

BYLAWS
OF
ONE-CALL OF WYOMING

July 1, 2001

ARTICLE I - OFFICES

Section 1. Offices The principal offices of the Corporation shall be located within Wyoming at a location decided by the board of directors. The Corporation may also have such other offices at other places within the State of Wyoming as the Board of Directors may from time to time approve.

ARTICLE II – PURPOSE AND GOALS

The purpose and goals of the Corporation shall be in support of activities on behalf of all the members and interested organizations in Wyoming wherein collective rather than individual effort is essential to:

- A. Develop and secure public safety and damage prevention.
- B. Develop, obtain, and perpetuate the greatest degree of responsible, cooperative, and coordinated, lowest cost-effective underground facilities locate notification services – providing one call coverage to all areas of the State of Wyoming.
- C. Encourage development of prudent standards, practices and methods of underground facilities locating that meets or exceeds federal and state law, and development and procurement of ultramodern equipment and systems through conferences, information dissemination, research, training, and other appropriate services under the direction of a representative Board of Directors.

ARTICLE III – MEMBERS

Section 1. Qualification, Membership in the Corporation shall be open to any person, partnership, corporation, association, company, cooperative, municipality, trust, or other organization or entity which:

- a) Has a recognizable interest in the furtherance of the purposes of the Corporation as in the Articles of Incorporation; and
- b) Has tendered for payment fees and dues specified by the Board of Directors pursuant to Article IV of these Bylaws.

Section 2. Classification The membership of the Corporation shall consist of the following:

- a) General Member. An individual, partnership, corporation, association, cooperative, public trust, governmental agency, municipality, or any other owner or operator of underground lines, systems, or other facilities, and appurtenances thereto, located within the State of Wyoming and used for producing, storing, conveying, transmitting, or distributing communications, electricity, power, light, heat, gas, oil, petroleum products, water, steam, sewage, or other commodities or service. In addition, general members may a representative of the Associated General Contractors of Wyoming. Each entity shall be admitted to membership in one of the following classifications:

- i Long-Distance Telephone Communications
- ii Local Telephone Communications
- iii Gas Gathering and Transmission
- iv Gas Distribution
- v Liquids Pipeline Transportation
- vi Electrical Distribution and Transmission
- vii Municipal
- viii Joint Powers Board/User owned (not for profit Water-Sewer-Air facilities)
- ix Excavation Contractors

Applicants may be qualified in more than one classification but, nevertheless, shall be admitted in one classification only.

- b) Sustaining Member. A person, partnership, corporation, association, or other entity who is not eligible for general membership because it does not own or operate service facilities but wishes to promote the purposes and interests of the Corporation.

Section 3. Membership Rights and Privileges

- a) Property Rights. No member of the Corporation shall have any right or interest in or to the property or assets of the Corporation; all property and assets of the Corporation shall be subject to the direction, control of, and expenditure by the General Members and/or Board of Directors of the Corporation in the manner and to the extent provided by the laws of the State of Wyoming, and should the Corporation be liquidated or dissolved or otherwise discontinue activity, the property and assets of the Corporation shall be distributed as provided by law.
- b) Voting. Only General Members of the Corporation in good standing at the time of the meeting shall be entitled to vote at any annual or special meetings of the members of the Corporation. Each General Member of the Corporation is entitled to one (1) vote at any such meeting on all matters submitted or required to be submitted to the membership except votes on the election of directors which will occur pursuant to Article VI, Section 1. A General Member shall be considered in good standing if all fees, charges, dues, and/or assessments by the Board of Directors pursuant to Article IV of these Bylaws are paid in full on or before the meeting.

General members shall appoint the name(s) of their voting delegate(s). Sustaining Members may attend and take part in all annual or special meetings of the Corporation but shall have no voting privileges.

Section 4. Admission, Applications for membership shall be sent to the Executive Director of the Corporation on forms approved by the Board of Directors. The Executive Director shall determine that an applicant is eligible for membership and shall accept the applicant into the appropriate classification. A list of new applicants accepted into membership shall be furnished to the Board of Directors at each regular meeting of such Board.

