unless and until they resign from the Board in writing. The representatives of the JSA-LIS and the Director representing each existing National Association, shall be appointed or reappointed by their respective organizations concurrent with the appointments/elections of the other Association Board members.

6.4 The President shall preside at all meetings of the Association and the Board and, subject to the supervision and control of the Board, shall direct the affairs and activities of the Association. The Vice President shall assist the President in the discharge of his/her duties and in his/her absence or disability shall have the powers and duties of the President. The President and Vice President shall be members of the Board.

6.5 Subject to §6.2, the Membership shall elect a Secretary/Treasurer to the Board bi-annually for a two year term. The Secretary/Treasurer shall be the chief financial officer of the Association and, subject to the direction of the Board, shall be in charge of the financial affairs of the Association and shall keep full and accurate records thereof. The Secretary/Treasurer shall be a member of the Board.

6.6 Subject to §6.2, the Membership shall elect a Class Measurer to the Board bi-annually for a two year term. The Class Measurer shall rule on all questions and challenges relating to the Class Rules, and shall issue interpretations thereof deemed necessary by him/her. All such interpretations shall be binding until approved, rejected, or modified by decision of the Board, duly published to the Members of the Association. The Class Measurer shall be a member of the Board.

6.7 The Board shall adopt and oversee implementation of the Class Rules.

6.8 The Board shall ratify the recommendations of the Designer concerning the selection of PiXel builders and specified equipment manufacturers, including sail makers.

6.9 The Board shall have sole power to approve and effectuate the purchase, importation and safe storage of a complete set of templates, hull and deck moulds, and any other moulds used to construct and assemble a complete PiXel sailboat from the Builder, Fu Yang Flying Eagle Boat Company. Said moulds and templates shall be held in trust by the Association on behalf of the Class, subject to the rights and interests of Bruce Kirby, Inc. as the PiXel's designer.

6.10 The Board shall have the power to appoint an Executive Committee, an Executive Director and any other committees which it may deem necessary to manage the Association on an ongoing basis, consistent with the financial obligations and revenues of the Association.

6.11 Subject to §6.2, the Board shall be elected bi-annually by the Members of the Association at the annual meeting from a ballot prepared by a Nominating Committee of the Board. Such ballot shall provide for a President, a Vice President, a Secretary-Treasurer, and a Class Measurer. As set forth in §6.2, the representatives of the JSA-LIS, the Designer or its designee, the U.S. Distributor or its designee, and the Director (if any) representing each existing National Association, shall be appointed or reappointed by their respective organizations concurrent with the elections of the other Class Board members. Said appointments shall be ratified by the membership concurrent with the elections of the other Board members.

6.12 If the office of any elected Director becomes vacant, the Board may appoint a successor by providing notice of the appointment to the Membership, and the successor shall hold office for the unexpired term of the Director whom he/she replaces.

6.13 The Nominating Committee shall be appointed by the President, consisting of not fewer than three and not greater than five Directors, and be approved by the majority of the Board.

7.0 National Associations

7.1 The Board may form National Associations whenever it deems such Associations to be necessary for the administration of the affairs of the Association.

7.2 Each National Association so created shall establish its own constitution and bylaws which shall not conflict with the Association's constitution and bylaws and shall also adopt the Association's Class Rules.

7.3 Each National Association's constitution and bylaws shall be reviewed and approved by majority vote of the Association's Board prior to enactment.

7.4 Each National Association shall elect a representative to the Association's Board.

8.0 Geographic Regions

8.1 The Board may form Geographic Regions whenever it deems the formation of such Geographic Regions to be necessary for the administration of the affairs of the Association.

8.2 The Board upon establishing a Geographic Region shall appoint a Regional Chairperson to hold office until a successor is either elected by the Members of the Region at the annual meeting of the Association or appointed by the Board on an interim basis pending such annual election.

8.3 The Regional Chairperson shall be elected bi-annually by vote of the Members of the Region, and shall hold office until his or her successor is elected. The Chairperson shall be responsible for the management of the business of the Region, subject to the direction of the members of the region, including:

8.3.1 The coordination of activities and events,

8.3.2 Liaison with the Association's Board.

8.3.3 Maintenance of all records and accounts of the Region.

8.3.4 The interpretation and enforcement of the Association's Constitution, Class Rules and Bylaws.

8.4 The Board may in its discretion subdivide an existing Region into one or more Regions and/or amalgamate two or more Regions, whenever it deems such actions to be necessary for the administration of the affairs of the Association.

