

BYLAWS

MID-PACIFIC ROAD RUNNERS CLUB

ARTICLE I NAME

The organization shall be known as the Mid-Pacific Road Runners Club, hereinafter called the Club. Club colors shall be red, white, and gold.

ARTICLE II PURPOSE

The members of the Club firmly believe that long distance running, properly practiced, contributes significantly to health and happiness. The Club is therefore committed to active participation and cultivation of long distance running as a community service. Accordingly, the Club is devoted to the vigorous, rational promotion of its sport and long distance competition.

ARTICLE III MEMBERSHIP

Section 1. Any person, regardless of age, may be a member of the Club. Any person may be a life member of the Club upon meeting requirements established by the Directors. All memberships are non-transferable.

Section 2. The amount of annual dues shall be determined for each year by the Directors. In determining annual dues, the Directors may also establish a family membership plan, a student membership plan or an installment membership plan. The family and student membership plans may provide that a student or members of a family pay less than the annual dues. In establishing any membership plan, race entry fees shall not be applied towards dues.

Club membership plans and their definitions:

- (1) Individual memberships include adults 19 years of age and older.
- (2) Junior memberships include members under 19 years of age.
- (3) Family memberships include spouses or partners and dependents under 19 years of age.
- (4) Life members shall not be required to pay annual dues or race entry fees in Club-sponsored races. Life members shall pay for team competition and other special events as designated by the President. Effective May 1, 2025, the cost of a Life Membership shall increase from \$600 to \$800. Only life members may wear the life membership uniform patch. The President may nominate and the Directors may approve certain persons to be honorary life members who will have all the privileges of Life Memberships. This honorary Life Membership will be used to identify a person whose

exceptional service, long-term support, or extraordinary participation have been of outstanding benefit to the Club and to the running community.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Board of Directors. There shall be a Board of nine Directors responsible for the day-to-day functioning of the Club. Directors must be Club members and a member of at least one Board committee.

Section 2. Nominating Committee. At least two months prior to the annual meeting of the Club, the President shall appoint a nominating committee of three members of the Club who shall present in writing at least two weeks prior to the annual meeting the names of nominated candidates for positions as Directors.

Section 3. Election of Directors. At or before the annual meeting, an election for those Directors with expiring terms will be held. The candidates receiving the highest number of votes shall be elected. Their term of office shall begin at the close of the annual meeting following their election. Directors shall serve for two years or until their successors are elected, unless removed as provided herein.

Section 4. Removal of Elected Directors. The removal of a Director shall be done in accordance with HI Rev Stat § 414D-138 (2024). A Director may be removed by the membership only at a meeting called for the purpose of removing the Director and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the director. The Director whose removal is requested shall be served with a copy of the charges not less than ten calendar days prior to the meeting and shall have an opportunity at the meeting to be heard in person, and by counsel, and to present evidence; and the persons requesting the removal of a Director shall have the same opportunity.

Any Director who does not attend three consecutive meetings without a reason, in writing or in person, acceptable to the Board may be removed as provided above. Any Director whose Club membership has lapsed for three or more consecutive months may be removed as provided above. Any Club member may ask for the removal of a Director by filing charges with the Secretary or President of the Club. The Board of Directors may fill a vacancy as provided in Section 6 of Article IV.

Section 5. Powers of the Board of Directors. The property, affairs and business of the Club shall be managed by the Board of Directors and, except as otherwise provided by law or in this document, all of the powers and authority of the Club shall be vested in, and may be exercised by the Board of Directors, as fully and for all purposes as though exercised directly by the membership.

Section 6. Vacancies and Substitute Directors. If any permanent vacancy shall occur in the Board of Directors through death, resignation, removal or other cause, the

remaining Directors, by vote of a majority of the whole Board, may elect a successor Director to hold office until the next annual meeting.

In case of a temporary vacancy due to the prolonged absence, sickness, or disability of any Director, the remaining Directors, by the vote of a majority of such remaining Directors, appoint some person as a substitute Director, who shall be a Director during such temporary absence until such Director returns to duty.

ARTICLE V OFFICERS AND THEIR ELECTION

Section 1. Appointment. The officers of the Club shall be the President, Vice President, Secretary and Treasurer, all of whom shall be Directors. Directly after the annual meeting, all officers shall be elected annually by the Board of Directors and shall serve for one year or until their successors have been elected. The Board of Directors may, in its discretion, appoint acting or temporary officers, and may appoint officers to fill vacancies occurring for any reason whatsoever, and may in its discretion, limit or enlarge the duties and powers of any officer appointed by it. The Officers will serve without compensation.

Section 2. The Executive Committee shall consist of the elected officers of the Club.

Section 3. The President. The President shall preside at all meetings of the membership, and at all meetings of the Board of Directors. The President shall exercise general supervision over the business of the Club and over its several officers, agents, and employees, subject, however, to the control of the Board of Directors.

Section 4. The Vice-President. The Vice-President shall perform all the duties and exercise all the powers and rights of the President during the absence or disability of the President, or whenever the office is vacant, and shall perform all other duties assigned by the President or Board of Directors.

Section 5. The Treasurer. The Treasurer shall have custody of all the funds, notes, bonds, and a list of the property of the Club, and shall be responsible for keeping all the books and accounts of the Club and shall render statements thereof in such form and as often as required by the Board of Directors. The Treasurer shall keep a record of all contracts and insurance agreements entered into by the Club. The Treasurer may be required to be bonded for all funds of the Club. The Treasurer shall perform all other duties assigned by the President or the Board of Directors.

