

BYLAWS OF HOUSTON AREA ROAD RUNNERS ASSOCIATION, Inc.

ARTICLE I - TITLE.

The name of the corporation shall be "Houston Area Road Runners Association, Inc.," herein referred to as "HARRA", "this corporation", or "this organization".

ARTICLE II - OBJECTIVES.

The prime objectives of this corporation shall be the promotion and encouragement of long distance running and the education of the public to the benefits of such activities, which shall include, without limitation, the following:

(a) This organization may hold championships, races on the road or track, lectures, fun runs, educational activities, demonstrations, clinics and social events; print and publish books, magazines, and newsletters; make awards; and do all such things as may be conducive to the encouragement of running for adults and children; and

(b) Engage in community activities, publicize by appropriate means the benefits of long distance running and jogging, and coordinate with other organizations advocating running as a means of physical fitness.

ARTICLE III - AFFILIATION.

This corporation shall be a chapter of the Road Runners Club of America, and all measures adopted by the body must be considered by this organization.

ARTICLE IV - MEMBERSHIP

CLASSES OF MEMBERSHIP. This corporation shall have two classes of members: Regular and Honorary. The Board of Directors of the Houston Area Road Runners Association, Inc. (HARRA) shall establish such other criteria for membership, types, rights, privileges and dues schedules, as it deems appropriate.

1. Regular Membership. Shall be open to all persons interested in the objectives of HARRA. Any person shall become a member upon payment of the initial dues and shall continue as a member upon paying the annual dues.

2. Honorary Membership. Shall be a lifetime membership, exempt from dues, including all rights and privileges of Regular Members. All past presidents of HARRA and its predecessor organization shall be Honorary Members and others, nominated by the President and approved by the Board of Directors, for their service to HARRA or contribution to athletics.

ARTICLE V - MEMBERSHIP MEETINGS

Section 1

ANNUAL MEETING. A meeting of Members shall be held annually in June or no later than August 31 for the election of Officers, as needed, and the transaction of other business at such hour and such business day as may be determined by the Board and designated in the notice of the meeting.

Section 2

PROCEDURES. Except as expressly specified in these bylaws, all matters concerning meetings, including notices of meetings and procedures to be followed at such meeting, shall be as required by the Texas Non-Profit Corporation Act, as it may be amended from time to time.

Section 3

QUORUM AND ADJOURNMENT. A quorum shall consist of two times the number of the Board of Directors plus one or one-tenth of the total number of votes entitled to be cast at any meeting of Members, whichever is less. Adjournment will be by majority vote of those present.

Section 4

ORGANIZATION. The President of HARRA shall preside at all meetings of the Members or, in the absence of the President, the Vice-President of Clubs shall preside. The Secretary of HARRA shall act as Secretary of all meetings of the Members, but in the absence of the Secretary, the presiding Officer may appoint any person to act as Secretary.

Section 5

VOTING. At any meeting of the Members, each Member present in person shall be entitled to one vote. Voting may be done by voice, hand or any other device determined by the presiding Officer of the meeting. All matters except as otherwise provided by law or by the Articles of Incorporation or the Bylaws of HARRA shall be decided by a majority of the votes cast at such meeting by the voting Members present and entitled to vote thereon.

ARTICLE VI - BOARD OF DIRECTORS

Section 1

POWERS, NUMBERS AND DUTIES. The Board of Directors shall have general power to manage and control the affairs and property of HARRA, and shall have the full power, by majority vote, to elect officers, form committees, adopt rules and regulations governing the action of the Board and shall have full and complete authority with respect to the distribution and payment of monies received by HARRA from time to time.

- (a) The Officers of HARRA shall be ex-officio Directors with full voting rights;
 - (b) Three Directors shall be appointed by the President and approved by the Board; and
- * Unless specifically provided, reference to "Director" or "Directors" in these Bylaws shall include Officers and Directors.

Section 2

ELECTION AND TERM OF OFFICE. Term of office for members of the Board of Directors shall be a period of approximately one (1) year, commencing with the date of the Annual Meeting to be held no later than August 31 and ending on the date of the proceeding years annual meeting.

- (a) Directors filled upon resignation or newly created positions shall also expire at the time of the Annual meeting.

