

**AMENDED AND RESTATED BYLAWS
OF CONEXXUS, INC.
October 24, 2022**

**ARTICLE I
NAME, ORGANIZATION AND LOCATION**

Section 1.1 - Name

The name of this non-profit corporation is Conexus, Inc. (herein after the “**Organization**”).

Section 1.2 - Organization

The Organization is organized and operated as a Virginia nonstock corporation, in accordance with the Virginia Nonstock Corporation Act (Code of Virginia, Title 13.1, Chapter 10), as amended, and as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended for the purposes as defined in Section 2.2.

Section 1.3 - Principal Office

The principal office of the Organization initially shall be located in the Commonwealth of Virginia, but may be changed from time to time and the Organization may maintain other offices within and outside Virginia as the Organization’s Board of Directors (the “*Board of Directors*”) shall deem appropriate.

Section 1.4 - Registered Office

The initial registered office of the Organization in Virginia shall be located at 1600 Duke Street, Alexandria, VA 22314, or at such other office as may be established from time to time by the Board as allowed under the Code of Virginia.

**ARTICLE II
PURPOSES AND DEFINITIONS**

Section 2.1 - Definitions

(a) The term “**exempt organization**” shall mean consistent with the provisions of section 501(c)(6) of the Internal Revenue Code of 1986, as amended, that no part of the net earnings of the Organization shall inure to the benefit of, or be distributable to, the Organization’s members, the Board of Directors, the Board of Advisors (the “**Board of Advisors**”), officers, or other persons and that the Organization will operate in furtherance of one or more of the exempt purposes enumerated in Section 2.2.

(b) The term “**convenience retail industry**” shall mean any individual, company, or organization that engages in the business of convenience retailing, including general merchandise and/or food products, either with or without the sale of transportation energy products.

(c) The term “**transportation energy industry**” shall mean any individual, company, or organization that provides transportation energy products (e.g., petroleum, alternative fuels, EV charging) as all or part of its retail or wholesale business activities.

(d) The term “**supplier**” or “**vendor**” shall mean any individual, company, or organization that provides hardware or software technology or any other products or services to the convenience retail or transportation energy industries, or who has an interest in the work of the Organization.

Section 2.2 - Purposes

The specific purposes of the Organization shall be:

(a) To develop, maintain, and implement global technology standards for the benefit of retailers and their suppliers in the transportation energy/convenience retail industries;

(b) To promote and preserve the creation and implementation of interoperable global technical solutions to meet the needs of the transportation energy/convenience retail industries;

- (c) To promote a high level of business standards and better business methods among the industries and their suppliers and vendors;
- (d) To develop and promote education of emerging technologies and trends within and around the transportation energy and convenience retail industries; and
- (e) To encourage cooperation among the transportation energy and convenience retail industries in addressing and accomplishing any other goals and objectives related to the above purposes.

ARTICLE III MEMBERS

Section 3.1 - Membership Procedures

- (a) Any entity within the transportation energy or convenience retail industries or any of their suppliers or vendors may apply for membership in the appropriate Class in the Organization as set forth in this Article III by submitting an application, either through the Organization's website or via facsimile/email. Membership does not become active until payment is received and processed.
- (b) Each member must be willing and able to abide by the Organization's Bylaws, as amended, and any applicable rules and procedures, such as may apply to the operation of committees, working groups, or be related to any certification programs administered by the Organization.
- (c) An application for membership shall be deemed valid unless, upon review, it is rejected by the Organization. When the Organization ascertains that an application is valid, it shall be submitted by the Secretary to the Board of Advisors for its review and final acceptance. If an application is rejected by the Organization or the Board of Advisors, payment will be refunded and an explanation to the applicant will be provided.
- (d) Following its acceptance for membership, each member shall appoint and certify to the Organization a person to be its "**certified representative**" for all voting purposes related to standards and business issues where there may only be one vote per member. In the event that the certified representative is unable to vote, the member shall be entitled to appoint and certify a replacement, subject to the voting provisions elsewhere contained in these Amended and Restated Bylaws. It is the member's responsibility to maintain the certified representative for all purposes under these Amended and Restated Bylaws, including receiving official notices.

Section 3.2 - Classes of Membership

This Organization shall have the following classes of members.

(a) Gold Membership

Gold members, or their certified representatives, shall serve on the General Assembly and shall be eligible to serve on the Board of Directors or the Board of Advisors, in accordance with these Amended and Restated Bylaws. Gold members shall have full access to all Business and Technical Committees and working groups of the Board of Advisors, have full voting rights on the approval of final standards as set forth in these Amended and Restated Bylaws, and have unlimited, free access to all standards/documents developed by the Organization.

(b) Silver Membership

Silver members, or their certified representatives, are not eligible to serve on the General Assembly, the Board of Directors, or the Board of Advisors, but shall have the right to participate and vote in all Technical and Business Committees of the Board of Advisors as set forth in these Amended and Restated Bylaws, and to have access to all Conexxus standards/documents at no cost. Silver members are not eligible to vote to adopt any final standards.

(c) Silicon Membership

Silicon members, or their certified representatives, are not eligible to serve on the General Assembly, the Board of Directors, the Board of Advisors, or any Business Committees of the Board of Advisors, and do not have the right to participate in Technical Committees of the Board of Advisors or to vote to recommend approval of standards developed by those Technical Committees as set forth in these Amended and Restated Bylaws. Silicon members do have access to any standards/documents developed by the Organization and the right to implement standards

obtained during their membership term. However, they may submit feedback or change proposals to a Committee or Working Group for consideration in a future version of a standard, but may not participate in discussions during the meetings in which it is considered.

