

As of October 2, 2012

Utilities Protection Center, Inc.  
d.b.a. Georgia 811 (GA811)  
**BY-LAWS**

**ARTICLE ONE**  
**PURPOSE**

The Corporation is organized as a nonprofit Corporation under the Georgia Nonprofit Corporation Code and is operated to protect above ground high voltage and underground utility facilities, the environment and public safety through provision of a centralized one number call system to expedite the location of the installations prior to excavations or other subsurface or above ground projects. The Corporation is also organized for the purpose of engaging in any other activity not specifically prohibited by the Georgia Nonprofit Corporation code and as may be authorized by the Board of Directors from time to time. For purposes of the By-Laws, “facilities” shall mean underground and above ground pipes, pipelines, conduits, cables, ducts, wires, manholes, vaults, tanks, tunnels and any encasements to furnish or transport their services or materials.

**ARTICLE TWO**  
**OFFICES**

The principal office of the Corporation shall be located in Duluth, Georgia, or in such other location as may be set by the Board. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of the Corporation may require from time to time. The Corporation shall have and shall continuously maintain in the State of Georgia a registered office, and a registered agent whose office is identical with such registered office, as required by the Georgia Nonprofit Corporation Code. The registered office may be, but need not be, identical with the principal office, and the Board of Directors may change the address of the office from time to time.

**ARTICLE THREE**  
**MEMBERSHIP**

3.1 Classes. There shall be three (3) classes of members defined as follows:

- (a) *Charter Members* – Atlanta Gas Light, AT&T (formerly BellSouth), and Georgia Power Company were the original founding members of the Corporation and have, heretofore, provided the majority of the Corporation’s financial support for operational and capital expenses. These three companies are hereby defined as the Charter Members.

(b) *Members* – Membership in the Corporation shall be available to all entities that operate utility facilities within the geographic area served by the Corporation. These members shall be categorized as either

1. Energy (Gas and Electric)
2. Communications
3. Municipal
4. Other

(c) *Associate Members* – Associate Membership is available to any entity other than a utility that shares the concerns and objectives of the Corporation subject to the approval of the Board or Directors. Associate Members may be granted limited benefits as directed by the Board of Directors from time to time, but they will not be eligible to vote on corporate matters, nominate candidates for office in the Corporation or to hold any corporate office within the Corporation.

3.2 Additional Classes of Members. The Board of Directors may create one or more additional classes of membership or affiliation with the Corporation and, with respect to each such additional class, may make and prescribe the designation, right, powers and privileges, and select or elect the members thereof, and provide for the requirements of membership and the manner of selection or election of such members.

3.3 Obtaining Membership. Membership shall occur only upon execution of an agreement with the Corporation to comply with the currently effective provisions of the By-Laws, and any subsequent amendments thereto, and to the resolutions adopted by the Board of Directors pursuant to the By-Laws. In the case of existing members of the Corporation, the provisions set forth in the preceding sentence shall apply as if a membership agreement or a new or amended membership agreement had been executed by and between said member and the Corporation, anything to the contrary in any previously-executed Agreement notwithstanding, and no new or amended membership agreement shall be executed in order for this provision of the By-Laws to become effective as between the Corporation and any existing member.

3.4 Voting Rights. Each Charter Member shall appoint two (2) Directors and shall have two (2) votes. The Members as a class shall elect six (6) directors and have a total of six (6) votes. Associate Members shall not have the right to vote. Election of Directors is the only matter upon which the members will exercise voting power. The Board of Directors will determine all other matters. The Chairman of the Board shall be entitled only to the vote he would otherwise be entitled to cast as a director; he shall not be entitled to a separate or additional vote as Chairman. Members not in good standing (as set forth in Section 3.10) on the record date (as set forth in Section 4.7) shall not be entitled to vote.