Section 5. Resignation, Suspension, or Removal

- a) Resignation, Resignation of membership by a General Member shall be by written notice, hand-delivered, sent by mail with proper postage attached thereto or emailed to the Executive Director. Such resignation shall become effective sixty (60) days following the day on which notice is received by the Executive Director. A resigning member shall remain obligated for all assessments for fees and dues made prior to the day on which the notice of resignation is received by the Executive Director. A resignation member shall also remain obligated for all charges for locate calls up to and including the effective date of resignation. A Sustaining Member may resign at any time by written notification delivered to the Executive Director.
- b) Suspension of Voting Privileges, Any member who does not pay any fees or dues as they become due shall have its voting privileges suspended until such fees or dues are paid.
- c) Removal, A member may be removed for compelling cause shown by a majority vote by the Board of Directors. Removal of any member ends all membership and privileges accompanying said membership at once upon the removal. The member is obligated for all fees and dues payable for any preceding years. Fees and dues for the current year shall be prorated to the date of that member's removal, and any advance payment proportionately refunded.

ARTICLE IV – ASSESSMENTS AND FEES

Section 1. Membership Fees and Dues, the Board of Directors shall establish an assessment schedule to be used in assessing General Members with the costs associated with operation of a One-Call Notification Center. Assessment shall be prorated based on the number of months of a new member's first year participation. Assessments and methods of payments shall be made according to resolutions made by the Board of Directors.

Section 2. Dues for Sustaining Members, the Board of Directors shall establish annual dues for Sustaining Members.

Section 3. Modification of Fees, The fees, dues, and assessments in this Article shall be reviewed at least annually by the Board of Directors which shall have the power to change the same. Upon any such modification, notice thereof shall be given to all Members.

ARTICLE V – MEETINGS OF MEMBERS

Section 1. Annual Meetings, The annual meeting of the Members of the Corporation shall be held each year on such date as may be fixed by the Board of Directors. The annual meeting shall be held for the election of directors and the transaction of such other business as may properly come before it. At each such annual meeting, the Board of Directors shall give to the membership a report of the Corporation's business activities during the preceding year and the general financial condition of the Corporation.

Section 2. Special Meetings, Special meetings of the Members may be called at any time by the Chairman of the Board or The Executive Committee. On the written request from at least four percent (4%) of the General Members, the President shall call a meeting of the Members. The place of the meeting shall be designated in the meeting notice. The purpose of the special meeting shall be stated in the notice and no other business shall be transacted.

Section 3. Notice of Meetings, Notice of any meetings, annual or special, shall specify the time, place, and purpose of the meeting and shall be sent to all Members at their respective addresses on the Corporation's records by the Executive Director. Notice for annual meetings shall be sent at least thirty (30) days prior to such meeting. Notice for special meetings shall be sent at least ten (10) days prior to such meeting.

Section 4. Quorum, At any meeting of the General Members, 6% or greater of the members will constitute a quorum and any shall be sufficient to transact all business properly before such Members.

Section 5. Voting, All General Members in good standing shall have the voting privileges specified in Article III, Section 3, and in the election of directors shall have the voting privileges in Article VI. All acts and resolutions of the Corporation shall be considered adopted upon a favorable vote of a majority of the votes cast by General Members qualified to vote on such act or resolution.

Section 6. Voting by Proxy, Voting by proxy shall not be allowed.

Section 7. Absentee Voting, Voting by absentee ballot shall be allowed providing the ballot is received by the Executive Director of the Corporation not later than noon of the business day prior to the meeting. Such ballot must be in writing with a signature and may be received via fax email or mail.

ARTICLE VI – BOARD OF DIRECTORS

Section 1. Directors, The Corporation shall have a Board of Directors consisting of one Director representing each of the classifications of General Members set forth in Article III, Section 2(a)(i) through (vii); however, if there are no members in a particular classification, then the corresponding directorship shall remain vacant until filled or the position is eliminated by a vote of the general membership. For the election of those directors not representing the Associated General Contractors of Wyoming, each member of the Corporation is entitled to one (1) vote. Members may only vote for the director representing the classification of which they are a member. The Associated General Contractors of Wyoming will have responsibility for appointing its Director. Only individuals delegated by General Members shall be qualified to serve as directors. Directors shall serve a term of two (2) years or until their successors are elected and qualify. Terms are to be staggered such that approximately one-half of the positions are up for election each year.

