

**BYLAWS
OF THE
AUTOMOTIVE OIL CHANGE ASSOCIATION, INC.**

as adopted March 9, 2015

ARTICLE I - NAME

Section 1: Name

The name of the Association shall be the Automotive Oil Change Association, Inc. (hereinafter referred to as the "Association").

Section 2: Offices

The Association may have one or more offices in such place or places as the Board of Directors may designate or the affairs of the Association may require.

ARTICLE II - PURPOSES

The purpose of the Association is the advancement of the fast lube industry, generally described as those who provide convenient automotive oil changes and other automotive services, and to enhance the competency of fast lube owners and their employees through education and training. The Association also seeks to enhance the image of, and business climate for, the fast lube industry through a public information program.

ARTICLE III - MEMBERSHIP

The Association shall have two (2) classes of membership.

Section 1: Operator Members

Any natural person or business organization not owned or controlled by a major supplier to the industry, which is involved in providing convenient automotive oil changes and other automotive services, known in some circumstances as fast lube shops, may be admitted as an Operator Member of the Association.

Section 2: Vendor Members

Any natural person or business organization that supplies or distributes products or services utilized by the fast lube industry may be admitted as a Vendor Member of the Association.

Section 3: Application and Election of Members

Any natural person or business organization eligible for membership under these Bylaws and the Board-approved criteria shall become a member upon receipt of completed application and timely payment of required fees. The Board of Directors may amend the membership criteria and application process from time-to-time.

Section 4: Resignation

Any member may resign from the Association by submitting a written resignation to the Secretary. A member's resignation does not relieve the member of any obligations to pay any initiating fees, special assessments, dues, or subscriptions that had accrued and were unpaid prior to the effective date of resignation.

Section 5: Suspension or Termination of Members

The Board of Directors may suspend or expel a member from the Association only if at least eight (8) Directors vote that the Member's membership is likely to compromise or impede the goals and objectives of the Association. The affected Member will be afforded an opportunity to address the Board of Directors prior to the Board's vote on the Member's membership.

Section 6: Reinstatement

A former member may submit a written request for reinstatement of membership. The Board of Directors may reinstate membership on any reasonable terms that the Board deems appropriate.

ARTICLE IV - MEMBERSHIP DUES AND FEES

The Board of Directors may set and change the amount of any initiating fee, special assessment, dues, and subscription payable to the Association by members. Initiating fees, special assessments, and dues are non-refundable. The membership of any member whose initiating fees, special assessments, dues, or subscriptions have not been received by the Association within thirty (30) days after they are due is automatically cancelled, subject to reinstatement as set forth above in Section 6.

ARTICLE V - MEETINGS OF MEMBERS

Section 1: Annual Meeting

The annual membership meeting shall be held at a time and place to be determined by the

Board of Directors. The purpose of the annual membership meeting is to transact such business as may come before the meeting.

Section 2: Special Meetings

Special membership meetings may be called by the President at the request of a majority of the Board of Directors, or upon a written demand signed by no less than fifty (50) percent of members, which demand must state the purpose of the proposed meeting. Special membership meetings will be held at a time and place to be determined by the Board of Directors.

Section 3: Notice of Meetings

Written notice of any membership meeting, including the annual membership meeting, shall be sent to all members no less than ten (10) days before the date of the meeting. The notice shall state the place, day, and time of the meeting, who called the meeting, and the general purpose or purposes for which the meeting is called. Notice shall be given by or at the direction of the President or Secretary of the Association.

Section 4: Quorum

Ten (10) percent of all members constitute a quorum at any meeting, but a lesser number may adjourn such a meeting. Members present at any meeting may continue to transact business even if some members leave the meeting before votes are taken.

Section 5: Voting

Each membership is entitled to one (1) vote on each matter submitted to a vote of the members. A majority of voting members present at a meeting at which a quorum is present is sufficient to constitute the act of the membership unless the vote of a greater number is required by law or the Bylaws. Proxy voting is not allowed.

Section 6: Voting by Mail, Facsimile, or Email

The Board of Directors may authorize members to vote by mail, facsimile, or electronic means on the election of Directors or on any other matter that may be voted on by the members. Twenty (20) percent of members who vote constitute a quorum on any matter to be voted on by mail, facsimile, or electronic means. A majority of these voting members is sufficient to constitute the act of the membership unless the vote of a greater number is required by law or these Bylaws.

