

Master Copy: Adopted Nov 5, 1961

Dallas, Texas

1st Annual Meeting

CONSTITUTION AND BY-LAWS

Amended:

Nov. 11, 1962

2nd Annual Meeting
New Orleans, La.

ARTICLE I

Name:

Section 1: The Association shall be known as the National Association of Convenience Stores, Inc.

Objects:

Section 2: The object of the association shall be to unite convenience type retail grocer operators throughout the United States into a permanent organization, for the purpose of fostering and maintaining social and fraternal feeling between them and all segments of the industry; to abate unfair trade abuses; injurious and un-businesslike methods; to secure state and national legislation, just and equitable to our member's interests as well as to the industry as a whole, and to oppose such legislation as would prove detrimental to their welfare; to protect the public against the sale of impure foods; misbrand and short weight foods and other irregularities; to exchange information among the members which will be useful in the general operation of the convenience type store operation and to assist the food industry in every way possible in elevating its standards and fostering the respect it deserves as a major industry.

ARTICLE II

Membership:

Section 1: An individual, company or corporation with one or more convenience type retail food outlets may apply for membership in this association by filing his application and with favorable recommendation of area director and with a remittance of his dues, and receiving a majority vote of the members at any regular, special or executive board meeting.

HONORARY MEMBERSHIP

Section 2: For recognition of unusual meritorious services to the retail grocery trade, an honorary membership, without voting power, can be bestowed upon any person recommended by a board member and approved by a majority vote at a regular meeting. This honorary membership shall be for one (1) year period but may be reelected by a majority at a regular board meeting.

ACTIVE FIRM MEMBERSHIP

Section 3: All members of a firm, belonging to the association or their representatives may attend regular or special meetings, and have the privilege of the floor, but only one vote by each firm shall be accorded them.

DUES

Section 4: The dues of the members shall be as follows: one to ten stores, \$50.00; eleven to thirty, \$100.00; thirty-one to sixty, \$200.00; sixty-one to one hundred, \$300.00; one hundred one to one hundred fifty, \$400.00; one hundred fifty-one to two hundred, \$500.00; two hundred one and over, \$500.00 plus \$1.00 per store.

Amendment I Dues shall be due and payable in advance and shall be on a yearly basis. Any changes in dues structure shall be determined by the Board of Directors and ratified at any regular meeting of the general membership. Companies dealing with the convenience type grocery industry may apply for an Associate Membership. A national company is a company doing business in more than one (1) zone as established by the association and dues shall be \$200.00 per year. Any company doing business only in one (1) zone shall be considered local and dues shall be \$100.00 per year. A local company may elect to be classified as a national company and pay dues accordingly. Associate members may participate at association zone or national meetings. Associate members will have no voting powers nor will they hold any official offices of the Association. They shall have no other obligations other than paying dues. Dues shall be payable in advance and on a yearly basis.

AMENDMENT II

AMENDMENT III

DELINQUENTS

Section 5: Any member in arrears to the extent of thirty (30) days, shall be notified in writing and if dues are not paid within thirty (30) days of said notice, the membership shall automatically be suspended.

SUSPENSION

Section 6: Members may be suspended from cause, other than delinquency in payment of dues, only after the charges against them have been properly presented to the Board of Directors and the member given an opportunity to defend himself before the board.

REINSTATEMENT

Section 7: Any member suspended for non-payment of dues may be reinstated by a majority vote of the executive committee of the Board of Directors, or at a regular board meeting and upon payment of dues, one year in advance.

ARTICLE III

BOARD OF DIRECTORS AND OFFICERS

Section 1: The authority of this association shall be in a governing board consisting of not less than seven (7) or more than eleven (11) members who shall elect a President, Vice-President and Treasurer from the governing board, who will hold office for the period of one (1) year. Two (2) directors from each zone and one (1) to five (5) directors at large, making the total not less than seven (7) or more than eleven (11) directors. Immediate past-president shall remain on the board in an advisory capacity.

ELECTION OF GOVERNING BOARD

Section 2: The annual meeting for the election of Directors shall be held at a duly called annual meeting by the Board of Directors. Notice of such meeting shall be mailed to each member at least sixty (60) days prior to such meeting. Directly after Board members are elected the Directors shall organize and elect the following to serve for the year; a president, vice-president and treasurer. They also shall at this time by contract appoint an executive director. All members of the Board shall serve without remuneration except the executive director. Directors shall be elected as follows: one from each zone (total of three) each year for two-year term; those at large for a two year term. No director may serve in excess of two consecutive terms.

DUTIES OF OFFICERS AND BOARD OF DIRECTORS

Section 3: The President shall preside at the meetings of the association. He shall preserve order. He shall see that officers perform their duties, enforce the constitution, by-laws, rules and regulations and appoint all committees not otherwise provided for by the constitution. He shall give the deciding vote when a tie occurs and examine and announce the result of the ballot. He shall perform any other duties under the usual methods of parliamentary procedure.

Section 4: The Vice-President shall, in the absence or inability of the President perform the duties of his office and act as host, greet all new members and visitors and introduce same to the other officers.

Section 5: The Treasurer shall be responsible for all expenditures of the Association; keeping a record of same for submitting to the Board of Directors for their approval. He shall be the chairman of the finance committee and assist in preparing an annual budget for operation of the Association.

Section 6: Immediate Past-President shall serve as requested by the President.

