

**BY-LAWS
OF
MISSOURI ONE CALL SYSTEM, INC.**

ARTICLE I

Name and Purposes of the Business

Section 1. **Name.** The name of this Corporation shall be "Missouri One Call System, Inc."

Section 2. **Purpose.** The purpose for which this Corporation is formed is to provide a centralized location within Missouri which excavating contractors and the general public may call to secure adequate information regarding underground utility facilities located in the area where excavation is planned, and to encourage all excavating or digging parties to utilize this central information office.

ARTICLE II

Membership

Section 1. **Qualifications.** Membership in this Corporation shall be open to any person, partnership, corporation, association, company, cooperative, municipality, trust or other organizational entity which:

(a) has a recognizable interest in the furtherance of the purpose of this Corporation as set forth in Article I, Section 2 of these By-Laws; and

(b) owns or operates underground facilities in the State of Missouri, or is otherwise required by law to be a member; and

(c) has tendered for payment fees and dues specified by the Board of Directors pursuant to Article III of these By-Laws.

Section 2. **Classification.** The Members of the Corporation shall be classified as General Members. A General Member may be an individual, partnership, corporation, association, cooperative, governmental agency, municipality, or any owner or operator of underground lines, systems or other facilities, and appurtenances thereto, located within the State of Missouri, and used for producing, storing, conveying, transmitting, or distributing communications, electricity, power, light, gas, oil, petroleum products, water, steam, sewage, or other commodities or service, and who has paid or tendered for payment fees and dues specified by the Board of Directors pursuant to Article III of these By-Laws.

Section 3. **Membership Rights and Privileges.**

(a) **Property Rights.** No member of this Corporation shall have any right or interest in or to the property or assets of this Corporation; all property and assets of this Corporation shall be subject to the direction, control of and expenditure by the members and/or Board of Directors of this Corporation in the manner and to the extent provided by the laws of the State of Missouri and should this Corporation be liquidated or dissolved or otherwise discontinue activity, the property and assets of this Corporation shall be distributed in accordance with provisions set forth in Articles of Incorporation, if any, or as provided by law.

(b) **Voting.** Only General Members of this Corporation in good standing at the time of the meeting shall be entitled to vote at any annual or special meeting of the members of this Corporation. Each General Member of this Corporation is entitled to one (1) vote, in person or by proxy, at any such meeting on all matters submitted or required to be submitted to the membership. A General Member shall be considered in good standing if for all previous years' fees, charges, dues and/or assessments by the Board of directors pursuant to Article III of these By-Laws are paid in full on or before the last business day of March of the current year.

Section 4. **Admission.**

(a) **Applications.** Applications for membership shall be submitted to the Secretary of this Corporation on forms approved by the Board of Directors. The Secretary shall determine that the applicant is eligible for membership and shall cause to be prepared and sent to such member a certificate of membership in this Corporation, the form of which shall be approved by the Board of Directors. A list of new applicants accepted into membership shall be furnished to the Board of Directors at each regular meeting of such Board.

(b) **Agreement.** The member agrees to indemnify, and save harmless, and defend the Corporation, its officers and directors and members from and against any and all liabilities, claims, penalties, forfeitures, suits, and the costs and expenses incident thereto, including costs of defense, settlement, and reasonable attorneys' fees, (all of which shall hereinafter be referred to collectively as "loss") which the Corporation, its officers, directors or members may hereafter incur, become responsible for, or pay out as a result of death or bodily injuries to any person or persons, destruction or damage to any property, contamination of or adverse effects on the environment, or any violation of any governmental laws, regulations, or orders, caused by the breach by the member of any term or provision of such member's membership application, or by any negligence or willful act or omission by the member, its employees, subcontractors, agents, or assigns, in the performance of requirements or obligations imposed on member by the Missouri Underground Facility Safety and Damage Prevention Act, these bylaws or by terms and provisions of the member's membership application. In no event shall member be required to indemnify or save harmless the Corporation, or any of its officers, directors or other members in an amount greater than its proportionate share of responsibility or fault for the loss. Furthermore, in the case of concurring fault by the Corporation and the member, or one or more of the members, the Corporation shall bear its proportionate share of the loss.

