

Constitution & Bylaws

The Bylaws define and direct the internal structure and management of the association. These rules describe the relationship, the rights and the obligations not only for members, but also for directors, officers and staff.

ARTICLE I. GENERAL

Section 1. Name. The Association shall be known as the Ohio Petroleum Marketers and Convenience Store Association (OPMCA), a nonprofit corporation incorporated in the State of Ohio.

Section 2. Location. The principal place of business of the OPMCA shall be in Columbus, Ohio or elsewhere as determined by the Board of Directors.

Section 3. Other Offices. Additional offices may be located in such other places as may be determined from time to time by the Board of Directors.

Section 4. Purposes. The purposes of the OPMCA are:

To promote the interests and welfare of those members engaged in the marketing of petroleum products and/or the operation of retail convenience stores in the State of Ohio and to foster a spirit of friendly cooperation among the producers, refiners, marketers, distributors,

customers and other segments of these industries in this State;

To raise the professional standards of the petroleum marketing and convenience store industries;

To promote and encourage sound and economic trade practices within the petroleum marketing and convenience store industries and to strive for the elimination of unlawful practices and methods which are unfair, uneconomic or contrary to sound business principles;

To represent the interests of petroleum marketers and convenience store operators with local, state and federal government;

To promote the use of petroleum products and the viability of convenience stores and to assist in the development of new fields for such products and stores;

To foster the progress of the petroleum marketing and convenience store industries through cooperation with similar

associations and with the Petroleum Marketers Association of America.

ARTICLE II. MEMBERSHIP

Section 1. Generally. Membership in the Association shall consist of three classes: "active member," "associate member," and "contributor member."

Section 2. Active Member. Any person, firm, partnership or corporation engaged in the business of marketing petroleum products in Ohio, and who markets said products at wholesale and/or retail through their own tank trucks and/or service stations and/or through retailers; and any person, firm, partnership or corporation engaged in the business of retail food stores, commonly called convenience stores shall be eligible for Active Membership. All representatives of an Active Member may participate in any regular or special meeting of the Association, but each Active Member shall have only one (1) vote.

Section 3. Associate Member. Manufacturers of and dealers in

supplies, equipment, accessories, products or providers of services intended for use in connection with the distribution of petroleum products or in the retail sale of convenience store products or items purchased by the members for their own consumption or resale shall be eligible for Associate Membership. Associate members will have no voting powers. Any Associate Member appointed as a Director of the Association may attend and participate in sessions of the Association and of its Board of Directors.

Section 4. Contributor Member. Any person, firm, partnership or corporation interested in promoting the objects of this organization who shall contribute financially to its support shall, upon the acceptance of such contribution by the Board of Directors, become a Contributor Member. However, the Board of Directors may in its discretion decline to accept any contribution thus offered or tendered. Contributor Members will have no voting powers. Any Contributor Member appointed as a Director of the Association may attend and participate in sessions of the Association and of its Board of Directors.

Section 5. Admission. To be admitted to membership in the Association any qualified person, firm or corporation shall make written application on a form prescribed by the Board of Directors and remit payment of appropriate

dues. An application for membership shall be deemed valid unless rejected by the Association, in which case the payment shall be refunded and a letter of explanation mailed to the applicant. A new member shall be admitted to membership in the proper classification by a majority vote of the Board of Directors.

Section 7. Resignation. A member may resign by filing a written resignation; resignation does not relieve a member from liability for the full annual dues or other obligations accrued and unpaid as of the date of resignation.

Section 8. Dues. The annual dues of all membership classes shall be determined by the Board of Directors. The Executive Committee shall have the authority to clarify any questions regarding the definition of, or qualification for, any membership class.

Section 9. Delinquent Dues. The association shall issue invoices for all dues. Any members whose dues are thirty (30) days in arrears shall receive a notice of such delinquency and a second dues invoice; a second notice and a third dues invoice shall be mailed to any member whose dues are sixty (60) days in arrears. The Association shall, by written notice, suspend any member whose dues are ninety (90) days in arrears. No member whose dues are in arrears may register for or attend any function of the Association at the member rate.

