

BYLAWS

1. NAME

The name of the association is: Association of Convenience Store Retailers (ACSR); herein will be referred to as the “the Association.”

2. LOCATION

The offices of the Association shall be located in the city of San Antonio, Texas.

3. AIMS & OBJECTIVES

The Association of Convenience Store Retailers is a trade association representing the independently owned convenience store retailers currently within the geographic area of San Antonio, Texas with vision of expanding its membership throughout the state of Texas and nationally as the opportunity presents itself commensurate with membership growth. Based in San Antonio, the association works to build consensus among industry professionals, local municipalities, state and federal governing agencies, elected officials, and others who have a vested interest in the convenience store retail and marketing industries.

ACSR is becoming recognized as an inclusive industry leader for advocacy, networking, and educational training in San Antonio, Texas, the association provides leadership opportunities, professional development tools, relationship building events, and knowledge sharing resources to help industry stakeholders navigate through market fluctuations and evaluate industry trends.

Along with the advocacy functions, the ACSR aims to achieve for its membership a great way to gain exposure and expand their network. Members can align themselves with an eminent convenience store retailer organization that promotes the cooperative method of doing business and enjoy discounts and rebates that will boost their bottom line.

4. MEMBERSHIP POLICY

The membership in the Association shall be open to all persons having legal immigrant status who are doing business as independent convenience store retailers or own any non-franchised business (includes Professionals) irrespective of their religion, sect, race, color, gender, language or ethnic background or national origin.

5. PRIVACY POLICY

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.

During the course of doing business the Association may collect and use various types of information of its' members in order to save them time and money, and better respond to their needs. This information may be received

- i) from the members on their membership application, and at other times as required;
- ii) from vendors with whom members do business;
- iii) from outside sources such as public records;

Access to financial and confidential information will be secured and limited. Excepting office staff, who may need access to this information solely for the purpose of managing the Association. Information will be safeguarded in accordance with applicable federal and state privacy laws.

The Association would share general information about its members with companies with whom its members do business to assist the Association in receiving account statements of member's transactions, service requests or requirements, and receiving product and service information;

The Association might also share general information about its members with companies with whom its members do business, or prospective companies that want to do business with its members solely for the purpose of ensuring the accurate membership identification;

This general information might also be shared with these companies to enable them to send information directly to members about their line of products, new products, deals, and other services that would assist members to stay abreast of industry trends and navigate market fluctuations;

Keeping members information accurate and up to date is very important. Should a member feel that the information is incomplete, inaccurate or not current the member should immediately contact the office of the Association to update their information.

6. DEFINITIONS

In these Bylaws unless anything to the contrary appears:

“Association” shall mean the Association of Convenience Store Retailers;

“Office” shall mean the official office of the Association;

“General Body” shall mean and comprise of all the regular members of the Association;

“Member” shall mean and include all regular and associate members of the Association;

“Regular Member” shall mean and include all persons, having legal immigrant status, who are doing business as independent convenience store retailers or non-franchised business;

“Associate Member” shall mean and include all persons, having legal immigrant status, and engaged in any lawful and legitimate business;

“Business” shall mean any lawful business (excluding c-store and franchised businesses) and shall include any lawful professional practice;

“Board of Directors” shall mean and include the governing body of the Association;

“Records” shall mean and include the official records of the Association;

“Vendor” shall mean and include all vendors whether grocery/products suppliers or service providers;

“Rules” shall mean rules framed by the Board of Directors;

“Regulations” shall mean regulations framed by the Board of Directors;

“Code of ethics” shall mean code enacted by the Board of Directors;

“Disciplinary action” shall mean course of action listed by the Board of Directors in the Rules;

“Year” shall mean a calendar year beginning January 1 and ending on December 31;

“Legal status” shall mean a US citizen, legal resident alien, and/or holder of a valid work permit or business visa;

“Admission Fee” shall mean one time fee charged to a member at the time of joining the Association;

“Membership Fee” shall mean and include annual dues to be paid by the members for their respective stores (each store to be treated as a separate entity) to retain their membership in the Association;

“Member in good standing” shall mean and include all members whose annual membership dues are paid for the year, and there are no arrears or any other outstanding amount due to the Association;

“Voting Rights” shall mean right to vote and shall be conferred upon the regular members only in good standing;

“Mailing Address of the Association” shall mean the official mailing address of the Association for the time being used for all mail deliveries;

“Phone number of the Association” shall mean the phone number of the Association for the time being used for normal business communications;

“Fax Number of the Association” shall mean the fax number of the Association for the time being used for normal business communications;

“E-Mail Address of the Association” shall mean the electronic transmission of correspondence of the Association for the time being used during normal course of business transaction;

“Mailing Address of the member” shall mean the last known address of the member available on the records of the Association;

“Phone number of the member” shall mean the phone number provided by the member to the association;

“Fax Number of the member” shall mean the fax number provided by the member to the association;
“E-Mail Address of the member” shall mean the electronic transmission of correspondence provided by the member to the association;
“Other means of communication” shall mean and include fax messages, E-mails, text messages, telephone calls, telephone recorded messages, or face-to-face communications;
“Singular” may include plural or vice versa;
“Male” may include “Female” or vice-versa:

7. POLICIES

The Board of Directors is the governing body of the Association and shall frame policies and bylaws supportive of the efficient and effective operations. The Board of Directors may amend these policies from time to time in accordance with the corporate charter.