Section 3

VACANCIES AND RESIGNATION. Any member of the Board of Directors may resign at any time. Such resignations shall be made in writing and shall take effect at the time specified or, if no time is specified, at the time of its receipt by the President or Secretary. Directors for newly created positions or positions resulting from vacancies occurring in the Board for any reason, may be elected by a vote of a majority of the Directors then in office.

Section 4

REMOVAL OF DIRECTOR. Any Officer or Director may be removed from office, with or without cause, by majority vote of the Board of Directors.

Section 5

MEETINGS. The Directors may hold their meetings and may have an office and keep the books of the Corporation at such place or places as they determine.

- (a) Regular Meetings. Regular meetings shall be held at least bi-monthly and more frequently, if so determined by the Board of Directors.
- (b) Special Meetings. Special Meetings of the Board shall be held whenever called by the President, the Secretary or a majority of the Directors. The notice of time, place and purpose of every Special Meeting of the Board shall be given to each Director two (2) days before the meeting unless all Directors agree to waive the meeting notice.

Section 6

QUORUM AND VOTING A majority vote of the Board of Directors present is necessary to pass ordinary measures. All measures shall be deemed ordinary except those proposing an

amendment(s) to the Bylaws.

- (a) A quorum shall consist of a majority of the Board of Directors. No official meeting shall be held unless a quorum is present;
 - (b) the Board of Directors shall have sole authority to approve changes to the Articles of Incorporation; and
- * each Director present in person shall be entitled to one vote.

Section 7

CONDUCT OF BUSINESS. The President of HARRA shall preside at all meetings, in the absence of the President, the Vice-President of Clubs shall preside. The Secretary of HARRA shall act as secretary of all meetings of the Board of Directors, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 8

SPECIAL COMMITTEES. The Board may designate from time to time special committees of the Board to perform special functions in carrying on the objectives of HARRA. Special committees shall have only the lawful powers specifically delegated to them by the Board.

ARTICLE VII - OFFICERS

Section 1

OFFICERS. The Officers of HARRA shall be a President, Vice-President of Clubs, Vice-President of Road Race Management, Vice-President of Communications, Secretary and Treasurer and such other officers as the Board may from time to time elect or appoint.

Section 2

ELECTION AND TERM OF OFFICE. Officers shall be elected by majority vote of HARRA members who are present at the Annual meeting. Term of office shall be a period of approximately one (1) year, commencing with the date of the Annual Meeting to be held no later than August 31 and ending on the date of the proceeding years annual meeting.

- (a) Offices filled upon resignation shall also expire at the time of the Annual meeting.
- (b) For the office of President only, an individual is limited to three (3) consecutive terms of office. For all other offices, the officers may succeed themselves.

Section 3

REMOVAL, RESIGNATION AND VACANCIES. Any Officer of HARRA may be removed by a majority vote of the Board then in office. Offices not filled at the annual meeting or vacated at any time during the year may be nominated from and voted on by the Board of Directors at any

time during the current term of office.

Section 4

PRESIDENT, POWERS AND DUTIES. The President shall be the principal executive officer of the corporation, subject to the Board of Directors. The President shall be in general charge of the properties and affairs of the corporation; shall preside at all meetings of the Board of Directors; and in furtherance of the purposes of the corporation and subject to the limitations contained in the Articles of Incorporation. The President may sign and execute all bonds, deeds, conveyances, franchises, assignments, mortgages, notes, contracts and other obligations in the name of the corporation.

Section 5

VICE PRESIDENT OF CLUBS, POWERS AND DUTIES. The Vice President of Clubs shall have such powers and duties as may be assigned by the Board of Directors to include but not limited to the following: development and execution of Athlete of the Season programs, development of Inter-Club competitions, challenges, and training programs, and communication between Clubs and HARRA on all matters relating to club activities. Powers and duties may include the performance of the duties of the President upon the death, absence or resignation of the President or the inability of the President to perform the duties of President. Any action taken by the Vice President of Clubs shall be conclusive evidence of the absence or inability to act of the President at the time such action was taken.

Section 6

VICE PRESIDENT OF ROAD RACE MANAGEMENT, POWERS AND DUTIES. The Vice President of Road Race Management shall have such powers and duties as may be assigned by the Board of Directors to include but not limited to the following: development and review of the HARRA Championship Race Series, scheduling of HARRA Championship Races, soliciting and recommending bids to the Board for hosting HARRA Championship races and events, developing and providing guidelines for HARRA races.