Section 10. Suspension. A member may be suspended by a majority vote of the Board of Directors at a duly constituted meeting for cause other than delinquency in the payment of dues only after charges have been presented to the Board of Directors and the member in question has been given an opportunity to defend against the charges before the Board of Directors. The Board of Directors shall determine the period of suspension. Any member whose membership is suspended must immediately discontinue use of the Association resources and may no longer display Association advertising, signs, literature, or emblems.

Section 11. Reinstatement. Any member suspended for nonpayment of dues may be reinstated by reapplying for membership and paying one (1) year's dues in advance.

ARTICLE III. BOARD OF DIRECTORS

Section 1. Board of Directors. The governing authority of the Association shall be exercised by its Board of Directors. The Board of Directors shall exercise its authority in the manner which it deems most fit and efficient, including by the express delegation of its authority over particular matters to committees which it creates. All authority not expressly granted by these bylaws to an entity other than the Board, or to such entity by the Board itself shall be retained by the Board of Directors.

Section 2. Composition. The Board of Directors shall consist of twelve (12) to fourteen (14) members, twelve (12) of whom shall be elected by the Active Members at the Annual Meeting of the Association, and two (2) of whom may from time-to-time be appointed by the Chairman of the Board of Directors with the consent of the Board. The President and CEO serves as an ex officio non-voting member of the Board of Directors.

Section 3. Elected Directors. Elected Directors shall serve for a term of three (3) years, or until their respective successors are elected and qualified, and shall be eligible for re-election. The term of four (4) Elected Directors shall terminate every year. All members of the Board of Directors shall be Active Members of the Association at the time of election and shall have a vested interest in the firm, partnership, or corporation holding the Active Membership in the Association. A member of the Board who no longer has a vested interest in the firm, partnership, or corporation holding the Active Membership shall be removed from the Board of Directors by operation of this provision.

Section 4. Appointed Directors. Each Appointed Director shall serve for a term of one (1) year, at the pleasure of the Chairman of the Board. Each Appointed Director shall be a representative of an Active, Associate or Contributor Member of the Association.

Section 5. Vacancy of Director. In case of any vacancy of an Elected or Appointed Director, the Board of Directors shall elect a Director who shall serve for the balance of the vacant term.

Section 6. Removal. A member of the Board of Directors may be removed by a three-quarters vote of the Board, with the Director proposed to be removed not voting, and if that Director is provided with advance written notice including the reason for the proposed removal, an opportunity to contest the proposed removal in writing or in person at a meeting of the Board, and final written notice of the Board's decision

Section 7. Compensation. Directors, other than the President and CEO, do not receive compensation and may not receive reimbursement for expenses.

ARTICLE IV. OFFICERS

Section 1. Officers. The Officers of the Association shall be the Chairman of the Board of Directors, the Vice Chairman of the Board of Directors, the President and Chief Executive Officer. All Officers, except the President and CEO, shall be individuals associated with an Active member company in good standing.

Section 2. Election of Officers. The Chairman and Vice Chairman shall be elected for a two (2) year term by the Board of Directors during

a regularly scheduled meeting after the Association's Annual Meeting. The Chairman and the Vice Chairman shall be elected from the membership of the Board of Directors.

Section 3: Chairman of the Board of Directors. The Chairman of the Board of Directors shall be the principal elected officer of the Association, shall preside at all meetings of the Board of Directors and the Association, and shall chair the Executive and Nominating Committees. The Chairman shall perform such other duties as are necessary and incidental to the office of the Chairman of the Board of Directors or as may be prescribed by the Board of Directors.

Section 4: Vice Chairman. The Vice Chairman shall assume the duties of the Chairman of the Board of Directors in the absence of the Chairman. Should the office of Chairman of the Board of Directors become vacant for any reason, the Vice Chairman shall perform the duties of the Chairman for the unexpired term unless or until the Board of Directors determines otherwise.

Section 6: President and CEO. The President shall be the Chief Executive Officer (CEO) of the Association with the responsibility for the management of day-to-day operations, programs and affairs of the Association, including the selection and determination of

compensation of staff members and supporting personnel. The President shall give, or cause to be given, notice of all meetings of the Board of Directors, the Executive Committee and the Association. The President and CEO shall maintain all official records of the Association. The President shall function within the framework of policy aims and programs as determined by the Board of Directors. The President shall also serve as the principal financial officer of the Association and shall report the financial standing of the Association to the Board of Directors and to the membership at any such time as the Chairman shall designate. The President shall serve as an ex officio voting member of all Association committee unless otherwise stated in these Bylaws.