(d) Technical Association Membership

Technical Association members, or their certified representatives, are limited to non-profit organizations interested in the Conexus product offerings. They are not eligible to be members of the General Assembly or to serve on the Board of Directors or the Board of Advisors, but shall have the right to participate and vote in all Technical and Business Committees of the Board of Advisors, as set forth in these Amended and Restated Bylaws, and have access to all Conexus standards/documents at no cost. They are not eligible to vote on adoption of any final standards. While a member (non-staff) of a Technical Association may be named as its certified representative, such representative shall only have the right to participate and vote in Committees, Subcommittees, or Working Groups and shall not have access to standards/documents for her/his own (or the Technical Association member's) use unless that entity also has a Conexus membership that conveys such rights.

(e) Retail Association Membership

Retail Association members, or their certified representatives, are limited to non-profit organizations interested in Conexus thought leadership and educational product offerings. They are not eligible to be members of the General Assembly, or to serve on the Board of Directors the Board of Advisors, any Business Committee of the Board of Advisors, or any Technical Committees of the Board of Advisors, or their subcommittees or working groups. They shall not have the right to vote to recommend approval of standards or on adoption of final standards, nor shall they have access to any of the standards or other documents published by Conexus, unless specifically provided as an annual benefit. Retail Association members shall be entitled to receive annual educational benefits (e.g., speakers at events, white papers, participation in webinars), as specified periodically by the Board of Advisors.

(f) Emeritus Membership

Emeritus members are limited to individuals who have retired from an organization with interest in Conexus. They must be recommended for emeritus membership by an individual currently active in Conexus; provided, however, that any member of the Conexus Technology Hall of Fame shall automatically qualify. Emeritus members are not eligible to be members of the General Assembly, or to serve on the Board of Directors, or the Board of Advisors, but shall have the right to participate without vote in all Technical and Business Committees of the Board of Advisors as set forth in these Amended and Restated Bylaws. They shall not have the right to vote to recommend approval of standards or on adoption of final standards, nor shall they have access to any of the standards or other documents published by Conexus, unless specifically provided as an annual benefit. Emeritus members shall be entitled to receive annual educational benefits (e.g., member event pricing, white papers, participation in webinars), as specified periodically by the Board of Advisors. Emeritus Memberships are non-transferable. In the event an Emeritus member returns to work or establishes a consulting business, working more than 40 hours per month, the membership will be suspended until such time as the member re-retires.

Section 3.3 - Dues

Annual dues for each class of membership shall be determined by the Board of Directors, based on recommendations from the Board of Advisors. Members shall be invoiced for dues once each year. Any member whose dues have not been paid within sixty (60) days after the applicable invoice date shall receive a reminder notice, and after dues have remained unpaid for ninety (90) days, the member shall be notified in writing that its membership has been suspended for nonpayment. Membership may be reactivated once the current dues have been paid in full. A member who is not current in paying its dues is not in good standing and shall not exercise any voting rights, or participate on any committee or workgroup, or be eligible to stand for election to any office, or shall not have access to or obtain copies of standards until its current dues have been paid.

Membership dues shall be based on the annual sales of the member. Where a Member is a subsidiary of a parent company owning a majority interest (more than 50%) in the Member, or the Member is included in the consolidated financial statements of the parent company, the Member must include sales of the parent company in its dues calculation and the parent organization shall be considered to be the Member. If the Member is itself a separate legal entity, then membership must be based on that entity alone, and its dues shall be calculated on its own annual sales revenues.

Section 3.4 - Approval, Suspension, Expulsion, and Resignation of Members

(a) The Board of Advisors shall have full power to accept or reject each application for Gold or Silver membership once it is presented by the Secretary of the Board of Advisors. Upon a majority vote of the Board of Advisors, the applicant shall be duly admitted to membership.

(b) A Gold or Silver member may be suspended or expelled by the affirmative vote of three-quarters (3/4) of the full Board of Directors at a duly constituted meeting for violation of these Amended and Restated Bylaws or any other conduct prejudicial to the interests of the Organization. A notice of this meeting, accompanied by a statement of the reasons for the proposed action, shall be sent by certified mail or courier service, with proof of delivery and signature required to the member at its last known address at least twenty (20) days before the meeting of the Board of Directors at which the action is to be voted on. The member shall have the right to appear in person, and may be represented by legal counsel, to present any defense against the proposed action by the Board of Directors. The Board of Directors shall have the right to determine the length of any suspension and the terms of any expulsion. Upon a determination of probable cause that a Gold or Silver member has committed a violation of the Organization's IP Policy, the Board of Directors may act to suspend the member from participation in the Organization, pending resolution of the above notice.

(c) A member may resign from the Organization by giving written notice of such intention to the Organization. The Organization shall remove the member from any published member directories and shall revoke access to Organization's website and other benefits within 30 days. No refunds shall be provided.

Section 3.5 - Limitation on Membership

No member shall represent or claim to represent the Organization without prior written approval of the Board of Directors. Such written request shall be submitted to the Organization at least thirty (30) days before such representation or claim for which approval is being sought. The use of the Conexus name and logo is limited by the "Use of Conexus Name and Logo" branding guidelines, available on the Organization's website.