Section 7: The Executive Director shall see that a correct roll call is kept on file of the membership, together with business address. He shall, at all meetings, read all reports, applications, communications, etc. He shall see that all applicants for membership, which are approved, are notified by having their membership certificate mailed promptly. He shall have charge of all correspondence and shall see that a correct record of all correspondence and finances are kept on file and available for inspection by the Board of Directors. He shall see that at all times the books of the Association are kept in a clear businesslike manner; that all moneys be deposited at a bank designated by the Board of Directors. It shall be mandatory that any one(1) officer countersign checks with the executive director. The books shall be audited annually by a certified accounting firm approved by the Board of Directors, copy of which to be submitted to the Board for approval and mailed to the membership. All parties so authorized to sign checks shall be covered by a Surety Bond in the amount of estimated revenue, but not less than \$10,000.00.

Section 8: Board of Directors shall have general charge of affairs of the Association, shall conduct, manage and control the affairs and business of the Association, and call executive counsel when necessary.

VACANCIES IN THE BOARD OF DIRECTORS

Section 1: Any elective or appointive office declared vacant by valid reason, shall be filled by the President, subject to confirmation of a majority vote by the Board of Directors. These appointments shall be valid until next regular election of officers in the Association.

MEETINGS OF THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall meet prior to the Annual Meeting and immediately following, for the election of officers or at the call of the President. Special meetings shall be called by the President at the request of three (3) or more members of the Board of Directors.

MEETINGS OF THE ASSOCIATION

Section 1: The annual meeting date and site shall be set by the Board of Directors and announced to the general membership. Other meetings may be scheduled subject to the Board of Directors' approval.

COMMITTEE APPOINTMENTS

Section 1: Immediately after the election of officers the newly elected President shall appoint permanent committees of at least three (3) members each; to serve for one (1) year; not less than one (1) of which shall be a member of the Board of Directors, as chairman, and shall hold office for one (1) year or until their successors are appointed.

1. Membership Committee
2. Finance and Budget Committee
3. Publicity and Public Relations Committee
4. Entertainment and Program Committee
5. Legislation Committee
6. By-Laws Committee
7. Industrial Relations Committee
8. Nominating Committee
9. Resolutions Committee

and other committees as required.

DUTIES OF COMMITTEES

Section 1. The Membership Committee shall interest all convenience type store operators in organization work, secure memberships from them and endeavor to curtail delinquency dues to the minimum. They will assist in securing Associate members. They will assist the executive director in urging attendance of both groups at designated meetings.

Section 2: Finance and Budget Committee shall keep close scrutiny on all monies of the Association and will see that proper reports are made to the Board of Directors. They will work together in preparing a Budget and ways of financing the Association.

Section 3: Publicity and Public Relations Committee shall foster friendly relations between grocer and consumer, to build good will and understanding with the buying public. The committee may enlist the cooperation of the Associate members in all publicity matters.

Section 4: Entertainment & Program Committee shall assist in the planning and programming of annual meetings, area meetings and other affairs which may be planned for the benefit of the Association. The committee may seek assistance from Associate members when necessary and work toward planning events which may include both general members and Associate members.

Section 5: Legislation Committee shall actively engage in study of legislative matters which may be derogative to the industry or which may be favorable. They shall keep the membership informed as to said legislation and may request aid from the membership to combat or promote these matters as necessary.

Section 6: By-Laws Committee will from time to time review the By-Laws and recommend, when necessary, applicable changes to the Board of Directors.

The general membership shall contact the By-Laws Committee as to proposed changes who in turn shall study request for submittal and act accordingly. Any changes recommended to the Board of Directors and passed must then be presented to the membership at the next regular or special called meeting for ratification. All members must be notified of changes in writing.

Section 7: Industrial Relations Committee shall, where applicable, work with other industries to promote civic betterment at a national or area level. The committee may request other industry committees to work with them. Proposed activities should be submitted to the Board of Directors for consideration where the general membership may be involved.

Section 8: Nominating Committee shall prepare list of candidates, eligible for election and submit report at Board of Directors meeting prior to Annual Meeting for approval.

Section 9: Resolutions Committee will present suitable and proper resolutions for membership ratification.

QUORUM

At all meetings of this association, fifteen (15) members shall constitute a quorum and majority of Board of Directors shall constitute a quorum for the Board of Directors.

RULES

Robert's Rules of Order shall decide all disputed parliamentary questions.

ORDER OF BUSINESS

The order of Business of all meetings shall be as follows:

1. Roll call
2. Reading of minutes of last meeting
3. Treasurer's report
4. Report of Standing Committees
5. Report of Special Committees
6. Unfinished Business
7. New Business
8. Adjournment

AMENDMENTS

See Section 7 under By-Laws Committee

REPEALING CLAUSE

All rules, by-laws or provisions, are in so far as they conflict with the sections hereof, hereby repealed.

Amendment I: Article II, Section 4, Line 5 deleted to read: "dues shall become due on Nov. 1st each year and shall become delinquent on JAN. 1st."

Amendment II: Article II, Sect 4: Line 13 to read: "The name Associate Member is hereby deleted in all places and in its place the name Registered Supplier of NACS is substituted."

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Amendment III: Article II, Sect 4: Line 16 the following is added: Registered Suppliers of NACS shall not be held legally responsible to actions of the National Association of Convenience Stores, Inc.

National Association of Convenience Stores, Inc.
Constitution and By-Laws
Amendments

Adopted November 11, 1962.

Amendment I

Page 2, Article II, Section 4. Line 5 deleted to read: "Dues shall become due on November 1st each year and shall become delinquent on January 1st."

Amendment II

Page 2, Article II, Section 4. Line 13 to read: "The name Associate Member is hereby deleted in all places and in its place the name Registered Supplier of NACS is substituted."

Amendment III

Page 2, Article II, Section 4: Line 16, the following is added:

"Registered Suppliers of NACS shall not be held legally responsible to actions of the National Association of Convenience Stores, Inc.".