8. COVENANTS

By signing membership application members agree to be bound by its Bylaws, Rules, policies of the Association. They undertake that they shall neither omit nor commit to do anything that contradicts or violates the same.

Members agree that the Board of Directors may take such disciplinary action, against any member who fails to abide by these Bylaws, Rules, and policies, to include but not limited to termination of membership in the Association.

9. RULES & REGULATIONS

The Board of Directors shall provide guidelines in the form of rules and regulations that cover procedural matters in the conduct of the Association’s business. The Board of Directors shall be authorized to amend the same as necessary for proper governance.

10. MEMBERSHIP

A. CATEGORIES OF MEMBERSHIP

The Association has two categories of members:

- i) Regular Membership
- ii) Associate Membership

i) REGULAR MEMBERSHIP

Regular membership status in the Association is open to all persons having legal immigrant status who are doing business as independent convenience store retailers or own any non-franchised business upon payment of the admission and membership fees, and in accordance with the following guidelines:

- a) Sole Proprietor or the spouse of the sole proprietor;
- b) A manager or operator, nominated by the sole proprietor or corporation, in the case of absentee ownership; additional documentation may be required in such cases;
- c) an officer of a corporation, and nominated by the corporation to be the representative regular member of the Association;
- d) a partner in a partnership, and nominated by the partnership to be the regular member of the Association.

ii) ASSOCIATE MEMBERSHIP

Associate membership status in the Association is open to all persons having legal immigrant status who may be operating as Professional organizations to include solo operations upon payment of the admission and membership fees, and in accordance with the following guidelines:

- a) Associate Members shall enjoy all the benefits and privileges of the membership excluding those of voting and holding an office in the Association;
- b) Associate members may serve in an advisory capacity by invitation of the Board of Directors.

B. MEMBERSHIP DURATION AND TERMINATION

Membership in the Association is renewable on an annual basis upon timely payment of appropriate annual membership fee. Membership fees are due by December 31st of the current year for the next coming year.

A member who does not wish to continue membership in the Association for the next year must inform the Association in writing by mail, fax or e-mail not later than December 31st of the current year. Upon termination, a member must process out to ensure that their account is clear of any encumbrances.

Membership may be terminated if there membership dues are late past 60 days.

D. GENERAL

- i) Membership eligibility and management is the sole purview of the Board of Directors within the structural guidelines;
- ii) A member shall protect, indemnify and save harmless the Association, its officers, employees and agents against any and all loss, damage, or liability due to any of such member's act, omission or negligence;
- iii) A member shall not hold the Association, its officers, employees, or agents responsible for any loss, damage or liability incurred by such member arising out of any error of judgement on their part or act or omission to act in the execution of their duties so long as they act in good faith.

E. DISPUTES RESOLUTION

If a member has a dispute or claim against the Association, Director, Officer or employee, (vice versa) and the dispute or claim arises out of, is related to, or concerns any aspect of services performed or not performed, all such disputes or claims shall be submitted to binding arbitration. Any such arbitration shall be held in San Antonio, Texas, and no legal proceedings may be instituted except to enforce the award of the arbitrator or to preserve the jurisdiction of any court with existing jurisdiction of any of the parties, whether related to the actions or omission of the Association, Officers, or employees acting in good faith in their capacity.

The parties (member, the Association, Director, Officer or Employee of the Association) shall try to resolve the issue on their own or through mediation, failing which the matter may be referred to the arbitration. The decision resulting from the arbitration shall be final and binding on the parties.

11. THE ASSOCIATION

A) GENERAL BODY

- i) The general body of the Association shall comprise of all its regular members; each member having one (or as many votes as the number of stores registered in member's name);
- ii) The general body shall be the supreme body, which shall have the authority to change or modify the Aims and Objectives of the Association, amend the Bylaws and elect the Directors;
- iii) The general body shall meet once a year to conduct such business as it deems fit. This meeting will be called the Annual General Body Meeting;

iv) The Board of Directors shall designate one day in any month of the year on which date the Annual General Body Meeting shall be held;

v) The Board of Directors shall convene a meeting of the General Body to hold the elections of the members of the Board of Directors. This meeting shall be scheduled every two years in the third quarter of the year before the expiry of the term of the incumbant board to elect the new members of the Board of Directors. The newly elected board of directors shall assume the office on January 1st of the new year. This meeting will be called the General Body Meeting;

vi) The Board of Directors may convene a meeting of the General Body at any time during the year, to decide and vote upon any important and/or urgent issue that it may deem fit and necessary. This meeting will be called the Urgent General Body Meeting;

vii) The proceedings of the general body shall be held in accordance with the Rules framed by the Board of Directors.