ARTICLE IV GENERAL ASSEMBLY

Section 4.1 - General Powers

The General Assembly shall be comprised of the certified representatives of each Gold member, who shall meet periodically for the purpose of developing evidence of consensus for adopting final standards and for such other matters as may be referred to it by the Board of Directors or Board of Advisors. The General Assembly also shall elect certain members of the Board of Advisors as set forth in Article VI of these Amended and Restated Bylaws.

Section 4.2 - Annual Meeting

The annual meeting of the General Assembly (the "*Annual Meeting*") shall be held on such a date and at such time and place, either within or outside the Commonwealth of Virginia, as specified by the Board of Advisors, for the purpose of transacting any business that may come before its membership.

Section 4.3 - Special Meetings

Special meetings of the General Assembly (the “**Special Meetings**”) may be called by the Executive Director, the Board of Directors, the Board of Advisors, or two-thirds of the current membership of the General Assembly for the purpose of transacting any business as may be specified in the call of the meeting. The date, time, and place, either within or outside the Commonwealth of Virginia, for holding any Special Meeting shall be fixed by the Board of Advisors.

Section 4.4 - Notice

(a) Notice of each Annual or Special Meeting, stating the date, time, and place of the meeting, and in the case of a Special Meeting, the purpose therefore, shall be given to each certified representative and director at least ten (10) days prior thereto by electronic mail (“**email**”). Any member may waive notice of any meeting before, at, or after such meeting. The attendance of a member at a meeting shall constitute a waiver of notice of such meeting, except where a member attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any Annual Meeting need be identified in the notice or waiver of notice of such meeting unless otherwise required by applicable law.

(b) By becoming a member or a director of the Organization, an individual or organization agrees that any notice required to be given to a member may be given by transmitting messages over the Internet. Such email shall be sent to the address listed as the member’s or director’s email address on the records of the Organization. Each notice sent by email to a member’s or director’s address of record shall be deemed received forty-eight hours after it is sent unless the Organization receives, within that time, notice of non-delivery. Each member and director acknowledges this process places the risk of Internet failure, to some extent, on the member and director and agrees to assume such risk.

Section 4.5 - Votes on Standards and Other Related Matters

Each member of the General Assembly representing each Gold member in good standing who is in attendance at a duly called meeting of the General Assembly, shall have one vote on adoption of standards and on other matters related to standards. The certified representative for each Gold member will cast such vote. Votes on standards shall be conducted pursuant to this Section 4.5 to achieve evidence of a consensus, which is defined as more than a mere majority, but not necessarily a unanimous vote.

Section 4.6 - Votes on Business Matters

Unless otherwise provided by the Articles of Incorporation, as amended, these Amended and Restated Bylaws or applicable law, twenty-five percent (25%) of the Gold members in good standing and eligible to vote shall constitute a quorum for a vote on any matter requiring a vote of the members which is not governed by Section 4.5. The vote of a majority of the Gold members present at a meeting at which a quorum is present shall be necessary for the adoption of any matter voted upon by the members, unless specifically provided otherwise in the Articles of Incorporation, as amended, these Amended and Restated Bylaws, or applicable law. If less than a quorum is present at any meeting properly noticed and called, the members present may continue the meeting, but no votes may be taken.

Section 4.7 - Electronic Votes

Any vote to be taken at an Annual or Special Meeting of the General Assembly may be conducted electronically, by telephone, email, or electronic ballot, without physical meeting, so long as the required notice is given and a ballot clearly stating each issue for resolution is distributed to each Gold member at least seven (7) calendar days prior to such vote. The Board of Advisors shall determine the procedures to be followed for such electronic votes, so long as they are consistent with these Amended and Restated Bylaws.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 - Powers

(a) Except as otherwise provided in the Articles of Incorporation, all corporate powers shall be exercised by or under the authority of, and the business of the corporation managed under the direction of, the Board of Directors. The Board shall determine Organization policy, except as otherwise provided by the Virginia Nonstock Organization Act (Code of Virginia, Title 13.1, Chapter 10, as amended), the Articles of Incorporation, or these Amended and Restated Bylaws, and shall adopt such rules and regulations for its conduct as it deems advisable. Directors need not be residents of the Commonwealth of Virginia.

(b) Notwithstanding anything to the contrary in Section 5.1, the Board of Directors as defined in Section 5.2(a) shall have the authority to:

- (1) Approve the Organization's annual operating and capital budgets, which shall be developed by the Board of Advisors and submitted to the Board of Directors.
- (2) Approve any initiatives prepared by the Board of Advisors or any other employee, officer, director or agent of the Organization in which NACS will be required to provide funding to finance or support such initiatives.
- (3) Approve the participation in any merger, consolidation, dissolution, liquidation or other similar transaction.
- (4) Approve the transfer of assets outside of the ordinary course of business.

Section 5.2 - Number and Appointment of Directors

(a) The number of Directors constituting the entire Board of Directors of the Organization shall be seven (7), four (4) of whom shall be designated "*NACS Directors*" and three (3) of whom shall be designated "*Board of Advisors Directors*." The NACS Directors shall be appointed or elected by NACS, in accordance with procedures adopted by NACS and shall consist of four (4) individuals who are members of the board of directors, employees, or agents of NACS. The Board of Advisors Directors shall consist of three (3) individuals who shall be appointed or elected by the Board of Advisors from among individuals who are employed by Gold members in good standing or are Gold members in good standing in their own name or through a partnership. The three individuals must represent a mix of suppliers and retailers. No more than one individual from each Gold member may serve as a member of the Board of Directors at one time.