ARTICLE III

Assessments and Charges

Section 1. The Board of Directors shall establish a fee schedule to be used in assessing General & Sustaining Members with the costs associated with maintaining the one-call notice system. Such schedule shall take into account such factors as land area, population, customers, and other factors associated with the set-up and implementation of the one call system. The fee schedules are subject to change from time to time pursuant to vote of the Board of Directors. Assessments and methods of payments shall be made according to resolutions by the Board of Directors.

ARTICLE IV

Meetings of Members

Section 1. **Annual Meeting.** The annual meeting of the members of this Corporation shall be held each year on the 15th of April or on such other day 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 submit to the membership a report of this Corporation's business activities; during the preceding year and the general financial condition of this Corporation.

Section 2. **Special Meetings.** Special meetings of the members of this Corporation may be called at any time by the President. On the written request from any five General Members of the Corporation, the President shall call a meeting of the members of this Corporation. 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 Secretary. 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 meetings of the members of this Corporation a majority of the members shall constitute a quorum, and a vote by the majority of such quorum shall be sufficient to transact any and all business properly before such members.

Section 5. **Voting.** All General Members in good standing shall have one vote. All acts and resolutions of the organization may be approved by a majority of the members who vote thereon.

Section 6. **Voting by Proxy.** Voting by proxy shall be allowed and statutes of the State of Missouri shall control the voting by proxy.

ARTICLE V

Board of Directors

Section 1. **Directors.** The Corporation shall have a Board of Directors consisting of not less than eleven (11) and not more than fifteen (15) members. The control of the business and the affairs of this Corporation shall be in the Board of Directors. Each of the directors shall be a representative of a General Member, shall be elected as a director by the General Members of this Corporation at the annual meeting of the members of this Corporation each year, or at a special meeting thereof called for that purpose. The directors shall serve for a term of two (2) years, or until the next annual meeting of the members of this Corporation, or until their successors are elected and qualify. This section will not affect the terms of the seven directors who are serving at the time said section is approved and becomes effective. Of the four additional directors established by this section, two shall serve a term of one year, during the first term only of said additional directors, so that thereafter the terms of five of the eleven directors shall expire in the same year and the terms of the remaining six shall expire the next.

Section 2. **Advisory Directors.** In addition, the Board of Directors may elect no more than three (3) advisory directors who shall be non-voting members of the Board of Directors. Such advisory directors may represent public and private groups that have recognizable interests in the furtherance of this Corporation.

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. The term of a vacancy that is filled may be adjusted to maintain the alternating, rollover provisions.

Section 4. **Powers and Duties of the Directors.** The Board of Directors shall have the general management of the affairs, property and business of this Corporation and subject to these By-Laws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.

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 secret ballot with the nominee receiving the greatest number of votes elected.

Section 6. **Nominating Committee.** Not less than three 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 this Corporation shall appoint a nominating committee of three members. Such nominating committee shall present a suggested slate of directors to be acted upon by the members of the Corporation at the next annual meeting of the membership or any special meeting held for the purpose of the election of the directors. The slate of directors presented by the nominating committee shall include as nearly as possible at least one nominee from each of the

following utility industries: telecommunications, cable TV, pipelines, gas distribution, electrical and water/sewage.

ARTICLE VI

Meetings 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.** In addition to the annual meeting of the Board of Directors, a regular meeting of the Board of Directors shall be held on the third Thursday of the month of October of each year. 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. Unless otherwise designated in the notice, all such meetings shall be held at the resident office of this Corporation.

Section 3. **Conference Telephone Calls.** Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone, video conferencing 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 any and 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 is made in writing and signed by all members of the Board. Consents to or memorandums of actions taken without a meeting may be in the form of electronic mail.