ARTICLE VI - DIRECTORS

Section 1: Management

The business and affairs of the Association shall be managed by the Board of Directors who shall exercise all such powers of the Association and do all such lawful acts and things as are not (by statute or by the Articles of Incorporation or by these Bylaws) directed or required to be exercised or done by the members. The Board of Directors may hire an Executive Director or equivalent professional(s) to oversee and administer the day-to-day operations of the Association on its behalf and under its supervision.

Section 2: Number, Vote, Election, and Term

The Board of Directors shall consist of eleven (11) members, including eight (8) Operator Directors and three (3) Vendor Directors, each of whom will have an equal vote on all matters to come before the Board of Directors. Election of Directors shall take place once every year at the annual membership meeting. Directors shall serve for a term of two (2) years commencing at the end of the annual membership meeting, except that one (1) year terms may be utilized to achieve a staggering of terms. The immediate Past President of the Association shall continue as an Officer for a period of one (1) year following the conclusion of his or her term of office as President. An individual shall serve no more than six (6) consecutive years as a Director, including service as an Officer.

Section 3: Eligibility of Directors

A Director of the Association must be actively engaged in the business of an Operator or Vendor Member and a principal or officer of such Operator or Vendor Member. If any Director ceases to be actively engaged in the business of an Operator or Vendor Member, he or she automatically ceases to be a Director. No more than one (1) Director shall be associated with or employed by any Operator or Vendor Member who shares a common parent company or operates under the same license.

Section 4: Change in Number

The number of Operator and Vendor Directors may be increased or decreased from time-to-time by amendment to these Bylaws but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at an annual membership meeting or at a special membership meeting called for that purpose. A vacancy in the Board of Directors for any reason shall not render the Board unable to conduct business during the period of such vacancy.

Section 5: Compensation

Directors shall not receive compensation for their services as Directors. However, the Board of Directors may adopt and amend an expense reimbursement policy not inconsistent with the statutes, Articles of Incorporation, or these Bylaws.

Section 6: Removal

Any Director may be removed by the Board of Directors from his or her position only if at least two-thirds (2/3) of the eleven (11) Directors, rounded to the nearest whole number, votes that the individual is likely to compromise or impede the goals and objectives of the Association. If an Officer's position is at risk, that Officer will be afforded an opportunity to address the Board of Directors prior to the Board's vote on the matter.

Section 7: Vacancies

Any vacancy occurring in the Board of Directors (by death, resignation, removal, or otherwise) may be filled by an affirmative vote of a majority of the remaining Directors. A Director appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. A Director appointed to fill a vacancy is not deemed to have been elected to the Board of Directors and may be elected for a first term at the conclusion of his or her predecessor's term.

Section 8: Quorum

A majority of all Directors constitutes a quorum at any meeting for the transaction of business. If a quorum is not present at a meeting of the Board of Directors, the Directors shall adjourn the meeting until a quorum is present.

Section 9: Voting

A majority of Directors present at a meeting at which a quorum is present is sufficient to constitute the act of the Board of Directors, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.

Section 10: First Meetings

The first meeting of a newly-elected Board of Directors shall be held without further notice immediately following the annual membership meeting, and at the same place, unless by unanimous consent of the Directors then elected and serving, the time or place is changed.

Section 11: Regular Meetings

Regular meetings of the Board of Directors may be held without notice at such time and

place as may from time-to-time be determined by the Board of Directors.

Section 12: Special Meetings

Special meetings of the Board of Directors may be called by the President or at the request of any three (3) members of the Board of Directors. Written notice of a special meeting shall be given to each Director at least three (3) days prior to the date set for such meeting, stating the time, place, and purposes thereof. Any Director may waive notice of any meeting. Neither the business to be transacted at, nor the purpose of, any regular meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these By-Laws. The President may, if the circumstances reasonably warrant it, call special meetings of the Board without three (3) days prior notice, provided reasonable effort is made to notify all Directors and the meeting time and place is such that all Directors have a reasonable opportunity to attend.

Section 13: Meeting by Remote Communications Technology

A meeting of the Board of Directors may be held by means of a remote electronic communications system including telephone, videoconferencing technology, or the internet only if each person entitled to participate in the meeting consents to the meeting being held by means of that system and the system provides access to the meeting in a manner or method by which each person participating in the meeting can communicate concurrently with each other participant. Such participation in a meeting constitutes presence, in person, at a meeting.

Section 14: Board Action without a Meeting of Directors

Any lawful action that may be taken by the Board of Directors may be taken without a meeting if a written consent, stating the action to be taken, is signed by the number of Directors necessary to take that action at a meeting at which all of the Directors are present and voting. Prompt notice of the taking of an action by Directors without a meeting by less than unanimous written consent will be given to each Director who did not consent in writing to the action.