Section 2. Advisory Directors, Public and private groups interested in the purposes of the Corporation may appoint a representative from their organization to serve on the Board of Directors as an advisory nonvoting member of the Board of Directors. Groups wanting to place an Advisory Director on the Board of Directors shall send a written request to the Board of Directors saying the individuals name and the name of the organization they will represent. Requests will be subject to acceptance by Board of Directors. Advisory Directors may serve on the Board until such time as that organization appoints another individual.

Section 3. Vacancies, Vacancies in the Board of Directors may be filled for the unexpired term by a majority vote of the remaining directors at any meeting of the Board of Directors at which a quorum is present. However, if there are no members corresponding to the vacant position, then the position may be eliminated after one year of vacancy. The Associated General Contractors of Wyoming shall have responsibility to fill any vacancy of its Director position.

Section 4. Power and Duties of the Directors, the Board of Directors shall have control and general management of the affairs, property, and business of the Corporation and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper. Such powers shall include, but not be limited to, the appointment and removal of the officers of the Corporation specified herein.

Section 5. Election of Directors, The election of directors shall be at the annual meeting of the membership, or a special meeting called for that purpose, and shall be by nomination or secret ballot with the nominee receiving the greatest number of votes elected. General members will be allowed to vote for directors within their own classification only.

Section 6. Nominating Committee, Not less than three (3) months prior to the date of the annual meeting of the Members of the Corporation, or of a special meeting called for the purpose of election of directors, the President of the Corporation shall appoint a nominating committee which should include three (3) General Members of good standing. Such nominating committee shall propose a slate of directors to be acted upon by the general members and shall accept any general member in good standing that has submitted their name 45 days in advance of the meeting where the elections will take place.

Section 7. Compensation of Directors, The directors of the Corporation shall not receive compensation.

Section 8. Director Compensation, Directors shall be reimbursed for out-of-pocket expenses.

ARTICLE VII – MEETING OF DIRECTORS

Section 1. Annual Meeting, The annual meeting of the Board of Directors shall be held immediately after and at the same place where the annual meeting of the membership has been held. The meeting will be held for the purpose of electing officers, appointing committees, and for the transaction of any other business as may properly come before the Board. No notice shall be required for the annual meeting of the Board of Directors.

Section 2. Meetings, Regular meetings of the Board of Directors shall be held monthly or as otherwise scheduled by the Board. Special meetings of the Board of Directors may be called at any time

by the President. On the written request of any three (3) directors to the President, the President shall call a special meeting of the Board of Directors.

Section 3. Conferencing Telephone Calls, Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 4. Notice of Meetings, Except for the annual meeting of the Board of Directors, notice of the time, place, and purpose of any meeting of the Board of Directors shall be given, either written or oral, not later than ten (10) days prior to such meeting.

Section 5. Quorum, At all meetings of the Board of Directors, a majority of the Board, excluding advisory directors, shall constitute a quorum for the transaction of business, and a vote by the majority of such quorum shall be sufficient to transact all business properly before the Board.

Section 6. Action Without Meeting, Any action which might be taken at a meeting of the Board may be taken without a meeting if a memorandum of the action taken is made in writing and affirmed by two thirds of the members of the Board.

ARTICLE VIII – COMMITTEES

Section 1. Establishment, The Board of Directors should establish an operating and such other committees as it deems appropriate to advise it on matters affecting the business and affairs of the Corporation and the notification center. The members of these committees need not be directors of the Corporation.

Section 2. Membership and Duties, Each committee shall have the number of members and such duties as the Board of Directors shall deem appropriate.

Section 3. Meetings, Each such committee shall meet on the call of its chairperson, upon not less than ten (10) days prior written or verbal notice. Ten-day notice may be waived by unanimous consensus of the committee members. The chairperson of each such committee shall be designated by and serve at the pleasure of the President of the Corporation

Section 4. Committee Expenses, the Board may, by resolution, approve the reimbursement of expenses incurred by committee members and, in addition, may set reasonable fees for the attendance at committee meetings.

