

**BY- LAWS
OF
COLUMBIA PACIFIC
7-ELEVEN
FRANCHISE OWNERS
ASSOCIATION**

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**Article I
Name**

The name of this corporation shall be Columbia Pacific 7-Eleven Franchise Owners Association Inc. (herein called the "Corporation")

**Article II
Offices**

Section 1. Principal Executive Office

The corporation's principal executive office shall be as the Board of Directors (herein called the "Board") shall deem necessary. The Board is granted full power and authority to change said principal executive office from one (1) location to another.

Section 2. Other Offices

The Board may, at any time, establish branch or subordinate offices at any place of places where this Corporation is qualified to do business.

**Article III
Objectives and Purposes**

The objectives of this Corporation shall be:

- (A) To maintain research and educational programs for 7-Eleven store franchisees in order that they may better serve the public:
- (B) To promote, develop and assist 7-Eleven store franchisees in organizing and maintaining an effective trade association to the respective geographical areas:
- (C) To communicate with the various regional trade associations of convenience store franchisees and coordinate their effort for the attainment of social and economic framework which will enhance convenience store franchising, serve the public and provide fairness and justice for the convenience store franchisee.
- (D) To own and maintain or to lease suitable real estate and buildings and any other personal property which is deemed necessary for its purposes. To enter into, make, and preform, and carry out contracts of every kind for any lawful purpose, without limit as to amount.

Provided, however, that this Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the purposes set forth in this Article III, and nothing contained in the foregoing statement of purposes shall be construed to authorize this Corporation to carry on any activity for the profit of its member, or to distribute any gains, profits, or dividends to any of its members as such, except on dissolution or winding up.

Article IV
Membership
Section 1. Members

There shall be two classes of members of this Corporation. The first class of members shall be known as Active Members and the second class of members shall be known as Affiliated members.

Section 2. Active Membership

An active Member of this Corporation shall be a chartered trade association of franchisees licensed by 7-Eleven, Inc. or any of its sub-franchisor(s). An Active Member shall be entitled to one vote per paid membership.

Section 3. Affiliated Membership

An Affiliated Member of this Corporation shall be any person, firm or corporation which supplies goods or services to 7-Eleven store franchisees. An Affiliated Member shall not be entitled to vote but is entitled to participate as an exhibitor at this Corporation's trade shows, and to advertise in this Corporation's publications when advertising is solicited by the Corporation.

The Affiliated Members shall belong to an advisory committee called the Corporation's Affiliated Members Advisory Board. The purpose of the Board is to create a line of communication by and between the Active Members and Affiliated Members as well as provide an advisory body to this Corporation. The Board shall meet at the call of the President of the Corporation and he/she shall preside at all joint meetings. The Board shall have the power to establish officers, committees and procedures which do not conflict with the articles of incorporation and the by-laws of this Corporation.

Section 4. Application for Membership

Applications for membership shall be made in such form as the Board shall prescribe. If the application meets the requirements of Active or Affiliated Membership as set forth in Sections II or III of the Article IV and has paid the applicable dues and any prior indebtedness owed to the Corporation, then said applicant shall be immediately declared elected to membership by the President of the Corporation. The Board shall have the final determination as to whether or not the applicant meets the requirements of Active or Affiliated membership.

Section 5. Termination of Membership

Resignation or removal of any Active or Affiliated Member as provided in these By-Laws automatically terminates said membership in this Corporation.

Section 6. Dues

Each Active Member and Affiliated Member of this Corporation shall pay dues and/or initiation fee as established by majority vote of the Board. Any Active Member who is more than 45 days delinquent in the payment of its dues shall lose its voting rights. Any Active Member or Affiliated Member who is more than 90 day delinquent in the payment of its dues shall be automatically terminated as a member of this Corporation.

All dues and money paid by Affiliated Members shall be deposited in an account separate and apart from all other accounts of this Corporation. No portion of the dues and moneys paid by the Affiliated Member shall be rebated or distributed to any Active Member or used for the direct benefit of any Active Member.

Section 7. Assessments

The Board at a special or regular meeting may, by two-thirds vote of the Board present at such meeting, make an assessment on the Active or Affiliated Members, provided written notices of such proposed action is given to the affected members no less than 15 days prior to said meeting.

Section 8. Removal

Should any Member of this Corporation be convicted of a felony while a Member of this Corporation or should any Member be engaged in any conduct which may injure the good name of this Corporation or subject it to liability, then the Board may, upon a vote of two-thirds of those present and voting at a special or regular meeting, remove such Member from this Corporation; provided, however, that prior to any action to remove a Member, it must be given at least fifteen (15) days notice in writing of the proposed action including the basis thereof, it must be given an opportunity to appear before the Board to defend itself, it must be given an opportunity to present witnesses to the Board in behalf of its defense, it must be given an opportunity to examine any complaining witness, and it must be permitted to have counsel of its choice attend and represent it before the Board.

Article V

Board of Directors

Section 1. Number and Qualification

The Board of Directors shall consist of the president, the immediate past president, vice-president(s), secretary, treasurer, sgt. of arms, and elected representatives of said areas. Areas to be set by Board.

Section 2. Power

Subject to the limitations of these By-Laws, the Articles of Incorporation and the General Nonprofit Corporation Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, the Board.

Section 3. Regular Meetings

The Board shall hold a Board meeting each month and/or as deemed necessary by the Board. General membership meetings shall be held a minimum of two per calendar year. The President shall call for an organizational meeting within 60 days after election of new officers.

Section 4. Special Meetings

Special meetings of the Board for any purpose or purposes may be called by the President, Vice-President or three members of the Board.

Section 5. Chairman of the Board of Directors

The President of this Corporation shall serve as Chairman of the Board of Directors and preside at all meetings of the Board. In his absence, a vice-president shall preside, to be selected by a simple majority of the Board present.