Section 7. **Compensation.** Compensation will be limited to the per diem expenses for travel and meeting time to attend Board meetings.

ARTICLE VII

Executive Committee

Section 1. **Creation.** There shall be an Executive Committee which shall consist of six (6) directors of which the President, immediate past President, President Elect, Secretary and Treasurer shall be members by virtue of their respective present and past office. The other member is to be nominated by the President and elected by the Board of Directors.

Section 2. **Meetings.** Meetings of the Executive Committee may be called at any time by the President. On the written request of either of the other members of the Executive Committee the President shall call a meeting of the Executive Committee. Reasonable notice, written or oral, shall be given for each meeting of the Executive Committee. Meetings of the Executive Committee shall be held at the office of this Corporation or at any other such place as may be designated in the notice.

Section 3. **Conference Telephone Calls.** Members of the Executive Committee may participate in a meeting of such committee by means of a conference telephone, video conferencing 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. **Quorum.** At all meetings of the Executive Committee, a majority of all the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 5. **Powers and Duties.** The Executive Committee shall have full power to act in all matters for the Board of Directors in the interim between the meetings of the Board of Directors. When in these By-Laws, powers and duties are designated to the Board of Directors, those powers and duties are designated to the Executive Committee as well without exception. The Executive Committee, however, shall be subject to the control of the Board of Directors, and shall carry out all instructions issued to it by the Board of Directors.

Section 6. **Action without Meeting.** Any action which might be taken at a meeting of the Executive Committee may be taken without a meeting if a memorandum is made in writing and signed by all members of the Board. Consents to or memorandums of actions taken without a meeting may be in the form of electronic mail.

ARTICLE VIII

Other Committees

Section 1. **Establishment.** The Board of Directors shall establish an operating, legal and such other committees as it deems appropriate to advise it on matters affecting the business and affairs of this Corporation and the notification center. The members of these committees need not be directors of this 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 chairman, upon not less than ten (10) days prior written or verbal notice. The chairman of each such committee shall be designated by and serve at the pleasure of the President of this Corporation.

ARTICLE IX

Officers and Duties

Section 1. **Officers.** The officers of this Corporation shall consist of a president, a president-elect, a treasurer and a secretary, all of whom shall be selected from the Board of Directors. All the foregoing officers shall be chosen by the Board of Directors at the annual meeting of the Board of Directors in line with the order of officer succession set forth herein. Except as may be otherwise provided in these bylaws, any vacancy in any office shall be filled by the Board of Directors at any regular meeting or at any special meeting called for that purpose. This Corporation may from time to time have such other officers or agents as the Board of Directors may deem necessary, who shall hold office at the pleasure of the Board of Directors and who shall have such qualifications and authority and perform such duties as the Board of Directors may prescribe.

Section 2. **Duties of President.** The President shall be the chief executive officer of this Corporation and, subject to the control of the Board of Directors, shall have general charge and management of the business, affairs and property of this Corporation, its officers, agents and employees, if any. The President, except as the Board of directors may from time to time otherwise provide by resolution, shall sign all contracts and other instruments in the ordinary business of this Corporation for and in the name of this Corporation, and may execute such other obligations or instruments as may be authorized from time to time by the Board of Directors. He shall perform all such duties as are incident to his office or as are properly required of him by the Board of Directors.

Section 3. **Duties of President-Elect.** The President-Elect shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors or the President.

Section 4. **Treasurer.** The Treasurer shall have general supervision over the care of the funds and securities of this Corporation. He shall deposit the same or cause the same to be deposited in the name of this Corporation in such bank or banks, trust company or trust companies, as the Board of Directors may designate. He shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of this Corporation and whenever required by the Board of Directors he shall render or cause to be rendered financial statements of this Corporation. He shall prepare, or have prepared, execute and file any annual report or reports, statement or statements which may be required by law.