Section 15: Minutes

The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be kept in the permanent files of the Association.

Section 16: Annual Audit

The Board of Directors shall annually engage an outside accounting firm to conduct a full

audit of the Association's financial books and records. The audited financial statements and accompanying information shall be made available to members upon request.

ARTICLE VII - OFFICERS

Section 1: Number, Election, and Term

The Officers of the Association shall consist of the President, Vice President, immediate Past President, Secretary, and Treasurer. Election of Officers by the Board of Directors will take place once every year at the First Meeting of the Board of Directors as referenced in Article VI, Section 10. The Vice President and President shall serve for a term of one (1) year commencing at the end of the annual meeting and shall not be re-elected. The Vice President automatically succeeds to the office of the President. The Secretary and Treasurer shall serve for a term of one (1) year commencing at the end of the annual meeting and may be re-elected. The immediate Past President shall serve for a term of one (1) year and shall not be re-elected. Any two or more offices, other than the offices of President and Secretary, may be held by the same person. Each Officer shall hold office until his or her successor has been duly elected. Vendor Directors may serve as an Officer, but only as Secretary or Treasurer.

Section 2: Removal

An Officer may be removed from his or her position only if two-thirds (2/3) of the eleven (11) Directors, rounded to the nearest whole number, votes that that individual's continuing in his or her position is likely to compromise or impede the goals and objectives of the Association. If an Officer's position is at risk, that Officer shall be afforded an opportunity to address the Board of Directors prior to the Board's vote on the matter.

Section 3: Vacancies

Any vacancy occurring in any office (by death, resignation, removal, or otherwise) may be filled by an affirmative vote of a majority of the Board of Directors. An Officer appointed to fill a vacancy shall serve for the unexpired term of his or her predecessor in office. An Officer appointed to fill a vacancy is not deemed to have been elected to the Officer position and may be elected for a first term at the conclusion of his or her predecessor's term.

Section 4: Authority

Officers shall have such authority and perform such duties in the management of the Association as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

Section 5: President

The President presides at all meetings, including meetings of the Association and of the Board of Directors, and is a member ex-officio of all committees not referenced in these Bylaws. Unless otherwise set forth in these Bylaws, the President appoints the chairperson(s) of all committees. The President or his or her designee shall sign all contracts of the Association. He or she may also, at the annual membership meeting and such other times as he or she deems proper, communicate to the Association or to the Board of Directors such matters and make suggestions as may in his or her opinion tend to promote the welfare and increase the usefulness of the Association and perform such other duties as are necessarily incident to the office of the President or as may be prescribed by the Board of Directors.

Section 6: Vice President

The Vice President, unless otherwise determined by the Board of Directors, shall in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. He or she shall perform such other duties, and have such other authority and powers as the Board of Directors may from time-to-time prescribe or as the President may from time-to-time delegate.

Section 7: Secretary

The Secretary shall prepare the minutes of the meetings of the Association and Board of Directors, safeguard the records of the Association, and assume such other duties as designated to him or her by the President or the Board of Directors. The Secretary, with the approval of the Board of Directors, may appoint an assistant to whom he or she may delegate any duties.

Section 8: Treasurer

The Treasurer presents an itemized report of all receipts and expenditures to the Association assembled at its annual membership meeting or at such times as the President or the Board of Directors may direct and assists in financial decisions as the Board directs. The Treasurer, with the approval of the Board of Directors, may appoint an assistant to whom he or she may delegate any duties.

ARTICLE VIII - COMMITTEES

Section 1: Executive Committee

The Executive Committee shall consist of the President, Vice President, immediate Past President, Secretary, and Treasurer. No Member company shall have more than one representative on the Executive Committee. The Executive Committee has the authority to

manage the affairs of the Association in between meetings of the Board of Directors but may only do so by unanimous vote among Officers. Meetings may be called by the President or by three Executive Committee members.

Section 2: Finance Committee

The Finance Committee shall be chaired by the Treasurer. The President and the Convention Committee Chairperson(s), if such committee exists, shall also serve on the committee. Other Association members may be appointed to the committee by the Treasurer. The committee is responsible for assisting staff with annual budget preparation, establishing policies and procedures for processing day-to-day accounting and overseeing the same, vet accounting firms for board selection, oversee annual review of Association financial systems and reporting practices, and oversee performance of Association investments.