- 3.5 Membership Dues and Fees. All costs of operating the Corporation will be borne by the Charter Members and Members in pro rata shares based on the volume of services received from the Corporation plus an annual membership flat fee. The annual membership fee and unit of use fee will be determined annually by the Board of Directors. Associate Member fees and services will be determined by the Board of Directors.
- 3.6 Suspension or Termination of Membership. The voting rights of any member may be suspended by action of the Board of Directors for any period during which such member's dues or obligations to the Corporation remain unpaid. Any such suspension shall not affect such member's obligation to pay assessments coming due during the period of suspension. The Board of Directors may terminate the membership of any member for nonpayment of fees, periodic dues or assessments or for conduct that the Board of Directors deems inimical to the best interests of the Corporation. The Board shall give the member who is the subject of proposed action under this section fifteen calendar (15) days' prior notice of the proposed suspension or termination and the reasons therefore. The member may then submit a written statement to the Board regarding the proposed action not less than five days before the effective date of the proposed suspension or termination. Prior to the effective date of the proposed suspension or termination, the Board shall review any such information contained therein on the proposed suspension or termination. Unless the Board votes otherwise, the suspension or termination shall become effective on the date stated in the notice.
- 3.7 Transfer of Membership. The Board may provide for the transfer of memberships, subject to such restrictions or limitation, as the Board deems appropriate, including transfer upon the death, dissolution, merger or reorganization.
- 3.8 Good Standing. Any member who shall be in arrears in the payment of any installment of fees, periodic dues or assessments more than 60 days after their due date shall not be in good standing and shall not be entitled to vote as a member.
- 3.9 Liability for Charges Incurred by Agents and Others. Any member choosing to make use of a contract locating service or other similar service to receive calls on behalf of such member shall be liable to the Corporation for any unpaid charges owed to the Corporation for services provided by the Corporation to such contract locating service or other similar service upon such member's behalf. In the case of a contract locating service which shall provide service to more than one member, any such amounts owed to the Corporation shall be calculated based upon the calls received upon each member's behalf.

### 3.10 Mergers and Acquisitions

- (a) If any member, including a Charter Member, shall merge with or be acquired by another member or another person during a given calendar year, the surviving or new entity shall nevertheless be responsible for payment to GA811 of all financial obligations due GA811 from the member or members so acquired. The dues for the next calendar year of such surviving member or so acquired entity shall be calculated based upon the combined total usage of the system by the member and the member it acquired, as of the time invoices are sent out.
- (b) If a Charter Member is acquired by and merged into another Charter Member only the surviving entity shall have or retain the rights of a Charter Member, including the right to hold Charter Member seats on GA811's board, and the seats of the acquired or merged Charter Member shall thereafter become at-large seats.
- (c) If, as a result of an acquisition, a Charter Member remains a separate affiliate within the same corporation as one of the other Charter Member, such Charter Member's rights shall not be extinguished.
- (d) The board may by simple majority determine that the Charter Member seats continued in (c) shall become at-large seats if it first finds that the member is not acting as a separate entity in fact as well as in law.

## **ARTICLE FOUR** **MEETINGS OF MEMBERS**

- 4.1 Annual meetings. The annual meeting of the members shall be held on such date and at such time and place as may be fixed by the Board of Directors. The secretary shall give notice of the annual meeting to all members at least thirty (30) days in advance. At the annual meeting the members shall nominate candidates for Directors to the Board pursuant to the report received pursuant to Article 5.3.3 and transact any other business that may come before the meeting.
- 4.2 Special Meetings. Special meetings of the members may be called at any time upon notice given at least ten (10) days in advance to all members. Such special meetings may be called at the instance of the Board of Directors.
- 4.3 Notice of Meetings. Each member shall register his address with the Secretary or designee of the Board of Directors. Notice of meetings as required in Article 4.1 and 4.2 may be given to the members by sending a copy of the notice by ordinary mail, postage prepaid to such address appearing on the books of the Corporation, or by facsimile, or email.

- 4.4 Waiver of Notice. Any and all requirements for notice of meetings, regular or special, are waived by the members' presence at the meeting.
- 4.5 Quorum. At all meetings of the members, the presence, in person or by proxy, of more than 5% (1/20) of the total number of members shall constitute a quorum. The members at a meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of a sufficient number of members to leave less than a quorum.
- 4.6 Notice of Meetings. Those entitled to notice of any meeting or to vote at any such meeting shall be persons or entities in whose name memberships stand on the records of the Corporation on the record date for notice determined in accordance with Article 4.7.
- 4.7 Record Date. The Board may fix, in advance, a record date for the determination of the members entitled to notice at any meeting of members. The record date so fixed shall be not more than 60 days nor less than 10 days prior to the date of the meeting. When a record date is so fixed, only members of record on that date are entitled to notice of the meeting for which the record date was fixed. A determination of members of record entitled to notice of a meeting of members shall apply to any adjournment of the meeting unless the Board fixes a new record date for the adjourned meeting. The Board shall fix a new record date if the meeting is adjourned for more than 45 days.
- 4.8 Conduct of Meeting. The chairman shall preside at all meetings of the members. At the Annual Meeting, and at special meetings, the chairman normally shall follow the procedures contained in the most current edition of Roberts' Rules of Order; however, the chair's rulings on procedural matters shall be conclusive and binding on all members. Without limiting the foregoing, the chairman shall have all of the powers usually vested in the chairman of a meeting of members.
- 4.9 Inspections of Election. The Nominating committee shall act as inspectors of the election. The duties shall include: determining the number of memberships as of the date of record, receiving votes, ballots or consents; hearing and determining when the polls shall close; determining the result; and doing such acts as may be proper to conduct the election or vote with fairness to all members.

