

BYLAWS

HAWAII RUNNING HALL OF FAME

ARTICLE I NAME

The organization shall be known as the Hawaii Running Hall of Fame, hereinafter referred to as HOF.

ARTICLE II PURPOSE

The HOF is organized exclusively for the recognition and promotion of exceptional achievement in the sport of running in Hawaii, including coaching and other contributions such as the officiating and promoting of running in Hawaii.

The specific objectives and purpose of the HOF shall be:

- a. To solicit nominations for induction into the Hawaii Running Hall of Fame.
- b. To evaluate the nominations.
- c. To select qualified inductees among the nominations.
- d. To arrange an annual induction ceremony where the inductees will be honored.

ARTICLE III MEMBERSHIP

The membership of the HOF shall consist of the Board of Directors.

ARTICLE IV BOARD OF DIRECTORS

Section 1. General Powers.

The affairs of the HOF shall be managed by its Board of Directors (Board). The Board shall have control of and be responsible for the management of the affairs and property of the HOF.

Section 2. Number, Tenure, Requirements, and Qualifications.

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than three (3) nor more than nine (9) including the following officers: President, Vice-President, Secretary, and Treasurer.

The members of the Board shall, upon election, immediately enter upon the performance of their duties and shall continue in office until their successors shall be duly elected and qualified. All members of the Board and Advisory Council must be approved by a majority vote of the members present and voting. No vote on new members of the Board

or Advisory Council, shall be held unless a quorum of the Board is present as provided in Section 6 of this Article.

No two members of the Board related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity may serve on the Board at the same time.

Each member of the Board may hold office for up to a three-year term.

Their terms shall be staggered so that at the time of each annual meeting, the terms of approximately one-third (1/3) of all members of the Board shall expire.

At a minimum, the Board shall hold four (4) quarterly meetings of the Board per year.

Section 3. Regular and Annual Meetings.

An annual meeting of the Board shall be held during the latter part of each calendar year at a location designated by the Executive Committee of the Board. The Board may provide by resolution the time and place for the holding of regular meetings of the Board. Notice of these meetings shall be sent to all members of the Board no less than seven (7) days, prior to the meeting date.

Section 4. Special Meetings.

Special meetings of the Board may be called by or at the request of the President or any two members of the Board. The person or persons authorized to call special meetings of the Board may fix any location as the place for holding any special meeting of the Board called by them.

Section 5. Notice.

Notice of any special meeting of the Board shall be given at least two (2) days in advance of the meeting by telephone, electronic or other means. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting.

Section 6. Quorum.

The presence, in person, of a majority of current members of the Board shall be necessary at any meeting to constitute a quorum to transact business. A lesser number, however, shall have power to adjourn to a specified later date without notice. The act of a majority of the members of the Board present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these bylaws. Members of the Board who attend the meeting via telephone, Zoom, or other electronic means shall meet the "in person" requirement.

Section 7. Selection of Inductees.

After the review of candidates for induction into the HOF, each inductee will be selected based on a majority vote of the Board.

Section 8. Vacancies.

Whenever a vacancy occurs in the Board, it shall be filled without undue delay by a majority vote of the remaining members of the Board at a regular or special meeting.

Section 9. Compensation.

Members of the Board shall not receive any compensation for their services as Directors.

Section 10. Informal Action by Directors.

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, including email, setting forth the action so taken, shall be approved by a majority of all of the Directors following notice of the intended action to all members of the Board.

Section 11. Confidentiality.

Directors shall not discuss or disclose information about the HOF or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the HOF's purposes, or can be reasonably expected to benefit the HOF. Directors shall use discretion and good business judgment in discussing the affairs of the HOF with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the HOF.

Section 12. Advisory Council.

An Advisory Council may be created whose members shall be elected by the members of the Board annually but who shall have no duties, voting privileges, nor obligations for attendance at regular meetings of the Board. Advisory Council members may attend said meetings at the invitation of a member of the Board. Members of the Advisory Council shall possess the desire to serve the running community and support the work of the HOF by providing expertise and professional knowledge. Members of the Advisory Council shall comply with the confidentiality policy specified above in Section 11 of this Article and with the Conflict of Interest policy in Article VIII.

Section 13. Parliamentary Procedures.

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

Section 14. Removal.

Any member of the Board or Advisory Council may be removed with or without cause, at any time, by a majority vote of the members of the Board if in their judgment the best interest of the HOF would be served thereby. Each member of the Board must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action. An officer who has been removed as a member of the Board shall automatically be removed from office.

ARTICLE V
OFFICERS AND THEIR ELECTION

Section 1. Appointment. The officers of the HOF shall be the President, Vice-President, Secretary and Treasurer, all of whom shall be Directors. All officers shall be elected annually by the Board, and shall serve for one year or until their successors shall have been elected. The Board 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.

Section 2. The Executive Committee shall consist of the officers of the HOF.

Section 3. The President. The President shall preside at all meetings of the Board. The President shall exercise general supervision over the business of the HOF and over its several officers, agents, council members, and employees (if any), subject, however, to the control of the Board.

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.

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

The Board 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.

Section 6. The Secretary. The Secretary shall keep the minutes of all meetings of the Board, 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 Board. In the absence of the President, and of the Vice-President, the Secretary shall call meetings to order, and shall preside until a chairman pro tempore is elected. The Secretary shall also perform all other duties assigned by the Board or the President.

ARTICLE VI
FINANCES

Section 1. The HOF is a non-profit organization and all dues, contributions and other moneys received by the HOF shall be used to carry out the purposes of the HOF, namely the recognition and promotion of exceptional running achievements relating to Hawaii.