Section 6. Quorum

The presence in person of one-half of the total of the Board shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

Section 7. Notice

Fifteen (15) day notice of regular meeting and ten (10) day notice of special meeting shall be mailed or caused to be mailed by the Secretary to each member of the Board to an address shown on the Corporations records.

An Emergency meeting may be called by any combination of two (2) of the President and Vice-Presidents without the customary notice. A vote may be taken via telephone by these officers.

Section 8. Voting

At meetings of the Board, only the Active Board Members shall vote. The President shall cast a vote only in the event of a tie vote.

Article VI Officers

Section 1. Number, Term and Election

The officers of this corporation (the President, Vice-President, Secretary, and Treasurer) shall be elected by the entire Board. Directors shall be elected by the Active Membership of their respective area. Term of office shall commence July 1 and end June 30. (Two year term.)

Section 2. Vacancies and Removal

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise shall be filled by majority vote of the Board present and voting at the next regular meeting of the Board. An officer may be removed from office upon the vote of two-thirds of the Board. Provided, however, that at least fifteen (15) days before the meeting of the Board written notice is given to all Active Members of the intended action to remove an officer.

Section 3. President

Subject to the control of the Board, the President shall have general supervision, direction and control of the business and affairs of this Corporation. The President shall appoint the chairman and members of any committees as deemed necessary to the Board. The President shall preside at all meetings of the Board and shall have such other powers and duties as may be prescribed from time to time by the Board.

Section 4. Vice President(s)

The Vice-President(s) shall have all the powers of the President in the event of the death, incapacity or removal of the President. In the event there are multiple Vice-Presidents, a successor shall be elected by a simple majority of the Board.

Section 5. Secretary

The secretary shall be responsible for keeping the minutes of all meetings of the Board and any executive committee thereof, shall assist the President in conduction the general correspondence of this Corporation, shall assist the treasurer in preparing the annual report of this Corporation and shall perform such other duties as may be prescribed from time to time by the President in accordance with the policies and decisions of the Board.

Section 6. Treasurer

The treasurer shall be responsible for the financial affairs of the Corporation and shall review the financial records of this Corporation. All checks of this Corporation shall be signed by any two (2) of the following officers: President, Vice-President, Treasurer or Secretary.

- (A) Have charge and custody of, and be responsible for, all funds and securities of the Association in such banks, trust companies, or other depositories as shall be selected by the Board.
- (B) Receive, and give receipt for, moneys due and payable to this Corporation from any source whatever.
- (C) Disburse or cause to be dispersed the funds of this Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- (D) Keep and maintain adequate and correct accounts of this Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses

- (E) Render to the President, Directors, or any Active Members, an account of all of his transactions as Treasurer and of the financial condition of this Corporation.
- (F) Prepare, or cause to be prepared, the financial statements to be included in the annual report to Active Members after having attained approval thereof of the Board.
- (G) Shall submit financial records to a Certified Accounting Firm, selected by the Board, for an annual review audit between January 1st and January 15th and instruct the accounting firm to prepare any tax report forms necessary for the legal operation of this Corporation.
- (H) If required by the Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board shall determine, the premium for such bond being a proper charge to the Association.
- (I) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of this Corporation, or by these By-Laws, or which may be assigned to him from time to time by the members.

Section 7. Sergeant-At-Arms

The Sergeant-At-Arms shall attend all meetings of members and it shall be his duty to maintain order at all such meetings and determine the existence of a quorum. He shall perform such other duties as may be assigned to him from time to time by the Board.

Section 8. Powers

No officer shall have the power to enter into any contract, agreement, memorandum of understanding or otherwise bind this Corporation without the previous authorization of the Board.

Section 9. Board of Directors

The Board of Directors shall:

- (A) Perform any and all duties imposed on them collectively or individually by law, by the Articles of this Corporation or by these By-Laws.
- (B) Supervise and/or employ such agents and employees as may be authorized from time to time by the vote or written consent of the majority of the members of the Board.
- (C) The primary function of the Directors shall be analyze and recommend to the membership, policies, actions, and discussions to be held with 7-Eleven, Inc. concerning the matters as stated in the purpose of the Articles of this Corporation. The Directors may undertake action to implement decisions made by the membership.

Section 10. Administrative Assistant

The Administrative Assistant shall serve as a liaison for the President and/or Board, set up all meetings and perform other duties as deemed necessary by the President. The Administrative Assistant shall be appointed by the President.

Section 11. Executive Board

The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, Sergeant at Arms and Administrative Assistant. They shall meet as deemed necessary by two (2) members of this Executive Board.

Article VII

General Counsel

Section 1. Appointment

The President shall, subject to the approval of the Board, appoint a general counsel for an indefinite term who will be responsible for conduction the legal business of this Corporation in accordance with the policies and decisions of the Board. The general counsel shall be paid expenses as determined by the Board.

Section 2. Removal

The general counsel may be removed upon the recommendation of the President and/or majority vote of the Board.

Article VIII

Amendments

Amendments may be introduced to the Board by any Active Member. After approval by a simple majority of the Board members present, the Secretary shall prepare and mail the proposed amendment to the Active Members at least fifteen (15) days prior to the regular meeting of the Board at which it is to be presented. These By-Laws may be amended or repealed and new By-Laws adopted by the vote of a majority of the total votes of the Active Members present at a general meeting.

Article IX

Corporate Seal

The corporate seal shall have inscribed thereon the name of this Corporation and the year of it's incorporation.

Article X

Rules of Order

Except as stated otherwise in the Articles of Incorporation and the By-Laws of this Corporation, Robert's Rules of Order, revised, shall govern the conduct of all meetings of the Board of Directors, and any other meetings.