B) BOARD OF DIRECTORS

i) A Board of Directors shall manage the affairs of the Association;

ii) The Board of Directors shall comprise of minimum 3 (three) and maximum of 7 (seven) directors;

iii) The members of the Board of Directors shall be elected at a General Body Meeting of the Association. They shall hold office for two years, be eligible for re-election, provided that no member of the Board of Directors shall hold the same office for more than two consecutive terms. A member of the Board of Directors may be removed from the office in accordance with the Rules of the Association or in accordance with the regulations framed by the Board of Directors.

iv) The Board of Directors shall elect amongst themselves a Director to be the President, Treasurer and Secretary of the Association.

a) The president shall be the head of the Association and shall preside at all meetings of the Association and the Board of Directors.

b) The Treasurer shall prepare the Treasurer's report as directed by the Board and be a member of the finance and budget committee (if such a committee is formed).

c) The Secretary shall record and maintain minutes of the meetings of the Board of Directors.

v) The directors shall perform such functions and carry out such duties as may be assigned to them by the Board of Directors.

vi) The Board of Directors shall be authorized to frame Rules in accordance with these Bylaws, and shall be authorized to amend the same from time to time.

vii) The Board of Directors shall be authorized to frame Regulations in accordance with these bylaws, and shall be authorized to amend the same from time to time.

viii) The Board of Directors shall enact a code of ethics that shall govern the handling of members' financial and confidential information by the office bearers and employees of the Association;

ix) All matters related to or connected with the Board of Directors shall be governed by the Regulations framed by the Board of Directors.

C) IMMEDIATE PAST PRESIDENT

The outgoing President, referred to as the Immediate Past President, shall continue to serve on the newly elected Board of Directors in an advisory capacity, and shall enjoy all privileges of the members of the Board of Directors, but shall have no vote; unless such Immediate Past President is also an elected director for the current term.

12. ADVISORS

The Board of Directors may request any person whether a member, an associate member or a non-member, to act as advisor to the Board of Directors. The Board may appoint more than one advisor.

The advisor shall attend the meeting of the Board of Directors by invitation. While attending the meeting the advisor shall enjoy the same privileges as that of the member of the Board of Directors, but shall have no vote.

The advisor shall advise the Board on the matter(s) on which the advisor's opinion would be solicited. For the services rendered, the board may pay the advisor an honorarium and also reimburse for any incurred expenses.

Upon being invited the advisor may also attend the meeting of the General Body but shall have no vote; unless the advisor, if a regular member, shall have a vote by virtue of being a member of the association.

13. ELECTIONS

i) Elections of the Board of Directors shall be held at a General Body Meeting of the Association called exclusively for holding of the elections;

ii) The General Body shall elect directors for two years;

iii) The Board of Directors shall appoint any member, who has been a member for at least one year prior to the date of the elections, and who has expressed no desire to contest the elections to be the Election Officer to conduct the elections, count the votes and announce the results;

iv) The Election Officer shall be the chairperson of the Election Committee which shall be responsible for holding the elections of the Association;

iv) All matters related to or connected with Elections are defined in, and shall be governed by the Rules framed under these bylaws.

14. PRIMARY (STANDING) COMMITTEES

The Board of Directors shall establish various committees to implement the policies and to achieve the aims and objectives of the Association. These committees shall be responsible for carrying out day-to-day activities of the Association, manage and supervise the functions that will be assigned to them, and shall report to the Board of Directors through the chair or vice chair of the respective committee.

The Board of Directors shall lay down the policies and guidelines under which these committees shall function, and shall define the procedure the committees shall adopt for their working. The Board of Directors shall appoint members to these committees. A member may be nominated to more than one committee.

The following shall be the primary committees established by the Board of Directors:

a) INDUSTRY COMMITTEE

The basic function of this committee shall be to keep abreast of industry trends and market development and fluctuations. The committee shall establish relationship with vendors, service providers and all other agencies and organizations that may provide business opportunities for the Association or members. The committee shall educate the Association and membership of fluctuations in the industry, examine and report the potential impact, develop options with which the membership and the Association may take full advantage of the industry trends and market development and fluctuations. Furthermore, this committee is charged with ensuring that the Association and members are educated with regard to current federal, state, and local compliance requirements related to the industry. The committee shall carry out all such other functions that may be necessary and incidental to achieve assigned objectives.