8.5 In the event that a Regional Chairperson shall be unable to attend any meeting of the Board, any other member of the Region designated for that purpose by the Regional Chairperson may attend and represent the Regional Chairperson and vote as the Regional Chairperson's proxy at that Board meeting.

8.6 The JSA-LIS shall be considered a Region for the purpose of the governance of the Association so long as the PIXEL remains the primary boat used for doublehanded, intermediate level sailing and racing by the JSA-LIS, and as such may overlap other Geographic Regions of the Association.

9.0 Membership and Dues

9.1 Any person may become an "Individual Member" of the Association by making application to the Secretary/Treasurer and paying the prescribed Association annual dues, provided that he or she has not been disqualified from Membership for cause by decision of the Board or is under suspension from Membership.

9.2 Any Individual Members of the Association automatically belong to the Geographic Region in which that member usually sails, even though such place may not be his/her permanent residence. If no such region has been designated, the Individual Member shall be deemed a member at large of the Association until such Geographic Region is established.

9.3 An Individual Member of the Association shall be deemed a Member of his Geographic Region where he/she usually sails for the purposes of qualification for class events. Any dispute concerning an Individual Member's Geographic Region shall be settled by decision of the Regional Chairperson, which decision shall be final and non-appealable.

9.4 The Board may grant honorary memberships in the Association for such period as it determines, to any person who, through special contribution to the Class or through special relationship to the Association, is considered meritorious.

9.5 Any club, sailing association, school, or group specifically authorized by the Board may become an "Organization Member" of the Association by making application to the Secretary/Treasurer and paying the prescribed Association dues.

9.6 An application for membership constitutes consent by the applicant to be bound by the Constitution, Bylaws, and Class Rules of the Association upon being accepted to membership.

9.7 Association dues shall be payable in full within the time prescribed by the Bylaws of the Association, as determined by the Board.

9.8 The Association may ask for special contributions in addition to dues, provided any such contribution shall be for a specific purpose. All Dues, including special contributions, shall be collected by the Secretary/Treasurer and retained for the sole benefit and use of the Association.

9.9 For the purpose of electing Association or Regional officers, or voting on amendments to the Constitution of the Association, each Member shall have one vote.

10.0 Suspension or Removal from Office

10.1 A Member may be suspended by the Board, on the recommendation of a Geographic Region, for gross violation of the Class Rules, Constitution, or Bylaws, for committing an unlawful act in relation to the Association or one of its Members, or for any unsportsmanlike or inappropriate conduct contrary to the interest of the Members of the Association or the Association in general. The duration of the suspension shall be fixed by the Board and a suspended Member shall during such period be precluded from racing or enjoying any other rights of Membership in the Association.

10.2 A Regional or National officer may be removed from office by the Board for acts or omissions which constitute conduct detrimental to the Association or to its Members.

11.0 Appeals

11.1 Any dispute related to a Geographic Region, a sailor's eligibility to race, the interpretation of the Constitution, Bylaws or similar matters, other than a dispute as to the interpretation of the Class Rules or any protest within the jurisdiction of the applicable racing rules, may be made to the Board whose majority decision shall be final, binding, and non-appealable.

12.0 Issuance of Bylaws

12.1 The Board may make and amend Bylaws for the purpose of carrying out the objects of this Constitution and of the Association and, without restricting the generality of the foregoing, may make Bylaws amending the Class Rules of the PIXEL Class and/or doing any of the following:

12.2 Respecting the establishment of Geographic Regions, and the powers of the Regional Chairperson;

12.3 Delegating specific powers of the Board to the Regional Chairperson;

12.4 Respecting the establishment and the powers of Fleets;

12.5 Respecting registration of Members and the collection of dues and special contributions;

12.6 Respecting the measurement of boats and measurement fees, if any;

12.7 Respecting the conduct of championship and other regattas, including the classification of regattas and the eligibility of Members for major racing events;

12.8 Respecting the acceptance of deeds of gift of trophies;

12.9 Respecting the procedures for meetings of the Board and regional governance, including the conduct of business by mail or other means of communications;

12.10 Performing and/or authorizing any other actions necessary to serve the best interests of the Class.

13.0 Indemnification and Limitation of Liability

13.1 The Members and Directors of the Association shall not be personally liable for any tort, contract, debt, liability, act, omission, or obligation of the Association. All persons, corporations, or other entities extending credit to, contracting with, or having any claim

of whatsoever kind against the Association, its Officers and/or Directors, may look only to the funds and properties of the Association for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the Association.