Section 3: Nominating Committee

The Nominating Committee shall be chaired by the Vice President. The Board of Directors shall determine criteria for service on the Board of Directors, which may be amended from time to time. The Nominating Committee shall consist of no less than (3) and no more than (5) members appointed by the Board of Directors and must include the President, Vice President, and (1) one Vendor Director. Election of Directors by the membership shall take place once every year at the annual membership meeting. The Nominating Committee will solicit nominations from the membership for all open Director positions. Members may nominate themselves or others for open Director positions, including current Directors whose terms are ending and who have not served for the maximum number of consecutive years. The Nominating Committee shall vet nominees and present a slate of candidates, as applicable, for each Director position to the Board of Directors for approval or rejection. Once the slate is approved by the Board of Directors, the Nominating Committee shall present the ballot to members. Should the ballot contain more candidates than positions available, the candidate that receives the most votes for each Director position shall become Director for the term commencing immediately at the end of the annual membership meeting.

Section 4: Other Committees

The Board of Directors may, from time to time, appoint by resolution such committees as it deems necessary for the proper conduct of the affairs of the Association. Members of each such committee must be members of the Association. The chairperson(s) of each committee created by this section shall be responsible for appointing and removing its members.

Section 5: Removal

Any member of a committee not referenced in these Bylaws may be removed by the Board of Directors prior to the expiration of his or her term whenever in the Board of Director's judgment the best interest of the Association shall be served by such removal.

Section 6: Scope of Responsibility

All committees are responsible to, report to, and work under the direction of the Board of Directors within the scope defined for each such committee by the Board.

Section 7: Quorum and Voting:

At all meetings of any committee a majority of the members of such committee constitutes a quorum. A majority of committee members present at a meeting is sufficient to constitute the act of the committee, except as otherwise specifically provided by statute, the Articles of Incorporation, or these Bylaws.

Section 8: Vacancies:

Vacancies in the membership of any committee, other than the standing committees referenced in these Bylaws, may be filled in the same manner as provided in the case of the original appointments.

Section 9: Limitation of Authority

No committee may take or make public any formal action, resolution or in any way commit the Association to a question of policy or financial obligation without first receiving approval of the Board of Directors. Committee budgets must be approved by the Board of Directors. Committees, other than those expressly set forth in these Bylaws, may be discharged by the Board of Directors when their work has been completed or it is deemed appropriate to discontinue the committee.

ARTICLE IX - GENERAL PROVISIONS

Section 1: Books and Records

The Association shall keep correct and complete books and records of account, minutes of the proceedings of its member and Board of Directors meetings, and at its registered office or principal place of business a record of its members giving the names and addresses of all members.

Section 2: Checks and Notes

Checks, demands for money and notes of the Association shall be signed by an Officer(s) or other person(s) designated from time-to-time by the Board of Directors.

Section 3: Indemnification

All Directors and Officers shall be indemnified to the fullest extent allowed by Texas law in accordance with statute, the Articles of Incorporation and all amendments and corrections thereto, and the Association's Bylaws. The Association shall purchase and maintain insurance for the purposes of defending the Association and indemnifying its Directors and Officers in compliance with the Association's governing documents.

ARTICLE X - NOTICE

Section 1: Method

Whenever by statute, the Articles of Incorporation, these Bylaws, or otherwise, notice is required to be given to a member, Director, or committee member, and no provision is made as to how the notice must be given, it is construed to mean personal notice but any such notice may be given: (a) in writing, by mail, postage prepaid, addressed to the member, Director, or committee member, at the address appearing on the books of the association; or (b) in any other method permitted by law, including but not limited to electronic delivery by email or fax. Any notice required or permitted to be given by mail will be deemed given at the time when it is deposited in the United States mail.

Section 2: Waiver

Whenever, by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to a member, committee member, or Director, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated in such notice, will be equivalent to the giving of such notice. Attendance at a meeting constitutes a waiver of notice of such meeting, except where a person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

ARTICLE XI - DISSOLUTION

The Association may use its funds only to accomplish the objectives and purposes specified in these Bylaws, and no part of said funds shall inure, or be distributed to the members of the Association. Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic

organizations recognized under section 501(C)(3) of the United States Internal Revenue Service Code.

ARTICLE XII - BYLAWS

Section 1: Amendment

These Bylaws may be altered, amended, or repealed at any meeting of the Board of Directors at which a quorum is present, by affirmative vote of a majority of the Directors present at such meeting, provided notice of the proposed alteration, amendment or repeal is contained in the notice of the meeting, and must be approved at any membership meeting at which a quorum is present, by the affirmative vote of two-thirds of the members present, provided notice of the proposed alterations, amendments or repeal is contained in the notice of the meeting.