President of the Association shall be the chairperson of this committee.

b) MEMBERSHIP COMMITTEE

This committee shall be responsible for the membership process of the Association. Its basic function shall be membership development, enrollment of members, collecting membership dues, keeping updated list of members, and dealing with all matters connected with or related to members. A director shall be the chairperson of this committee.

c) BUDGET AND FINANCE COMMITTEE

This committee shall be responsible for accounts and finance management of the association. A member of this committee shall be selected to be a member of a Scholarship committee (if and when established). The Treasurer shall be a member of this committee and a director shall be the chairperson of this committee.

d) ARBITRATION COMMITTEE

This committee shall be responsible for resolving the dispute between the Association and the members. This committee shall be formed, in accordance with the Arbitration Policy of the Association. The decision of this committee shall be final and shall be binding upon all the parties.

15. OTHER COMMITTEES

The Board of Directors may establish other committees as needed to perform such functions or carry out such duties as may be assigned to them. The Board of Directors shall provide guidelines for their working.

These committees may be presided over by any member of the Board of Directors or by such other member, as the Board of Directors may appoint. The Chairpersons of these committees shall report to the Board of Directors.

16. NOTICES

a) All notices of the Association regarding the Annual General Body Meeting and General Body Meeting, except Urgent General Body Meeting where any other means of communications may be used, shall be in writing and mailed by first class mail to the members at their official mailing addresses or prior agreed to alternate means of communication.

b) The following shall be the notice periods:

- i) Annual General Body Meeting 30 days
- ii) General Body Meeting 30 days

17. MEANS OF COMMUNICATION

a) All correspondence and/or notices addressed to the members shall be sent either by mail or by other means of communication;

b) All correspondence and/or notices addressed to the Association shall be sent either by mail to the official mailing address or prior agreed to alternate means of communication.

18. FUNDS

a) The funds of the Association shall comprise of:

- i) Admission Fee;
- ii) Membership Fee;
- iii) Members' donations and contributions;
- iv) Any administrative fees earned by the Association in general operations of the Association;

Association;

vi) All other funds raised or received by the Association.

19. MANAGEMENT OF FUNDS

a) The funds shall be deposited in bank account(s) maintained in the name of the Association. Any or all accounts shall be operated by the joint signatures of two of the three directors on the Bank Account Signatories List;

b) The Board of Directors shall have a Bank Account Signatories List comprising of three directors. This list will be provided to the banks for the operation of the accounts. Any two out of these three directors on the list are authorized to operate the bank accounts;

c) The Board of Directors may amend or change the List of Signatories at any time by replacing any director with another director;

d) The Board of Directors thorough its finance and Budget committee shall keep detailed and complete account of all incomes and expenses, and the books of account and all other records shall be kept in the office of the Association;

e) The Board of Directors thorough the Treasurer shall present a Financial Report to the members at the Annual General Body Meeting.

20. DISPOSITION OF ASSETS

Should the Board of Directors, for any bona fide reason, decide that the Association needs to be dissolved, it shall prepare or cause to be prepared a Proposal of Dissolution and Disposal of Assets.

This proposal shall comprise of a statement of total assets and liabilities of the association; a plan for discharging the liabilities; a statement of assets, including any funds, remaining after the payment of all debts; and a list of organizations, eligible under the applicable laws of the State, to receive the assets of the association after its dissolution.

The Board of Directors shall submit the Proposal of Dissolution and Disposal of Assets to the general body for its approval in an Urgent General Body Meeting of the association called specifically for this purpose in accordance with the Bylaws.

The general body may as such approve or approve with modifications the Proposal of Dissolution and Disposal of Assets. Upon approval by the general body the assets, including any funds, shall be disposed off by donating the same to the eligible organization(s), and the association shall be dissolved in accordance with law.

21. AMENDMENTS

These Bylaws may be amended at a General Body Meeting, a quorum being present, by simple majority vote of all regular members present, provided notice of such proposed amendment(s) has been circulated to the members by any means, and/or posted at the Association's office or such other place so designated by the Board of Directors.

(These Bylaws were approved and adopted in the General Body Meeting held in San Antonio, Texas. The General Body also authorized and empowered the Board (the then Executive Committee) to amend these Bylaws at any time, provided such amendments were necessary to meet the growing and changing needs of the association, and/or required to bring the Bylaws in conformity with the Federal, State and/or Local Law(s); IRS Rules and Regulations; and/or any other applicable law(s), and in such case the provisions of article 22 shall be deemed not to be applicable, and shall deemed to have been waived for making such amendments, provided always that the provisions of Bylaw 22 would be applicable if any amendments were to be made to the provisions pertaining to Aims and Objectives and Disposition of assets.)