(b) The number of Directors of the Board of Directors may be increased or decreased from time to time by amendment to these Amended and Restated Bylaws. No decrease in the number of Directors of the Board of Directors shall have the effect of shortening the term of any incumbent member of the Board of Directors.

(c) All members of the Board of Directors shall serve without compensation.

Section 5.3 - Term of Directors

The term of office for each member of the Board of Directors shall be one (1) year until his or her successor has been elected and qualified with no limitation on the number of consecutive terms any member of the Board of Directors may serve.

Section 5.4 - Removal

A NACS Director may be removed from the Board of Directors at any time, with or without cause, by NACS at a meeting of the Board of Directors of NACS expressly called for that purpose. A Board of Advisors Director may be removed from the Board of Directors at any time, with or without cause, by the Board of Advisors at a meeting expressly called for that purpose. In the case of a member of the Board of Directors who is removed for cause, such director shall be given adequate notice of the charges against the director and shall be given the opportunity to defend against the charges before the Board of Directors of NACS if the director being removed is a NACS Directors and before the Board of Advisors if the director being removed is a Board of Advisors Director pursuant to the process set forth in Section 6.5, including the presence of an attorney, if one is requested. Such removal shall result in a vacancy as treated below.

Section 5.5 - Resignations and Vacancies

Any member of the Board of Directors may resign at any time by giving written notice thereof to the Organization and such resignation shall take effect at the time specified. Upon the resignation of a member of the Board of Directors, or if there is a vacancy for any other reason, including death, retirement or removal, a successor shall be appointed or elected to fill the vacant seat. When any seat held by a NACS Director becomes vacant, it shall be filled by the appointment or election of a director by NACS in accordance with Section 5.2. When any seat held by a Board of Advisors Director becomes vacant, it shall be filled by the appointment or election of a director by the Board of Advisors in accordance with Section 5.2.

Section 5.6 - Meetings of the Board of Directors

Meetings of the Board of Directors, regular or special, may be held at such time and place within or without the Commonwealth of Virginia, and upon such notice as may be prescribed by resolution of the Board of Directors. Meetings of the Board of Directors shall be called by the Chair, on his or her own behalf or at the request of at least three (3) members of the Board of Directors.

Section 5.7 - Notice of Meetings of Directors

Written notice of the date, time, and place of meetings of the Board of Directors shall be sent by email at least ten (10) days in advance of each such meeting. Unless otherwise required by law or by these Bylaws, a notice need not specify the business to be transacted at, or the purpose of, any meeting of the Board of Directors; provided, however, if such notice does specify the business to be transacted at, or the purpose of, a meeting of the Board of Directors, such notice shall not limit the actions the Board of Directors may take at such meeting. If necessary for the efficient operation of the Board of Directors, special meetings may be held through conference calls, so long as notice is given to each member of the Board of Directors at least five (5) days in advance. Similarly, the Board of Directors may conduct business by electronic ballots, so long as notice is given to each member of the Board of Directors at least five (5) days in advance.

Section 5.8 - Quorum of Directors and Action by the Board

(a) Unless otherwise required by law or by the Articles of Incorporation, as amended, or by these Amended and Restated Bylaws, in order for a quorum to be present at a meeting of the Board of Directors, a majority of directors must be present and the number of NACS Directors present must be greater than the number of Board of Advisors Directors present.

(b) Each member of the Board of Directors shall have one (1) vote at any meeting of the Board of Directors. No proxy votes shall be permitted. A majority vote of a properly formed quorum shall constitute a duly authorized action by the Board of Directors.

(c) Any member of the Board of Directors who fails to participate in three consecutive meetings, one of which must be in person, must relinquish his or her seat on the Board of Directors. The Board of Directors may make an exception for illness or unusual personal circumstances that cause the absence. Directors of the Board of Directors may send a formal designee to meetings of the Board of Directors, but the designee may not vote and shall not be counted for purposes of a quorum. Designee attendance at meetings of the Board of Directors does not count toward the number of meetings of the Board of Directors that such member of the Board of Directors has attended.

(d) Any member of the Board of Directors present at a meeting of the Board of Directors shall be presumed to have assented to any action taken at such meeting unless such director's dissent is entered in the minutes of the meeting or unless the member of the Board of Directors shall file his or her written dissent to such action with the person acting as the secretary (or other designated officer) of the meeting of the Board of Directors at the meeting or immediately after the adjournment thereof. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 5.9 - Minutes of the Board of Directors

The Board of Directors shall cause to be kept a complete record of all minutes of the Board of Directors. The Board of Directors shall present a full report at the Annual Meeting of the General Assembly showing in detail the assets and liabilities of the Organization and generally the condition of the Organization's business affairs.

Section 5.10 - Electronic Votes

Any vote to be taken by the Board of Directors may be conducted electronically, so long as the required notice is given. The Board of Directors shall determine the procedures to be followed for such electronic votes, so long as they are consistent with these Amended and Restated Bylaws.

Section 5.11 - Action by Board of Directors in Lieu of a Meeting

Unless otherwise restricted by the Articles of Incorporation, as amended, or these Amended and Restated Bylaws, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if all directors of the Board of Directors consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the directors of the Board of Directors shall be filed with the minutes of the Board of Directors or filed with the corporate records reflecting the action taken.