Section 7. Immediate Past Chairman. The Immediate Past Chairman of the Board of Directors shall serve on the Executive Committee.

Section 8. PMAA Director: The PMAA Director shall be appointed by the Chairman to represent the Association as a Director on the Petroleum Marketers Association of America (PMAA) Board of Directors. Any current or former member of the Board of Directors will be eligible to serve as PMAA Director. The term of the PMAA Director shall be determined by the Executive Committee.

ARTICLE V. STRUCTURE AND AUTHORITY OF THE COMMITTEES OF THE ASSOCIATION

Section 1. General. Unless otherwise specified in these Bylaws, the Chairman shall appoint those standing committees which he sees fit and provide to each such committee the authority he deems appropriate. Membership on the Board of Directors shall not be a requirement for serving on a standing committee.

Section 2. Executive Committee. The Executive Committee shall consist of the Chairman, the Vice Chairman, the Immediate Past Chairman, and three (3) Active members in good standing appointed by the Chairman, and as an ex officio voting member, the President and CEO of the Association.

Section 3. Duties and Powers of the Executive Committee. The Executive Committee shall be responsible for the strategic direction of the Association. The Executive Committee shall be responsible for the selection and compensation package of the President and shall review the total compensation for the remainder of the staff. Subject to the final approval of the Board of Directors, the Executive Committee shall review, approve, and control the budgets of the Association and its committees; direct the financial investments of the Association; assure that the Association is periodically audited by a certified public accounting

firm approved by the Board of Directors and that a copy of such audit is submitted to the Board of Directors for approval and made available to the membership. The Executive Committee shall finalize interpretations of membership definitions and make decisions on all questionable issues dealing with membership for potential action. The Executive Committee shall act on behalf of the Board of Directors when the Board of Directors is not in session and shall report on any such actions at the next Board of Directors meeting, where the Board shall ratify the Committee's action(s). The Executive Committee shall be responsible for designing and directing the financial strategies for the Association, evaluating, and approving any significant deviations from the budget previously approved by the Board of Directors.

Section 4. Nominating Committee. The Nominating Committee shall consist of the Chairman and three (3) Active members in good standing appointed by the Chairman, and, as a non-voting member, the President and CEO of the Association. The Chairman of the Board shall serve as the Chairman of the Nominating Committee and shall not vote unless one (1) of the three (3) other members is absent. The President and CEO shall serve as an ex officio non-voting member of the Nominating Committee. The Nominating Committee shall nominate candidates for election as members of the Board of Directors.

Section 5. Membership Development Committee. The Membership Development Committee shall consist of at least three (3) Active members in good standing, the Vice Chairman, and the President and CEO of the Association. The Vice Chairman of the Board shall serve as the Chairman of the Membership Development Committee. The Membership Development Committee shall meet on a quarterly basis, or as needed. The Chairman of the Membership Development Committee shall report to the Executive Committee, and to the Board of Directors upon request of the Chairman of the Board of Directors. The Membership Development Committee shall have general input, and provide advice over, the development of strategies to address members' needs.

Section 6. National Oilheat Research Alliance (NORA) Committee. The NORA Committee shall consist of at least three (3) Active members in good standing appointed by the Chairman, and the President and CEO of the Association. The Chairman of the NORA Committee shall be appointed by the Chairman of the Board of Directors. The NORA Committee shall meet on a quarterly basis, or as needed. The Chairman of the NORA Committee shall report to the Executive Committee, and to the Board of Directors upon request of the Chairman of the Board of Directors. The NORA Committee shall have general input, and provide advice over, the development of programs and projects relating

to research, development and demonstration; safety; consumer education; and training in the oilheat fuel industry.

