

PROPOSED BYLAWS OF THE MISSOURI PETROLEUM MARKETERS AND CONVENIENCE STORE ASSOCIATION (MPCA)

(Last amended 2/18/05)

ARTICLE I – NAME

The name of this organization shall be the **MISSOURI PETROLEUM MARKETERS AND CONVENIENCE STORE ASSOCIATION**, also known as “MPCA” or the “Association”.

ARTICLE II – PURPOSE AND VISION

The Missouri Petroleum Marketers and Convenience Store Association exists to promote the longevity and success of petroleum marketers and convenience store owners through the unified efforts of its members.

This is accomplished through networking, public image promotion, member service programs, positive political and governmental interaction and intervention, business survival education, creating an environment for success, daily problem solving, strong leadership for the association, social functions for the Association, and solidarity--speaking with one voice concerning our issues, concerns and values.

Values promoted by the Missouri Petroleum Marketers and Convenience Store Association encompass success, stability, equity and fairness in business methodologies, a pro-active approach to business and technology, reciprocity with colleagues, loyalty to the industry, and friendship and camaraderie among the members.

ARTICLE III – MEMBERSHIP

Section I. Active Membership: Any person, partnership or corporation whose petroleum business is confined to the marketing branch of the petroleum industry, and who is licensed in Missouri to distribute gasoline or other petroleum products, subject, however, to the approval of the Board of Directors.

Section II. Refiners and Producers: Any person, partnership or corporation engaged in the business of producing and/or refining petroleum and petroleum products.

Section III. Associate Membership: Associate members must be engaged in an industry directly allied to the petroleum industry or performs services for the petroleum industry and members of this Association.

Section IV. Convenience Store Membership: Any person, partnership or corporation engaged in the convenience store business.

Section V. Affiliate Membership: Any additional individual member of a member company who will receive all of the publications and communications of the Association.

Section VI. Emeritus Membership: Any former Board member who is retired and no longer works in the petroleum or convenience store industry and who wishes to stay active in the Association and receive all of the publications and communications of the Association.

Section VII. Privileges and Qualifications: All classes of membership are subject to approval at a meeting of the Board of Directors. Refiners and Producers and Associates shall have all the same privileges as Active Members except that they may not vote or hold office in the Association. Associate members shall have one member serve as an Ex-Officio Member of the Board.

ARTICLE IV – DUES

Dues for Active Members of the Association shall be based on each one thousand (1,000) gallons handled during the penultimate calendar year as reported by the State of Missouri as follows:

- A) for all gallons handled from 1 to 2,500,000, fourteen (14) cents per thousand, with a minimum dues of \$225.00;
- B) for all gallons handled between 2,500,001 and 5,000,000, thirteen (13) cents per thousand, accumulative;
- C) for all gallons handled between 5,000,001 and 10,000,000, twelve (12) cents per thousand, accumulative;
- D) for all gallons handled between 10,000,001 and 20,000,000, four (4) cents per thousand, accumulative;
- E) for all gallons handled between 20,000,001 and 30,000,000, three (3) cents per thousand, accumulative;
- F) for all gallons handled between 30,000,001 and 40,000,000, two (2) cents per thousand, accumulative; and
- G) for all gallons handled between 40,000,001 and 50,000,000, one (1) cent per thousand, with a cap of \$2,275 per year.

Dues for Refiners and Producers shall be \$600.00 per year.

Dues for Associate Members shall be \$250.00 per year.

Dues for Affiliate Members and Emeritus Members shall be \$100.00 per year.

Dues for Convenience Store Members shall be \$150.00.

Dues for all types of memberships shall be determined by the Board of Directors subject to ratification by a majority of the active members present at the next Annual or Special General Membership Meeting. Dues are to be paid in advance to the Missouri Petroleum Marketers and Convenience Store Association and such dues are to be used to conduct business of the Association.

ARTICLE V - BOARD OF DIRECTORS

Section I. Board of Directors: Members of the Board of Directors shall be elected in open

forum at the Annual or Special General Membership Meeting. Unless otherwise specified, one (1) Director position shall be elected from the Convenience Store Membership and the remaining Director positions shall be elected from the Active Membership. A Nominating Committee consisting of at least five (5) members shall be appointed by the President thirty (30) days before the Annual or Special General Membership Meeting. The Nominating Committee shall select nominees for Directors, including nominees to increase the total number of Directors or nominees to fill any vacancy due to an expired term, death, resignation, or inability to serve. Additional nominations may be made from the floor.

There shall be at least twenty-two (22) Directors plus the Immediate Past President and Active Past Presidents. As nearly as practical, they shall represent all areas of the state, urban and rural. Each Director shall serve a term of four (4) years. No Director shall serve more than two successive terms, but after being off for one (1) year may be re-elected. The Board may, by a three-fourths vote, waive the one (1) year absence requirement if, in their opinion, the person has made a major contribution to the Association. Terms of office are staggered so that several Board members are elected each year.

The Nominating Committee shall nominate, and the Board shall approve by a simple majority, members to fill vacancies on the Board until the next Annual or Special General Membership Meeting. This vote can be taken at a Board meeting, by mail, or by a telephone poll.