13.2 The Association shall, to the maximum legally permissible extent, indemnify each of its Officers and Directors against liabilities and expenses, including amounts paid in satisfaction of judgments, in compromises, as well as fines, penalties, and reasonable attorneys' fees incurred by such persons in connection with the defense or disposition of any action, suit, or other proceeding, whether civil or criminal, in which he or she may be involved or with which he or she may be threatened, while in office or thereafter, by reason of being or having been an Office or Director of the Association.

13.3 No part of the assets of the Association and no part of the net earnings of the Association shall be divided among or inure to the benefit of any Officer or Director of the Association or to any private individual or be appropriated for any purpose other than the purposes of the Association as herein set forth.

14.0 Amendments

14.1 Amendments to the Constitution shall be approved by each of:

14.2 The Board

14.3 By a majority of the Membership present at an annual meeting or by at least two thirds of the Membership replying in writing to the office of the Secretary/Treasurer of the Association in response to a postal ballot published by the Association. Only those votes posted for return to the office of the Secretary/Treasurer within 30 days from the date of publication of the proposed change shall be accepted as timely.

Enacted on April 15, 2006.

Part 2: Bylaws

1.0 Association Business and Meetings

1.1 The Annual Meeting of the Association shall be held during the National Class Championships, or at such other Association event as the Board shall designate.

1.2 The Association's fiscal year shall be a calendar year unless otherwise decided by the Board.

1.3 Notice of Meetings: reasonable notice of the time and place of the Annual Meeting and other meetings of the Board shall be given to each Director and to the Members of the Association.

1.4 Quorum: At any meeting of the Directors, 40 percent (rounded down to the nearest whole number) of the Directors, whether in person, by electronic means, or duly represented by proxy, and including the President or Vice President, shall constitute a quorum.

1.5 Voting: when a quorum is present, a majority of the votes properly cast by Directors present in person, by electronic means, or duly represented by proxy shall decide any question.

2.0 Membership, Eligibility, Fees, and Dues

2.1 Classes of Membership shall be as follows:

- a) Sailing Organization Members
- b) Individual Members
- c) Honorary Lifetime Members

2.2 Sailing Organization Members: Fifty Dollars (\$50.00) annual dues to the Association.

2.3 Individual Members: Twenty Five Dollars (\$25.00) annual dues to the Association.

2.4 Membership Decals: Upon receipt of dues, the Association's Secretary/Treasurer or his/her designee shall issue official membership decals which shall bear the year in which they were issued. The decal shall be placed on the port transom of the owner's boat.

2.5 Sail fees: A fee of three dollars (\$3) per sail shall be assessed by the Association, and a class button, patch, or sticker shall be affixed to each class-approved sail by its sailmaker in accordance with the Association's directions.

2.6 Dues Payment Date: The annual dues for all classes of Member are due on March 1st of each year and become delinquent if not received by May 1st of each year. A late fee of

Ten Dollars (\$10) shall be assessed to each member whose annual dues are not received by May 1st.

2.7 Dues of all classes of membership shall be collected by the Association's Secretary/Treasurer.

2.8 Regional Dues: Regional dues, if any, are optional and shall be collected and retained by the Region. In no event shall such regional dues exceed \$10 per boat absent specific authorization by the Board of the Association to assess a higher amount.

2.9 Eligibility

2.9.1 A Member shall not be eligible to compete in an Association event until his Association dues and Regional dues, if any, have been paid in accordance with the provisions of these Bylaws.

2.9.2 All Board members must be individual members of the Association.

3.0 Certification by Licensed Builder and Official Sail Numbers

3.1 The Association's Secretary or his/her designee shall issue to all licensed distributors of the PiXel non-removable decals with identifying serial numbers which the distributor(s) shall arrange through the licensed builder to affix to the aft end of the port tank of each boat as visual proof that said boat has been certified by said licensed builder as conforming to the PiXel Class Constitution, By-Laws, and Class Rules.

3.2 The Association's Secretary or his/her designee shall issue to all licensed distributors a registration card which each distributor shall place in the packet of information that it provides to the buyer. The buyer shall mail the card to the Association's Secretary or return a completed form to the Distributor, and by so doing, shall receive one year's free membership in the Association.

3.3 The Association's Secretary or his/her designee shall issue official sail numbers to all licensed builders.

3.4 Owners of PiXels purchased prior to June 1, 2006 may request said decal in writing from the Association's Secretary by furnishing evidence of the hull number located on the boat's transom, such as the documentation provided by the Distributor which sold the boat in question.