Section 5.12 - Number and Qualifications of Officers

(a) NACS Directors shall elect or appoint a Chair of the Board of Directors from among themselves, and the Board of Directors shall elect or appoint an Executive Director, Vice Chair, Treasurer, and such other officers and assistant officers as may be deemed necessary. One person may hold more than one office at a time, except that the Chair and the Executive Director shall hold no other office.

(b) Officers, or any other agent of the Board of Directors, may be removed at any time, with or without cause, by a vote of a majority of the votes cast by the Board of Directors at a Special Board Meeting, subject to the contractual rights, if any, of the person so removed. Appointment of an officer or agent shall not create any contract rights. In the case of removal or vacancy in any office, the Board of Directors shall fill such vacancy by appointment for the unexpired portion of the term in accordance with Section 5.5.

Section 5.13 - Chair

The Chair of the Board of Directors shall preside over all meetings of the Board of Directors.

Section 5.14 - Vice-Chair

The Vice-Chair shall assume the duties of the Chair of the Board of Directors in the absence of the Chair of the Board of Directors.

Section 5.15 - Treasurer

The Treasurer shall perform, or cause to be performed, the following duties of the Treasurer of the Board of Directors:

(i) timely collection of financial statements for review; (ii) review and recommendation of acceptance of financial audits; and (iii) reporting of financials at the Annual Meeting of the General Assembly.

The Treasurer need not be a member of the Board of Directors.

Section 5.16 - Executive Director

The Executive Director shall be the chief executive officer of the Organization and shall perform such duties as shall be designated and approved by the Board of Directors or by the Board of Advisors, provided that such designations are consistent with and ratified by the Board of Directors. The Executive Director shall report to the Board of Directors and the Board of Advisors. The Executive Director shall be employed by the Organization for compensation to be fixed by the Board of Directors. The Board of Directors also shall determine all terms and conditions of employment of the Executive Director, which shall be embodied in a written contract subject to the approval of the Board of Directors. Subject to the discretion and supervision of the Board of Directors, the Executive Director shall have the authority to perform the duties specified by the Board of Directors, including but not limited to, responsibility

for the daily management of the Organization and general supervision of all its agents and employees, ensuring that all orders and resolutions of the Board of Directors and the Board of Advisors are carried out, and discharging such other duties as prescribed by the Board of Directors or the Board of Advisors. The Executive Director shall have the authority to bind the Organization on any contract, and to engage in any other actions permitted by law or usage, or by action of the Board of Directors or the Board of Advisors. The Executive Director shall be an ex officio member of the Board of Advisors, as well as of all committees, subcommittees, and working groups established by the Board of Advisors.

Section 5.17 - Managing Director

At the discretion of the Executive Director and the Board of Directors, a Managing Director may be employed to perform organization operations oversight. The Managing Director shall report to the Executive Director.

ARTICLE VI BOARD OF ADVISORS

Section 6.1 - General Powers; Duties

Except as otherwise provided in the Articles of Incorporation or these Amended and Restated Bylaws, and subject to the oversight of the Board of Directors, the Board of Advisors shall have authority for the supervision, control, direction and responsibility for the affairs of the Organization, including but not limited to the management of any intellectual property assets, collection and disbursement of funds, election and/or appointment of certain officers, and the creation of any standing or ad hoc committees, subcommittees, and working groups necessary to carry out the purposes of the Organization. Except as set forth in Article V above, the Board of Advisors shall determine Organization policy, except as otherwise provided by the Virginia Nonstock Corporation Act (Code of Virginia, Title 13.1, Chapter 10, as amended), in the Articles of Incorporation, as amended, or in these Amended and Restated Bylaws, and shall adopt such rules and regulations for its conduct as it deems advisable. Except as set forth in Article V above, in the execution of these powers, the Board of Advisors may appoint such agents, as it shall consider necessary and delegate such responsibility for carrying out its functions to such agents, but the Board of Advisors itself shall always remain accountable to the membership from whom its powers derive. The Board of Advisors shall report to the Board of Directors on a regular and consistent basis so as to provide the Board of Directors the ability to oversee the Board of Advisors.

Section 6.2 - Number

The number of members of the Board of Advisors of the Organization shall consist of not more than fifteen voting members, consisting of the Chair, the Vice Chair, the most recent outgoing Chair willing to serve (the "**Past Chair**"), the Secretary, the chair of the Technical Advisory Committee, one at-large seat, and up to nine chairs of the business and technical committees elected pursuant to the provisions of Section 6.4. If there are fewer than nine business and technical committee chairs, and if deemed advisable by the Board of Advisors, the remaining board positions shall be filled by Gold At-Large committee members. If there are more than nine business and technical committee chairs, the Nominating Committee as defined in Section 6.4(b) shall nominate an appropriate number of committee chairs to serve on the Board of Advisors on as balanced a basis between business and technical committees as possible. All directors on the Board of Advisors shall serve without compensation. At all times, at least one-third of the Board of Advisors must be comprised of Gold members who are members of the transportation energy and convenience retail industries. The number of directors of the Board of Advisors may be increased or decreased from time to time by amendment to these Amended and Restated Bylaws. No decrease in the number of directors of the Board of Advisors shall have the effect of shortening the term of any incumbent member of the Board of Advisors.

Section 6.3 - Terms

The term of office for each member of the Board of Advisors shall be two (2) years except as provided for in Section 6.4(d) and until his or her successor has been elected and qualified with no limitation on the number of consecutive terms any member of the Board of Advisors may serve.