All Past Presidents shall become non-voting Ex-Officio Members of the Board who shall receive all notices of the Board meetings and activities. Past Presidents, at any time after serving their year as Immediate Past President, shall have the option to serve as an Active Past President Board Director, with full voting privileges. Such appointment shall be made by the President of the Board upon receipt in writing from a Past President stating that he or she: 1) is active in the day to day management of a petroleum marketing company; and 2) will regularly attend Board meetings and other Association related functions. The person shall be allowed to serve as an Active Past President Board Director as long as the above criteria are met.

Any Board Member missing three (3) consecutive Board meetings without valid reasons given to the Board of Directors shall be considered not interested and may be replaced at the next Annual or Special General Membership Meeting following such absences.

From the membership of the Board of Directors, the Directors shall elect a President, Sr. Vice-President, and four (4) Vice Presidents, and insofar as practical, they shall be from different areas of the state, and such other officers as the Board deems desirable. The President shall be the principal and presiding Officer of the Board.

The President shall appoint a Nominating Committee of not less than five (5) Past Officers and this Committee shall submit a slate of candidates, chosen from members of the Board, to be Officers and shall present this slate to the full Board for election at the next Annual or Special General Membership Meeting.

The Immediate Past President shall serve as Director and Certified Representative from MPCA on the Petroleum Marketers Association of America (PMAA) Board of Directors. This Representative will serve a one year term. In the event this Director cannot attend any PMAA meeting, his or her alternate as a voting representative shall be the President of the Association,

the Executive Director, or any Officer or member designated by the President.

The President shall preside at all meetings of the Board of Directors. He or she shall see that the Bylaws of the Association are enforced, and perform such acts and duties as the Board may prescribe. The President shall be a non-voting Ex-Officio Member of all Committees.

Should the President or any other Officer resign or become unable to serve for any reason, or should the President or any Officer be removed by vote of the Board, a successor shall be chosen by the immediate past Nominating Committee for Officers subject to ratification by the Board of Directors at the first meeting thereafter.

Unless otherwise specified, definition of member in Article V, Section 1, shall mean any person, partnership, or corporation who is deemed to hold Active Membership as described in Article III, including officers and/or managers of companies holding Active Membership.

Section II.

(a) The Sr. Vice President: In anticipation of being President, the Sr. Vice President shall serve as the Treasurer of the Association. He or she shall report at the Operating Committee, Board, and General Meetings on the financial condition of the Association.

(b) The Vice Presidents: In the absence of the President, the Senior Vice President or any of the Vice Presidents appointed by the President or by the Board of Directors shall perform the President's duties and such other duties as may be prescribed by the Board of Directors. In the absence or disability of the President, any two (2) Vice Presidents shall have the authority to call a meeting of the Board of Directors.

(c) Executive Director: As the Chief Executive appointed by the Board of Directors, he or she shall serve as the Chief Financial Officer and Corporation Secretary of the Association.

Section III. Duties: The business of the Association shall be vested in the Board of Directors. They shall do all things deemed necessary to carry out the purposes of the Association. It shall be necessary in order for the Board to transact business for a majority of Board members to be present.

The Board of Directors shall meet at least quarterly and at a time and place designated by the President or such other officers as may be authorized to act in his or her absence or disability.

Section IV. Operating Committee: The President, Sr. Vice President, the four Vice Presidents, and the Immediate Past President shall constitute the Operating Committee. The Operating Committee shall organize themselves, with the Sr. Vice President serving as Vice Chairman and Treasurer, and the President serving as Chairman. The Immediate Past President shall be a voting member.

The Operating Committee shall serve as the Investment Committee of the Association and they may ask such other Directors to serve as it may deem necessary.

It shall be the duty of the Operating Committee to meet prior to the quarterly meetings, or more

often if necessary, for the following purposes:

- (1) To review expenditures and operations;
- (2) To prepare policy and program recommendations for the full Board;
- (3) To approve an agenda for submission to the full Board; and
- (4) To prepare an annual budget for submission to the Board.

An Operating Committee quorum shall be a majority of its members. Telephone conferences may be used to satisfy this requirement.

ARTICLE VI – MEETINGS

An Annual General Membership Meeting of the Association shall be held each year at a particular time and place designated by the Board of Directors. A Special General Membership Meeting of the Association may be held at a particular time and place designated by the Board of Directors. Thirty (30) days notice must be given to all members, in writing, stating the business to be transacted at the Annual or Special General Membership Meeting.

ARTICLE VII – DISSOLUTION

In case of dissolution of the Association, all financial and moral obligations of the Association, incurred in accordance with the provisions of the Charter and Bylaws, shall be satisfied as funds permit. Any remaining funds shall be held in trust for five years. If the Association ceases to exist, the remaining funds shall be refunded to all active members, pro rata.

ARTICLE VIII – BYLAWS

These Bylaws may be amended by the Directors at any meeting by a two-thirds majority of the Directors present. The amendment must be ratified or repealed by the majority of those active members attending the next Annual or Special General Membership Meeting.