Section 5. **Duties of Secretary.** The Secretary shall keep the minutes and act as secretary of all meetings of this Corporation and of the Board of Directors. He shall be the custodian of the corporate records and of the corporate seal. He shall in general, perform all duties usually incident to the office of the secretary and such other duties as may from time to time be assigned to him by the Board of Directors.

Section 6. **Executive Director.** The Board of Directors may appoint an Executive Director who will serve as the chief administrative officer of the Corporation and have general supervision over the activities and operations of the Corporation subject to the authority of the Officers and Board of Directors of the Corporation and subject to supervision by the President. The Executive Director need not be a Member or Director of the Corporation. The salary and compensation of the Executive Director must be approved by the Board of Directors.

Section 7. **Bonds.** The Board of Directors shall have power to require any officer, agent or employee of this Corporation to give bonds for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Directors may deem advisable.

Section 8. **Terms of Office.** Officers of this Corporation shall serve a term of one year and shall hold office until their successors are elected and qualified. No person shall serve as President for more than two consecutive terms. Service during the unexpired term of a President who vacated office or who was removed from office shall not be considered a "term" for purposes of this section.

Section 9. **Extended Terms of Directors--When.** A director elected to the office of president, president elect, or secretary shall be entitled to an extension of his or her term as director if such term would otherwise expire during his or her term of office. When the term of office of a director serving an extended term ends leaving an unexpired term for that director's seat, the seat shall be deemed vacant and filled in the manner provided in these bylaws.

Section 10. **Order of Succession.** At the end of the President's term of office, the President-Elect shall succeed to the office of President, the Secretary shall succeed to the office of President-Elect.

(a) In the event of a President's death, disability, or other inability to serve the remainder of a term of office, the President-Elect shall automatically become President and the Secretary shall become President Elect.

(b) In the event of the President Elect's death, disability, or other inability to serve the remainder of a term of office the Secretary shall automatically become President- Elect.

(c) Should the office of Secretary become vacant--whether because of death, disability, or other inability to serve the remainder of a term of office--the remaining members of the Executive Committee shall decide whether the office shall remain vacant until the next regularly scheduled election or whether a special election shall be held to elect a new Secretary. The Executive Committee is authorized to appoint an acting Secretary in the interim between vacancy in the office

and the election. The acting Secretary need not be a member of the Executive Committee of the Board of Directors.

ARTICLE X

Negotiable Instructions

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 this Corporation by such officer or officers, person or persons as the Board of Directors of this Corporation may from time to time designate by resolution.

ARTICLE XI

Indemnification

Section 1. **Good Faith Actions.** This Corporation shall have the power to 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 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 a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, including attorneys' fees, if he acted in good faith and in a manner 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 conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a pleas 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 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 conduct was unlawful.

Section 2. **Exclusion for Negligence or Misconduct.** The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that 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 a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including attorneys' fees, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that 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 duty to the Corporation unless and only to the extent that the court in which such action or suit was brought

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, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith, including attorney's fees.

Section 4. **Coverage Determined by Board of Directors.** Any indemnification under Sections 1 and 2 of this Article XI, 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 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, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by the General Members of this 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 unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article XI.

Section 6. **Non-exclusive Remedy.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of General Members or disinterested directors or otherwise, both as to action in his 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.** This 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 and incurred by him in any such capacity, or arising out of the status of such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article XI.

ARTICLE XII

Amendments

These By-Laws may be altered or repealed, or new By-Laws may be adopted by a majority vote

of a quorum of the members 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 By-Laws; provided, however, the Board shall not adopt or alter any By-Laws fixing the number, qualifications, classifications or terms of office of the directors, but any such By-Laws may be adopted or altered only by the vote of a majority of the quorum of the members entitled to exercise the voting power of this Corporation 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

Dissolution

Dissolution of this Corporation shall be as set forth in the Articles of Incorporation.

ARTICLE XIV

Fiscal Year

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.