Section 2. The HOF shall have one or more bank accounts into which all moneys collected or received by the HOF 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 \$300.00.

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

Section 4. No part of the net earnings of the HOF shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the HOF 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 HOF shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the HOF 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 HOF shall not carry on any other activities not permitted to be carried on (a) by a corporation 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, 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 HOF shall be from January 1 through December 31.

ARTICLE VII
COMMITTEES

Section 1. Committee Formation.

The Board may create committees as needed, such as nominating, fundraising, public relations, etc. The President appoints all committee chairs. Committee members need not be Board members.

Section 2. Executive Committee.

The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the Board in the intervals between meetings of the Board, and is subject to the direction and control of the full Board.

ARTICLE VIII
CONFLICT OF INTEREST

Section 1. Purpose.

The purpose of the conflict-of-interest policy is to protect the HOF's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the HOF or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

a. Interested Person

Any director, principal officer, or member of a committee with governing Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the HOF has a transaction or arrangement,
2. A compensation arrangement with the HOF or with any entity or individual with which the HOF has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the HOF is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. Procedures.

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting

while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
2. The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
3. After exercising due diligence, the governing Board or committee shall determine whether the HOF can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the HOF's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the governing Board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings.

The minutes of the governing Board and all committees with Board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

- a. A voting member of the governing Board who receives compensation, directly or indirectly, from the HOF for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the HOF for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the HOF, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements.

Each director, principal officer, Advisory Council member, and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the HOF is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews.

To ensure the HOF operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the HOF's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts.

When conducting the periodic reviews as described above in section 7 of this Article, the HOF may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE IX
INDEMNIFICATION

Section 1. General

To the full extent authorized under the laws of the State of Hawaii, the HOF shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the HOF, or any person who may have served at the HOF's request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board, or otherwise.

Section 2. Expenses

Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the HOF in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3. Insurance

The HOF may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such, whether or not the HOF would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE X AMENDMENTS

These Bylaws may be amended at the Annual Meeting or any general or special meeting of the HOF by a majority vote of the members present, provided two weeks written notice of the proposed amendments has been given to the members. Amendments shall be proposed by the President or Executive Committee on its own motion, or on written request of any three members of the HOF.

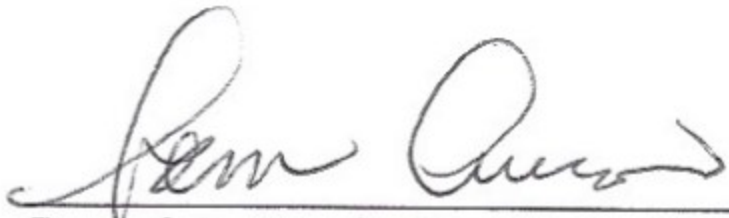
ARTICLE XI DISSOLUTION

In the event of dissolution, the HOF's assets, including moneys in the treasury of the HOF, after all creditors have been paid, and equipment, shall be paid to a similar non-profit organization, or organizations, on Oahu, which is/are interested in the recognition and promotion of exceptional achievement in running related to Hawaii, or as determined in the final general membership meeting and in accordance with the IRS rules for non-profit organizations.

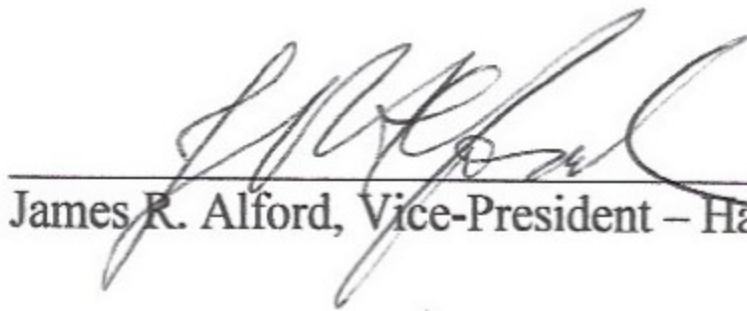
ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ten preceding pages, as the Bylaws of this corporation.

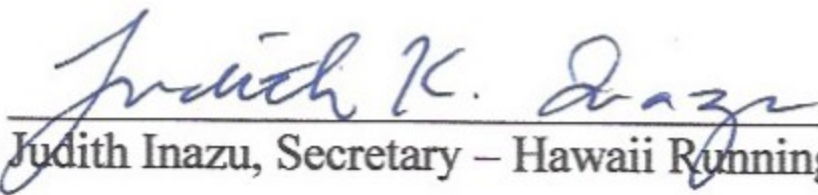
ADOPTED AND APPROVED by the Board of Directors on this 22nd day of April, 2021.



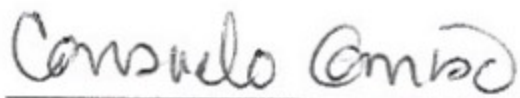
Samuel A. Aucoin, President – Hawaii Running Hall of Fame



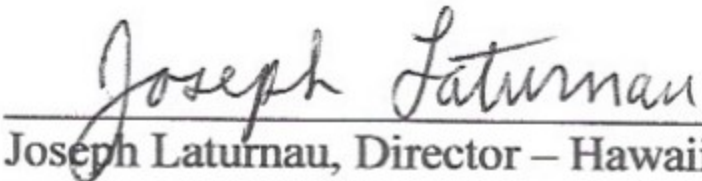
James R. Alford, Vice-President – Hawaii Running Hall of Fame



Judith Inazu, Secretary – Hawaii Running Hall of Fame



Consuelo Comiso, Treasurer – Hawaii Running Hall of Fame



Joseph Laturnau, Director – Hawaii Running Hall of Fame