3.5 The Association's Secretary shall maintain a permanent record of the names and addresses of all owners.

4.0 Championship Regattas

4.1 The Association shall be the organizing authority for the annual North American Championship, Mid-Winter Championship and National Championship, and any other regattas the Board deems appropriate. The Board shall seek sites that balance the need to maximize attendance and growth of the Class worldwide.

5.0 Geographical Regions

5.1 It is the intent of the Association to encourage the formation of Geographic Regions. The Geographic Regions shall be drawn with the U.S. Sailing Association areas and the distribution of Members in mind. The Regions shall be as follows until redrawn at the discretion of the Board:

- a) Region 1: Area A except Rhode Island
- b) Region 2: Area B plus Rhode Island
- c) Region 3: Area C
- d) Region 4: Areas D and F
- e) Region 5: Areas E and K
- f) Region 6: Areas G, J and H
- g) Region 7: Canada - East
- h) Region 8: Canada – West

6.0 Modifications to the PIXEL

6.1 All modifications to PiXels must be pre-approved by the Class Measurer in accordance with the Class Rules, Constitution and Bylaws of the Association.

7.0 Approved Sailmaker

7.1 The Association's approved sailmaker is Neil Pryde, Connecticut.

7.2 Class Approved sails may only be purchased from the Association's approved sailmaker or as otherwise specified by the Association.

8.0 Approved Builders

8.1 The Association's approved builder is Fu Yang Flying Eagle Boat Company.

9.0 Royalty Fees

9.1 Within thirty days of the end of each quarter (March, June, September and December), each PiXel Distributor shall submit to the Association's Secretary/Treasurer the number of boats sold during the prior quarter accompanied by a royalty check of Twenty-Five U.S. Dollars (\$25.00) for each boat sold during that quarter payable to the

Association. Said funds are to be held in escrow by the Association for use in accordance with the business of the Association.

10.0 Web Site

10.1 The Association through its duly appointed officers and their designees shall maintain a web site for the dissemination of information and notices to the Class members.

11.0 Championship Regattas - Duties and Responsibilities

11.1. The Association's Duties and Responsibilities:

a) The Association's Secretary/Treasurer shall act as liaison between the Association and the host yacht/sailing club in championship regattas, and shall be considered the organizing authority of the regatta in conjunction with the host yacht/sailing club.

b) The Association shall publish the Notice of Race (NOR) and shall distribute the NORs both via mail and the Association's web site, if available.

c) The Association in conjunction with the host club shall establish a budget which shall include lunches on the water, T-shirts, a least one dinner, awards, cost of all mailings, incidental race committee expenses and any other expenses agreed upon in advance.

d) The Association in conjunction with the host club shall appoint the judges. The majority of the judges shall be US Sailing Certified judges or other comparably qualified judges.

e) The Association shall approve the Sailing Instructions (SI's) in advance of the event.

f) The Association in conjunction with the host club shall collect all entry fees including late fees.

g) The Association in conjunction with the host club shall purchase the trophies.

h) Scoring for all events will be done using the St. Pete Scorer.

i) Any boat pre-registered shall not be denied the right to compete, except as otherwise specifically provided in the Bylaws, Constitution and Class Rules.

11.2 The Host Club's Duties and Responsibilities

a) Appoint a chairperson(s) for the event who will be the contact with the Association.

b) Appoint a principle race officer, who should be a US Sailing Senior Race Officer or other comparably qualified official.

c) Provide a list of housing facilities (hotels, motels or bed and breakfasts) in the immediate area, including location, phone number and prices which can be distributed with the NORs and on the web site.

d) Prepare a budget in accordance with 11.1c, including an entry fee.

e) The host club will be considered the sponsoring organization.

11.3 The North Americans, when held, shall be held in August or September, or such other month as the Board shall determine, beginning on Thursday and ending on Sunday. For the North American Championships, the Association shall be the organizing authority.

11.4 The Nationals, when held, shall be held so as not conflict with the North Americans and shall be a two day event. Sections 12.1 and 12.2 above may be modified for the Nationals with the approval of the Association's Secretary/Treasurer. The Association shall be the organizing authority of the Nationals.

11.5 The Mid-Winters, when held, may be held anytime from December through March and shall be a two day event. Sections 12.1 and 12.2 above may be modified for the Mid-Winters with the approval of the Association's Secretary/Treasurer. The Association shall be the organizing authority of the Mid-Winters.

11.6 Other sanctioned events may be held with prior approval of the Association's Secretary. A sanctioned event shall adhere to the Association's Constitution, By-Laws, and Class Rules.