Section 6.4 - Elections

(a) Only individuals who are employed by a Gold member or are Gold members in their own name or through a partnership, so long as such Gold member is in good standing, are eligible to be elected as a member of the Board of Advisors of the Organization. No more than one individual from each Gold member may serve as a member of the Board of Advisors at one time.

(b) A slate of candidates for the Board of Advisor positions (Vice Chair, Secretary, Technical Advisory Committee Chair, and Business Committee Chairs) elected by the General Assembly shall be selected by the Nominating Committee. The Nominating Committee shall be comprised of the Chair, the Vice Chair, the Past Chair, the Executive Director, and the Managing Director.

(c) The Organization must submit all nominations to each Gold member in good standing at least fourteen (14) days prior to the election, whether it is held at the Annual Meeting of the General Assembly, or electronically. Following such publication of the nominations by the Organization, any eligible and qualified Gold member may add to the slate of candidates by submitting such nominations to the Organization no later than seven (7) days prior to the election, and the Organization shall re-publish the amended list of nominees to the Gold members in good standing at least five (5) days prior to the election.

(d) The Vice Chair of the Board of Advisors shall be elected by the General Assembly annually for a one (1) year term. The Vice Chair of the Board of Advisors will become the Chair of the Board of Advisors for a one (1) year term at the conclusion of his/her term as Vice Chair. The Chair of the Board of Advisors will become the Past Chair of the Board of Advisors for a one (1) year term at the conclusion of his/her term as Chair.

(e) The Secretary of the Board of Advisors should be elected bi-annually by the General Assembly with no limitation on the number of consecutive terms he or she may serve.

Section 6.5 - Removal

A member of the Board of Advisors may be removed from the Board of Advisors at any time, with or without cause, by a three-quarters (3/4) vote of the remaining members of the Board of Advisors at a duly held meeting. The Board of Advisors must provide adequate notice of the charges to the member of the Board of Advisors in question, and the member of the Board of Advisors in question must be given the opportunity to defend against the charges before the Board of Advisors, including the presence of an attorney, if one is requested. Such removal shall result in a vacancy as treated below.

Section 6.6 - Resignations and Vacancies

(a) Any member of the Board of Advisors may resign at any time by giving written notice thereof to the Organization and such resignation shall take effect at the time specified. Upon the resignation of a member of the Board of Advisors, or if there is a vacancy for any other reason, including death, retirement or removal, the Board of Advisors may appoint or elect a successor certified representative to fill the vacant seat in accordance with these Amended and Restated Bylaws.

(b) If a member of the Board of Advisors is no longer employed by the Gold member or Gold member that has certified his or her participation, so long as the individual becomes employed by another Gold member, he or she may serve out the remainder of his or her term on the Board of Advisors as the representative of the new member. However, in the event that the member of the Board of Advisors is not so employed, or has not become a Gold member on his or her own, the seat automatically becomes vacant and such vacant seat shall be filled in accordance with this Section 6.6.

Section 6.7 - Meetings of the Board of Advisors

- (a) The Board of Advisors shall meet at least two (2) times each year, including at the Annual Meeting. The Chair of the Board of Advisors shall designate the time and place for these meetings, as well as for other additional meetings of the Board of Advisors that may be called from time to time at the request of three (3) Directors of the Board of Advisors or by the Organization.
- (b) Written notice of the date, time, place, and specific purpose(s) for meetings of the Board of Advisors shall be sent by email at least ten (10) days in advance of each such meeting. If necessary for the efficient operation of the Board of Advisors, special meetings may be held through conference calls, so long as notice is given to each member of the Board of Advisors at least five (5) days in advance. Similarly, the Board of Advisors may conduct business, including holding elections, by electronic ballots, so long as notice is given to each member of the Board of Advisors at least five (5) days in advance.
- (c) Unless otherwise required by law or by the Articles of Incorporation, as amended, or by these Amended and Restated Bylaws, a simple majority of the Board of Advisors then in office shall constitute a quorum at any meeting of the Board of Advisors.
- (d) Each member of the Board of Advisors shall have one (1) vote at any meeting of the Board of Advisors. No proxy votes shall be permitted. A majority vote of a properly formed quorum shall constitute a duly authorized action by the Board of Advisors.
- (e) Any member of the Board of Advisors who fails to participate in two meetings, one of which must be in person, within his/her elected term must submit his or her resignation letter for consideration by the Board of Advisors. The Board of Advisors may make an exception for illness or unusual personal circumstances that cause the absence. Members of the Board of Advisors may send a formal designee to meetings of the Board of Advisors, but the designee may not vote and shall not be counted for purposes of a quorum. Designee attendance at meetings of the Board of Advisors does not count toward the number of meetings of the Board of Advisors that such member of the Board of Advisors has attended.
- (f) Any member of the Board of Advisors present at a meeting of the Board of Advisors shall be presumed to have assented to any action taken at such meeting unless such member's dissent is entered in the minutes of the meeting or unless the member of the Board of Advisors shall file his or her written dissent to such action with the person acting as the secretary (or other designated officer) of the meeting of the Board of Advisors at the meeting or immediately after the adjournment thereof. Such right to dissent shall not apply to a member of the Board of Advisors who voted in favor of such action.

Section 6.8 - Minutes of the Board of Advisors

The Board of Advisors shall cause to be kept a complete record of all minutes of the Board of Advisors, including minutes of an executive session held by the Board of Advisors, which shall be kept separate from the minutes of regular meetings and treated as confidential. The Board of Advisors shall recommend to the Board of Directors content to present at the Annual Meeting of the General Assembly on the activities of the Board of Advisors.