Section 7. Political Action Committee (PAC) Advisory Committee. The PAC Advisory Committee shall consist of seven (7) Active members in good standing or association staff appointed by the Chairman. Not less than three (3) of the members shall be members of the Board of Directors. The members of the PAC Advisory Committee shall be appointed to serve a term of two (2) years. Vacancies on the PAC Advisory Committee or additional director positions created by the Advisory Committee shall be filled by appointment of the Chairman of the Board of Directors. Any person appointed to fill a vacancy shall hold office for the unexpired term. The PAC Advisory Committee shall meet on a quarterly basis, or as needed. The Chairman of the PAC Advisory Committee shall report to the Executive Committee, and to the Board of Directors upon request of the Chairman of the Board of Directors. The PAC Advisory Committee shall have general input, and provide advice over, the affairs and funds of the OPMCA Political Action Committee (PAC).

ARTICLE VI. QUORUM AND VOTING

Section 1. Quorum. At all meetings of the Board of Directors, at least six (6) Elected Directors and one (1) officer must be present to constitute a quorum; at all meetings of the

Association, six (6) Elected Directors and ten percent (10%) of the Active members of the Association shall constitute a quorum.

Section 2. Voting.

a. Board Meetings- General. At all meetings of the Board of Directors, any Board member must be present in person to vote. A Board member may use authorized communications equipment and will be deemed present in person at the meeting whether the meeting is held at a designated location or solely by means of authorized communications equipment. No Board member may vote by proxy.

b. Board Meetings- Actions Requiring Supermajority. An affirmative vote of two-thirds (2/3) of the Board members present and voting at a Board of Directors meeting, at which a quorum is present, shall be required to authorize any of the following actions:

1. Voluntarily dissolve the Association;
2. Engage in a merger, consolidation, or combination;
3. Sell or otherwise dispose of substantially all of the assets of the Association;
4. Approve or adopt any material change in the purpose(s) of the Association;
5. Borrow money in excess of ten thousand dollars (\$10,000), and, as security therefore, mortgage or grant security interests in all or any part of Association property; or

6. Purchase of any item in excess of fifty thousand (\$50,000) dollars.

c. Committee Meetings. At all committee meetings, any committee member must be present in person to vote. A committee member may use authorized communications equipment and will be deemed present in person at the meeting whether the meeting is held at a designated location or solely by means of authorized communications equipment. No committee member may vote by proxy.

d. Association Meetings. At all meetings of the Association, any member must be physically present to vote. No member may vote using authorized communications equipment.

e. Vote without a Meeting. If other than at a meeting, the Board of Directors, any properly-constituted committee, and the membership may vote on an issue by mail, e-mail, or other means permitted by law.

ARTICLE VII. MEETINGS

Section 1. Annual Meeting. There shall be an Annual Meeting of the Association at which the Active members shall elect members of the Board of Directors. The Annual Meeting shall be held each year on a date and at a place determined by the Board of Directors.

Section 2. Board Meetings. The Board of Directors shall meet at least two (2) times each year, including one time in conjunction with the Association's convention and trade show. The Board of Directors meetings will take place at such times and locations as the Chairman and President designate.

Section 3. Special Meetings. Special meetings of the Association shall be called by the Chairman at the request of the majority of the Board of Directors, at the request of twenty percent (20%) of the Active members in good standing, or as necessary in his view to conduct the business of the Association.

Section 4. Executive Session. At the discretion of the Chairman, the Board may convene into Executive Session at any time during a meeting of the Board of Directors. Such sessions shall be open only to elected members of the Board of Directors and to others as the Chairman may designate.

Section 5. Order of Business. The order of business at meetings of the Association and meetings of the Board of Directors shall be determined by the President with the advice of the Chairman, but may be changed by a majority vote at any time during the sessions of the meeting.

Section 6. Rules. Robert's Rules of Order shall control all parliamentary procedures of the Association, unless otherwise provided by the Constitution and Bylaws.

Section 7. Notice. Notice of the Annual Meeting and of any special meeting shall be provided by the President to all Active, Associate and Contributing Members of the Association. The notice of a special meeting shall set forth the purpose of the meeting and the matters to be considered at the meeting. No action shall be taken at a special meeting on a question not set forth in the notice of the special meeting.

ARTICLE VIII. AMENDMENTS

Section 1. Amendments.

Amendments to the Constitution and Bylaws shall be approved by the Board of Directors upon a two-thirds vote of those present and voting. The Board shall provide advance notice of the proposed amendments to all Active members of the Association.

Adopted 11/18/2014