

BYLAWS OF HOUSTON AREA ROAD RUNNERS ASSOCIATION, Inc.

Revised March 2025

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 - DEFINITIONS.

1. HARRA uses the term “running” to encompass the broad spectrum of running-related activities, including competitive running, jogging, fitness walking, race walking, and adaptive chair fitness/racing on roads, trails, and tracks. The term “runner” similarly refers to individuals who participate in running activities.
2. The Greater Houston Area refers to the metropolitan statistical area of Greater Houston as defined by the United States Office of Management and Budget.
3. A “Club” is defined as an association or organization that has some type of formal running organization with a minimum of ten (10) individual members, whether nonprofit or for-profit.
4. The “Board” refers to the Board of Directors of HARRA.
5. "Director" or "Directors" herein shall include Officers and Directors. The Officers of HARRA shall be ex-officio Directors with full voting rights.

ARTICLE III - MISSION.

HARRA’s mission is to empower and inspire all individuals across the Greater Houston Area to participate in the sport of running for enjoyment, health, well-being, and personal growth. HARRA fosters community connections, advocates for the welfare of runners, and supports inclusivity through our pillars of competition, charity, community, and commitment to safety.

ARTICLE IV - AFFILIATION.

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

ARTICLE V - MEMBERSHIP

CLASSES OF MEMBERSHIP. This corporation shall have three (3) classes of members: Regular, Honorary and Club. The Board 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, for their service to HARRA or contribution to athletics.

3. Club Membership. Shall be open to all Clubs in the Greater Houston Area interested in the objectives of HARRA. Clubs shall become a Club Member upon payment of the initial dues and shall continue as a Club Member upon paying the annual dues. Club Membership applies to the club entities and does not confer Regular Membership rights and privileges to members of a Club.

ARTICLE VI - MEMBERSHIP MEETINGS

Section 1 - ANNUAL MEETING.

A meeting of Members shall be held annually at a date and time set by the Board but no later than August 31st for the election of Directors and 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 one-tenth of the total count of Honorary and Regular membership in good standing or 11, whichever is greater. Adjournment will be by majority vote of those present.

Section 4 - NOTICE.

Written notice, which includes at least two (2) email notifications, stating the meeting date, time, and meeting logistics, shall be electronically sent no less than ten (10) nor more than fifty (50) days prior to the date of the meeting to each member entitled to vote at the meeting.

Section 5 - 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. If the Vice-President of Clubs is not present then the Vice-President of Road Race Management or Vice-President of Communication 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 6 - VOTING.

- (a) Honorary and Regular Members shall be entitled to one vote per person on matters that come before the Membership for decision. Member Clubs do not have voting rights. Voting members must be 18 years of age or older.
- (b) At any meeting of the Members, voting may be done by voice, hand or any means permitted by these Bylaws and by the Texas Non-Profit Corporation Act, as determined by the presiding Officer of the meeting. Meetings may be held in person or remotely by means of a conference telephone or similar communications equipment, another suitable electronic communications system, including videoconferencing technology, or by survey by the Internet, or any combination of those means, so long as reasonable measures are implemented to verify that every person voting at the meeting by means of remote communication is sufficiently identified, and that there is kept a record of any vote. If voting by means of remote communication, it may be asynchronous, and the Board shall establish a time period of not less than 7 days nor more than 20 days to conduct such vote.

ARTICLE VII - BOARD OF DIRECTORS

Section 1 - COMPOSITION.

The Board shall consist of the Officers and six (6) At Large Board Members, three (3) of which shall be elected by the HARRA membership and three (3) appointed by the President, subject to the approval of the elected Board members.

Section 2 - POWERS, NUMBERS AND DUTIES.

The Board 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.

Section 3 - ELECTION AND TERM OF OFFICE.

Directors shall already be Honorary or dues paying Regular Members of the organization and in good standing to be eligible for election. Term of office for Directors shall be a period of approximately one (1) year, commencing with the date of the Annual Meeting and ending on the date of the following Annual Meeting.

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

Section 4 - 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 5 - 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 6 - 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 (6 times a year) and more frequently, if so determined by the Board.
- (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 7 - QUORUM AND VOTING.

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

Section 8 - CONDUCT OF BUSINESS.

The President of HARRA shall preside at all meetings, in the absence of the President, the President of HARRA shall appoint a substitute to preside. If the President fails to appoint a substitute, the Board shall appoint by majority vote a substitute. The Secretary of HARRA shall act as secretary of all meetings of the Board, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting.

Section 9 - 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.

Section 10 - NOMINATING COMMITTEE.

Nominations for election to the Board shall be made by a Nominating Committee. The Nominating Committee shall consist of a committee lead ("Chair") and at least two (2) additional members, one of whom should be an active member but not a currently serving Director.

- (a) The Chair shall be selected by the President and approved by the Board prior to the Annual Meeting. The Chair will select additional members of the Nominating Committee.
- (b) The intent of the Nominating Committee is to ensure a slate of candidates can be presented for a membership vote to fill open electable positions, but there is no requirement for one candidate per opening.
- (c) The final list of nominees and voting timeline shall be approved by the Board before communication to the membership and commencement of voting. Nominations also may be made from the floor at the Annual Meeting or by write-in for electronic voting.

ARTICLE VIII - 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 conducted at the Annual Meeting as described by Article V Section 6. Officers shall already be Honorary or dues paying Regular Members of the organization and in good standing to be eligible for election. Term of office shall be approximately one (1) year, commencing with the date of the Annual Meeting and ending on the date of the following Annual Meeting.

- (a) Offices filled upon resignation shall also expire at the time of the end 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 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 and chairman of the Board. The President shall be in general charge of the properties and affairs of the corporation; shall preside at all meetings of the Board; 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 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.

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 to include but not limited to the following: development and review of the HARRA Championship Race Series, facilitation 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 to include coordination and oversight of printed, digital, and other organizational communications.

Section 8 - SECRETARY, POWERS AND DUTIES.

The Secretary shall act as Secretary of all meetings of the Members and the Board 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, and shall perform such other duties as shall from time to time be assigned by the Board.

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; 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; whenever required by the Board, 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, give such bond for the faithful discharge of the Treasurer duties in such form as the Board may require.

ARTICLE IX - FINANCES

Section 1 - ORGANIZATIONAL DUES.

Dues shall be as determined by a majority of the Board 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 DIRECTORS.

Members of the Board shall be entitled to receive compensation for personal services which are necessary and reasonable in carrying out the corporation's objectives as the Board 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 X - CORPORATE SEAL.

The Board 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 XI - FISCAL YEAR.

The fiscal year of the corporation shall be from July 1 through June 30 of each calendar year unless otherwise fixed by resolution of the Board. The Board shall have the authority, from time to time, to change the fiscal year for the purposes of duration of membership and the payment of dues. The fiscal year is fixed for the general purposes of the corporation and the fiscal year for membership and payment of dues may, but not need, coincide.

ARTICLE XII - 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 XIII - INDEMNIFICATION OF DIRECTORS.

Each Director or former Director 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 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 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
- (c) 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 may be entitled.

ARTICLE XIV - AMENDMENTS.

These bylaws may be amended by the affirmative vote of three quarters of the Directors in office at any meeting of the Board, 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 XV –MISCELLANEOUS.

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