Section 6.9 - Electronic Votes

Any vote to be taken by the Board of Advisors may be conducted electronically, so long as the required notice is given. The Board of Advisors shall determine the procedures to be followed for such electronic votes, so long as they are consistent with these Amended and Restated Bylaws.

Section 6.10 - Action by Board of Advisors in Lieu of a Meeting

Unless otherwise restricted by the Articles of Incorporation, as amended, or these Amended and Restated Bylaws, any action required or permitted to be taken at a meeting of the Board of Advisors may be taken without a meeting if all Directors of the Board of Advisors consent in writing to the adoption of a resolution authorizing the action. The resolution and written consents thereto by the Directors of the Board of Advisors shall be filed with the minutes of the Board of Advisors or filed with the corporate records reflecting the action taken.

Section 6.11 - Number and Qualifications of Officers and Agents

(a) The officers of the Board of Advisors shall consist of a Chair, a Vice Chair, Past Chair, and a Secretary, each of which is designated pursuant to Section 6.4, and the Executive Director, who shall be elected by the Board of Directors. The Board of Advisors may also appoint such other officers, assistant officers, and agents, as it may consider necessary. One person may hold more than one office at a time. Officers of the Board of Advisors, except the Executive Director who shall be designated pursuant to Section 5.17, shall be designated pursuant to the provisions of Section 6.4; except that only Gold retail members shall be eligible to serve as Chair and Vice Chair.

(b) Officers, or any other agent of the Board of Advisors, may be removed at any time, with or without cause, by a vote of two-thirds (2/3) of the votes cast by the Board of Advisors at a Special Board Meeting, subject to the contractual rights, if any, of the person so removed. Appointment of an officer or agent shall not create any contract rights. In the case of removal or vacancy in any office, the Board of Advisors shall fill such vacancy by appointment for the unexpired portion of the term in accordance with Section 6.6.

Section 6.12 - Chair

The Chair of the Board of Advisors shall be designated in the manner provided in Section 6.4. He or she shall preside over all meetings of the Board of Advisors and meetings of the General Assembly. Except as otherwise provided in these Amended and Restated Bylaws, the Chair of the Board of Advisors shall coordinate with the Executive Director in managing the daily affairs of the Organization and shall have the authority to delegate any of his or her authority. Upon the expiration of his or her term, the Chair of the Board of Advisors shall be entitled to continue to serve as the Past Chair of the Board of Advisors as provided in Section 6.4. The Past Chair of the Board of Advisors shall serve as Chair of the Nominating Committee.

Section 6.13 - Executive Director

The Executive Director shall have the duties described in Section 5.17.

Section 6.14 - Vice Chair

The Vice Chair of the Board of Advisors shall be designated in the manner provided in Section 6.4. He or she shall assume the duties of the Chair of the Board of Advisors in the absence of the Chair of the Board of Advisors and shall coordinate the membership activities of the Organization. Should the office of the Chair of the Board of Advisors become vacant for any reason, the Vice Chair of the Board of Advisors shall become the Chair of the Board of Advisors for the unexpired portion of the term. At the conclusion of the term of the then Chair, the Vice Chair shall assume the role of Chair for a one (1) year term.

Section 6.15 - Secretary

The Secretary of the Board of Advisors shall be designated in the manner provided in Section 6.4 for a term of two years. The Secretary of the Board of Advisors, or his or her designee, shall perform, or cause to be performed, the following duties: (i) keep the minutes of the proceedings of the Board of Advisors and the General Assembly; (ii) ensure that all notices (other than notices to the Board of Directors) are duly given in accordance with the provisions of these Amended and Restated Bylaws or as required by law; and (iii) in general, perform all duties incident to the office of Secretary of the Board of Advisors and such other duties as from time to time may be assigned to the Secretary of the Board of Advisors by the Chair of the Board of Advisors or by the Board of Advisors.

ARTICLE VII BUSINESS AND TECHNICAL COMMITTEES

Section 7.1 - Business Committees

The Board of Advisors shall appoint those standing business committees which it sees fit pursuant to Section 6.1 to handle specific business affairs of the Organization and provide to each such committee that authority which it deems appropriate. Each standing committee shall be chaired by a Gold member, who shall be required to call meetings either in-person or via teleconference quarterly, including an in-person meeting at the Conexus Annual Conference.

If the Business Committee chair fails to call the required meetings, this may result in replacement of the chair. Membership on the Board of Advisors shall not be a requirement for serving on a standing business committee. The General Assembly shall bi-annually elect a chair for each of these committees. The Board of Advisors may from time to time change the name, mission and/or function of any of these committees. The Technology Research Committee shall be allowed to invite a limited number of non-members as Subject Matter Experts (SMEs) who may participate in Committee meetings and/or events for up to one year; provided, however, that such SMEs shall have no membership rights. To the extent practicable the committee chairs will be elected on a staggered basis to minimize simultaneous leadership changes. In addition, the following standing committees shall handle other specific functions as designated in Article VI: (1) the Nominating Committee.

Section 7.2 - Technical Committees

The Board of Advisors shall appoint those standing technical committees which it sees fit pursuant to Section 6.1 to handle specific technical standards areas of the Organization and provide to each such committee that authority which it deems appropriate. Each standing committee shall be chaired by a Gold member. Membership on the Board of Advisors shall not be a requirement for serving on a standing technical committee. Each of these committees bi-annually shall elect a chair. The Board of Advisors may from time to time change the name, mission and/or function of any of these committees. To the extent practicable, the committees will elect their chairs on a staggered basis to minimize simultaneous leadership changes.