Section 7

VICE PRESIDENT OF COMMUNICATIONS, POWERS AND DUTIES. The Vice President of Communications shall have such powers and duties as may be assigned by the Board of Directors to include but not limited to developing the HARRA membership brochure and newsletter and distribute news releases on HARRA events, programs, races and results.

Section 8

SECRETARY, POWERS AND DUTIES. The Secretary shall act a Secretary of all meetings of the Members and the Board of Directors, and shall keep the minutes of all such meetings. The Secretary shall attend to the giving and serving of notices of the Corporation and shall perform

all the duties customarily incident to the office of the Secretary, subject to the control of the Board of Directors, and shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 9

TREASURER, POWERS AND DUTIES. The Treasurer shall have custody of all funds and securities of the corporation. When necessary the Treasurer may endorse, on behalf of the corporation, for collection, checks, notes and other obligations and shall deposit the same to the credit of the corporation in such bank or banks or depositories as shall be designated in the manner prescribed by the Board of Directors; sign all receipts and vouchers for payments made to the corporation either alone or jointly with such other officer as is designated by the Board of Directors; whenever required by the Board of Directors, render a statement of cash account; shall enter or cause to be entered regularly in the books of the corporation to be kept by the Treasurer for that purpose full and accurate accounts of all moneys received and paid out on account of the corporation the Treasurer shall, if required by the Board of Directors, give such bond for the faithful discharge of the Treasurer duties in such form as the Board or Directors may require.

ARTICLE VIII - FINANCES

Section 1

ORGANIZATIONAL DUES. Dues shall be as determined by a majority of the Board of Directors present at a regular meeting and shall not be changed more often than once per year.

- (a) This is a non-profit corporation; and
- (b) This corporation will submit a portion of the annual dues to the Road Runners Club of America as membership in that body shall require.

Section 2

COMPENSATION OF BOARD OF DIRECTORS AND OFFICERS. Board of Directors and Officers shall be entitled to receive compensation for personal services which are necessary and reasonable in carrying out the corporation's objectives as the Board of Directors may determine, in no event shall the compensation be excessive. No part of the net earnings of the corporation shall inure to the benefit of its Directors or individual members.

Section 3

FINANCIAL DISCLOSURE. Members using funds of the corporation for any purpose shall give a full record of expenditures to the treasurer.

- (a) Dues, entry fees, and other monies received by the corporation will be spent entirely for carrying out the stated objectives of this corporation.
- (b) Fund Raising. This organization shall be empowered to participate in fund-raising

activities.

ARTICLE IX - CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

ARTICLE VIII - FISCAL YEAR

The fiscal year of the Corporation shall be determined from time to time by the Board of Directors.

ARTICLE IX - DISSOLUTION

In the event of dissolution of HARRA, Inc. the funds in the treasury, after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to the Road Runners Club of America, provided it shall then be a qualifying 501(c)(3) non-profit corporation, or for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and each officer or former Director or officer of the corporation shall be indemnified by the corporation against liabilities imposed upon him or her and expenses reasonably incurred by him or her in connection with any claim against him or her, or any action, suit or proceeding to which he or she may be a party by reason of his or her being, or having been, such Director or officer and against such sum as independent counsel selected by the Directors shall deem reasonable payment made in settlement of any such claim, action, suit or proceeding primarily with the view of avoiding expenses of litigation; provided, however, that no Director or officer shall be indemnified (a) with respect to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the Directors shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or * with respect to matters for which such indemnification would be against public policy. Such rights of indemnification shall be in addition to any other rights to which Directors or officers may be entitled.

ARTICLE XI - AMENDMENTS

These bylaws may be amended by the affirmative vote of three quarters of the Directors in office at any meeting of the Board of Directors, or by two thirds of the members of HARRA present at a meeting duly called for the purpose of amending these Bylaws, providing notice of such proposed amendment has been included in the notice of meeting.

ARTICLE XII -MISCELLANEOUS

Where not provided for in the Bylaws, any other matter shall be determined by the Texas Non-Profit Corporation Act.