ARTICLE IX – OFFICERS AND DUTIES

Section 1. Officers, The officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer. Officers shall be chosen by the Board of Directors at the annual meeting of the Board of Directors. A vacancy in any office may be filled by the Board of Directors at any regular meeting or at any such meeting called for that purpose. The Corporation may from time to time have such other officers as the Board of Directors may deem necessary, with terms, authority, and duties as may be prescribed by the Board of Directors.

Section 2. President, The President shall administer the affairs of the Corporation subject to the provisions of the Articles of Incorporation and Bylaws and such policies as may be adopted by the Board.

S/He shall annually prepare a budget for the Corporation and upon its approval by the board shall have authority to disburse appropriated funds for purposes approved by the Board. S/He shall execute agreements on behalf of the Corporation which have been approved by the Board. S/He may appoint an agent to perform some of the administrative duties set forth above upon approval of the Board.

Section 3. Vice President, the Vice President shall act on behalf of the President in the absence of the President. S/He shall perform various duties at the pleasure of the Board.

Section 4. Secretary, The Secretary shall keep minutes, prepare reports, collect statistics at the pleasure of the Board.

Section 5. Treasurer, The Treasurer shall oversee any funds of the Corporation coming into his/her possession; for the keeping of the accounting records; and for the preparation of such financial statements and reports as may be required by the Board.

Section 6. Compensation of Officers, The officers of the Corporation shall not receive compensation.

Section 7. Officer Compensation, Officers shall be reimbursed for out-of-pocket expenses.

ARTICLE X – NEGOTIABLE INSTRUMENTS

Section 1. Signature on Checks, Etc., All checks, drafts, bills of exchange, notes, or other obligations or orders for the payment of money shall be signed in the name of the Corporation by such officer or officers, person or persons as the Board of Directors of the Corporation may from time to time appoint by resolution.

ARTICLE XI – INDEMNIFICATION

Section 1. Good Faith Actions, The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation, by reason of the fact that s/he is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, agent, or representative in another corporation, partnership, joint venture, trust, or other enterprise, against expenses, judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, including attorneys' fees, if s/he acted in good faith and in a manner s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which s/he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

Section 2. Exclusion for Negligence or Misconduct, No indemnification shall be made in respect of 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/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought or another court of competent jurisdiction shall determine upon application that, despite the adjudication of liability but in view of all the circumstances

of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Fees and Expenses, To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue, or matter therein, s/he shall be indemnified against expenses actually and reasonably incurred by him/her in connection therewith, including attorneys' fees.

Section 4. Coverage Determined by Board of Directors, Any indemnification under Sections 1 and 2 of this Article XII, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because s/he has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the majority vote of the General Members of the Corporation.

Section 5. Advance Payment for Fees and Expenses, Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Directors in a specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, in effect until it shall ultimately be determined that s/he is entitled to be indemnified by the Corporation as authorized in this Article XII.

Section 6. Nonexclusive Remedy, The indemnifications provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of General Members, or disinterested directors, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 7. Insurance, The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of the status of such, whether or not the Corporation would have the power to indemnify him/her against such liability under the provisions of this Article XII.

ARTICLE XII – AMENDMENTS

These Bylaws may be altered or repealed, or new Bylaws may be adopted by a majority vote of a quorum of the Board of Directors at any annual, regular, or special meeting duly convened after proper notice to the directors setting out the purpose of the meeting, subject to the power of the General Members to alter or repeal such Bylaws; provided, however, the Board shall not adopt or alter any Bylaw fixing the number, qualifications, classifications, or terms of office of the directors, but any such Bylaw may be adopted or altered only by the majority vote of a quorum of the General Members at any

annual, regular, or special meeting duly convened after proper notice to the General Members setting out the purpose of the meeting.

ARTICLE XIII - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of that year.

ARTICLE XIV - SEAL

The Board of Directors may, at its discretion, adopt and approve a corporate seal for the Corporation.

ARTICLE XV - DISSOLUTION

In case of dissolution of the Corporation, the assets hereof shall be applied and distributed as provided by the statutes applicable to public benefit non-profit Wyoming corporations. Any discretion allowed in such statutes shall be exercised by the Board of Directors.

Article VI, Sections 1, 6, 8 and 9, amended 11/14/07

Article VII, Section 6, amended 11/14/07

Article XI, Section 4, amended 11/14/07