ARTICLE VIII INDEMNIFICATION AND INSURANCE

Section 8.1 - Indemnification

The Organization shall indemnify any Officer, member of the Board of Directors and member of the Board of Advisors against all expenses and liabilities, including counsel fees reasonably incurred in connection with any proceeding to which such person is a party, or in which such person may be involved by reason of his or her status as an Officer, member of the Board of Directors or member of the Board of Advisors, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duties to the Organization. This provision shall be deemed to cover former Officers, members of the Board of Directors and members of the Board of Advisors, their heirs, executors, or administrators, to the extent that the claims against them arose during their terms in office, they were operating within the scope of their duties, and they are not found to have engaged in willful misfeasance or malfeasance in the performance of those duties. The Organization also may indemnify, at the discretion of the Board of Directors, any individual acting on behalf of the Organization, in accordance with the laws of the Commonwealth of Virginia.

Section 8.2 - Insurance

The Organization, at the discretion of the Board of Directors, may purchase or maintain insurance on behalf of any person who is or was a member of the Board of Directors, member of the Board of Advisors, Officer, employee, or agent of the Organization, or was serving in such capacity for another entity at the request of the Organization, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Organization would have the power to indemnify him or her against such liability under such Section 8.1.

ARTICLE IX AMENDMENTS

Section 9.1 - Except as otherwise provided by the Articles of Incorporation, as amended, or by applicable law, these Amended and Restated Bylaws may be altered, amended, or repealed, in whole or in part, by the Board of Directors.

Section 9.2 - All approved changes will be distributed to the entire membership via posting on its website within fifteen (15) business days of the Board of Directors vote.

Section 9.3 - All restrictions, limitations, requirements, and other provisions of these Amended and Restated Bylaws shall be construed, insofar as possible, as supplemental and additional to all provisions of law applicable to the subject matter thereof and shall be fully complied with in addition to the said provisions of law unless such compliance shall be illegal.

ARTICLE X DISSOLUTION

Section 10.1 - A vote recommending dissolution of the Organization shall require approval of a majority of all votes cast by Gold members in attendance at a duly called meeting of the General Assembly at which a quorum exists.

Section 10.2 - The Organization shall use its funds only to accomplish the purposes specified in these Amended and Restated Bylaws, and no part of such funds shall inure to the benefit of or be distributed to the members upon dissolution.

Section 10.3 - Upon dissolution of the Organization, any funds remaining shall be distributed to qualified organizations in accordance with the federal and state laws, which shall be selected by the Board of Directors.

ARTICLE XI MISCELLANEOUS

Section 11.1 - Seal, Official Records

The official seal of the Organization shall set forth the name of the Organization and shall contain the words "seal" and "Incorporated." All books and records of the Organization may be inspected by any member of the Board of Directors, any member of the Board of Advisors, or any Member, or such Director's, Advisor's, Member's authorized agent or attorney, for any proper purpose at all reasonable times.

Section 11.2 - Fiscal Year

The fiscal year of the Organization shall be as established by the Board of Directors.

Section 11.3 - Loans to Trustees and Officers Prohibited

No loans shall be made by the Organization to any (i) members of the Board of Directors, (ii) members of the Board of Advisors, (iii) officers, or (iv) agents, including to any employees who serve in such positions. No loans shall be made by the Organization to any employees without prior approval of the Board of Directors. Any Director, Advisor, officer, employee, or agent who assents to or participates in the making of any such loan shall be liable to the Organization for the amount of such loan until it is repaid.

Section 11.4 - Bylaws Interpretations and Severability

In case of a conflict between provisions of these Amended and Restated Bylaws, the more specific provision shall prevail over the more general one. Any article, section, subsection, subdivision, sentence, clause, or phrase of these Amended and Restated Bylaws which, upon being construed in the manner provided in this section, shall be contrary to or inconsistent with any applicable provision of law, shall not apply so long as said provisions of law shall remain in effect, but such result shall not affect the validity or applicability of any other portions of these Amended and Restated Bylaws, it being hereby declared that these Amended and Restated Bylaws and each article, section, subsection, subdivision, sentence, clause, or phrase thereof, would have been adopted irrespective of the fact that any one or more articles, sections, subsections, subdivisions, sentences, clauses, or phrases is or are illegal.

Section 11.5 - Common Directors and Related Transactions

No contract or other transaction between the Organization and one or more of its members of the Board of Directors or Board of Advisors or any other corporation, firm, association, or entity in which one or more of its directors or advisors are trustees, directors, or officers or are financially interested shall be either void or voidable because of such relationship or interest, or because such directors, advisor or advisors are present at the meeting of the Board of Directors or the Board of Advisors, or a committee thereof which authorizes, approves, or ratifies the contract or transaction, or because his or their votes are counted for such purpose if: (i) the fact of such relationship or interest is disclosed or known to the Board of Directors, Board of Advisors, or committee which authorizes, approves, or ratifies the contract or transaction; or (ii) the contract or transaction is fair and reasonable to the Organization. Common or interested directors or advisors may be counted in determining the presence of a quorum at a meeting of the Board of Directors, Board of Advisors, or committee thereof which authorizes, approves, or ratifies such contract or transaction.

Section 11.6 - Rules

At all official meetings or deliberations of the Organization, "Robert's Rules of Order -- Revised" shall control all parliamentary procedures.