The Board of Directors may engage a paid accountant to perform the duties of the Treasurer as assigned and such paid accountant will perform these duties under the supervision of the Treasurer. The paid accountant is a non-voting member of the Board of Directors.

Section 6. The Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors, and the minutes of all meetings of the membership and keep a file of such minutes, and receive, distribute, prepare and file correspondence. The Secretary shall give notice, in conformity with this document, of all meetings of the membership and of the Board of Directors. In the absence of the President, and of the Vice-President, the Secretary shall call meetings of the membership to order, and shall preside until a chairman pro tempore is elected. The Secretary shall also perform all other duties assigned by the Board of Directors or the President.

ARTICLE VI FINANCES

Section 1. The Club is a non-profit organization and all dues, entry fees and other moneys received by the Club shall be used to carry out the purposes of the Club, namely the instruction, training, and furthering of long distance running and competition in the community.

Section 2. The Club shall have one or more bank accounts into which all monies collected or received by the Club shall be deposited. All expenses shall be paid for by cash, credit card, or check signed by the President, the Vice-President, the Secretary, or the Treasurer, with a second signature on checks greater than \$600.00. Credit card purchases more than \$2,000 shall require approval of the Board of Directors.

Section 3. The Board of Directors may hire or appoint an individual to examine the books of the Treasurer and report thereon to the Board of Directors and make such reports as the Board requires.

Section 4. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Bylaws, the Club shall not carry on any other activities not permitted to be carried on (a) by a corporation or unincorporated Club exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, or unincorporated Club contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 5. The fiscal year of the Club shall be from January 1 through December 31.

ARTICLE VII MEETINGS

Section 1. An annual meeting of the Club membership shall be held during the first quarter of each year, the exact date to be determined by the President and conducted in accordance with the latest edition of Roberts Rules of Order.

Section 2. Special meetings of the Club membership may be called by the President or the Executive Committee. The only business to be considered at a special meeting shall be that for which the special meeting is called.

Section 3. Notice of Meetings. At least ten days prior, electronic, written or oral notice shall be given for each meeting of the Club membership, and at least five days prior electronic, written, or oral notice given for each special meeting of the Club membership.

Section 4. A quorum shall be twenty paid-up members or five percent of the paidup members of the Club, whichever is less.

Section 5. All Club business requiring a vote shall be determined by a majority vote of the members present at a meeting if a quorum is present.

Section 6. Meetings of the Directors shall be called by the President and generally conducted on a regular monthly basis. Special interim meetings may be called by the President, or other members of the Executive Committee, in the event of urgent business. All Club business requiring a vote shall be determined by a majority vote of the Directors if a quorum of half the Directors is present. In rare circumstances, an electronic vote may occur; however, the vote shall require the participation of all Directors, and it must be ratified at the next Directors' meeting. All meetings shall be conducted in accordance with Roberts Rules of Order. Directors' meetings are open to Club members.

ARTICLE VIII COMMITTEES

Section 1. The following standing committees, and such other committees as the Directors may deem necessary, shall be appointed by the President of the Club on the advice of the Directors and shall have the duties listed, which shall not, however, preclude other activities of such committees. Each committee shall have at least one Director as a member. Committee members may be added by chairpersons and members may be reassigned. Committees shall report to the Board of Directors periodically.

Section 2. The Standing Committees and their duties shall be:

(1) Race Operations. This committee shall oversee Club race operations. It shall propose, measure, and certify race courses, as necessary. It shall ensure the improvement

and maintenance of Club race equipment and supplies. It shall obtain awards for the Club races, relays, special events, and as otherwise necessary.

(2) Membership Support. This committee shall administratively oversee membership procedures. It shall maintain membership records and a system for communicating with members. This committee shall respond to member inquiries and provide support to members.

(3) Publicity. This committee shall ensure pre- and post-race information reaches the media. It shall actively promote Club functions through internal and external communication. It shall inform members of special interest events, both local and national. It shall maintain the website and publicize the Club. The committee will strive to build membership in the Club.

(4) Volunteers. This committee shall source proficient volunteers, including course marshals, aid station attendants, and packet pickup personnel for races and other Club functions.

ARTICLE IX CONFLICT OF INTEREST

The MPRRC Conflict of Interest is attached as an amendment to and is considered part of the Bylaws. Each Director shall sign a copy of the Conflict of Interest Policy at the first Board meeting following their election and then annually for as long as they remain a Board member.

ARTICLE X AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Directors present at a regular or special Boarding meeting, a quorum having been established. A written copy of the proposed amendments and notice of the vote must be provided to Board members two weeks prior. Amendments may be proposed by the President or Executive Committee on its own motion, or on written request of any ten members of the Club.

ARTICLE IX DISSOLUTION

In the event of dissolution, the Club's assets, including monies in the treasury of the Club, after all creditors have been paid, and equipment, shall be paid to a similar nonprofit organization, or organizations, on Oahu, which is/are interested in long distance running, or as determined in the final general membership meeting and in accordance with the IRS rules for non-profit organizations.

Bylaws: September 12, 1978

Amended:

October 14, 1982

January 22, 1986

October 8, 1986

April 17, 1993

January 10, 1997
February 29, 2008
February 19, 2010
November 26, 2017
April 11, 2025

Constitution:

October 17, 1979
January 22, 1986
October 8, 1986
January 10, 1997
February 29, 2008
February 19, 2010
March 17, 2017
Incorporated into Bylaws, November 26, 2017