**ARTICLE FIVE**  
**BOARD OF DIRECTORS**

- 5.1 General Powers. Subject to limitation of the Articles of Incorporation, these By-Laws and of the Georgia Nonprofit Corporation Code relating to actions requiring approval by the members, or a majority thereof, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, a management company or committee, however composed, provided that the activities and affairs of the Corporation shall at all times be managed under the ultimate direction of the Board of Directors.
- 5.2 Board Makeup. The Board shall consist of 12 members unless changed by amendment of the By-Laws duly adopted by the Board of Directors.
- 5.3 Election and Term of Office.
- 1) Charter Member Directors shall be appointed by each Charter Member. Each Charter Member will appoint two (2) persons to serve on the Board.
  - 2) The Members as a class shall elect six (6) members of the Board of Directors with each member having one vote. Members entitled to vote shall be those whose names are carried on the roll maintained by the corporate secretary. Directors elected by the Members shall serve three-year terms, with one-third being elected every year. At no time shall more than two (2) directors be selected from any one sub-class of Members as defined in section 3.1(b) above. At no time shall more than one representative from any Member Company serve on the Board of Directors.
  - 3) Member Directors take office on January 1st of the year following the election. Nominations for candidates of Member Directors shall be submitted in writing 30 days before the Annual Meeting to a Nominating Committee appointed by the chairman. Once the nomination has been submitted the nominating committee will screen each candidate to ensure the following:
    1. Membership of the Company the Candidate represents is in good standing.
    2. The Candidate's ability to devote the time necessary to carry out board duties.
    3. The Candidate has authorization in writing from his/her company to make both financial and business decisions in regard to board or corporate matters.
    4. The Candidate is at a minimum mid-level management with their respective organization.

- 4) Each Director shall serve until a successor has been appointed or elected and qualified, or until his or her earlier resignation, removal from office or death. Any Director may succeed him or herself as Director of the Corporation.
- 5.4 Vacancies. Any vacancy on the Board of Directors arising at any time and from any cause may be filled as follows:
- (a) If the vacancy results from the death, resignation or removal of a Director appointed by a Charter member, then such Charter member shall appoint a replacement;
  - (b) If the vacancy results from the death, resignation or removal of a Director elected by the Members as a class, then such vacancy may be filled by the affirmative vote of a simple majority of the remaining Directors. A Director elected to fill a vacancy shall serve until the expiration of the term of his or her predecessor in office and until his or her successor is appointed or elected and qualified or until his or her earlier resignation, removal from office, or death.
- 5.5 Removal. Any Director may be removed, with or without cause, at a special meeting of the Board of Directors called for such purpose, by the affirmative vote of two-third (2/3) majority of the voting members of the Board of Directors. The vacancy on the Board of Directors shall then be filled as provided in Section 5.4 hereof.
- 5.6 Restriction on Employment. The Corporation shall employ no Director, nor shall any employee of the Corporation serve as a Director, for a period of two (2) years following service on the Board or employment, as the case may be. This provision shall not apply to non-employee consulting contracts approved in advance by the Board.

## **ARTICLE SIX** **MEETINGS OF DIRECTORS**

- 6.1 Regular Meeting. A regular meeting of the Board of Directors shall be held shortly before or after each annual meeting of the members or any meeting held in lieu thereof. Other regular meetings of the Board shall be held on such dates and at such time as may be fixed by the Board.
- 6.2 Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairman, or in his or her absence, by the Secretary of the Corporation, or by any two (2) Directors.

- 6.3 Place of Meetings. Regular or special meetings of the Board shall be held at any place within or without the State of Georgia, which has been designated from time to time by the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Corporation.
- 6.4 Notice of Meetings. Unless waived as contemplated in Section 6.5, the Secretary shall give notice of each regular or special meeting, stating the place, date and time of the meeting as determined by the Board of Directors. Notice of any regular meeting shall be mailed to each Director at least ten (10) days before the meeting, or shall be given by telegram, cablegram, telecopy, facsimile, or email or personal delivery at least five (5) days before the date of the meeting, or shall be given by telegram, cablegram, telecopy, facsimile, email or personal delivery at least twenty-four (24) hours prior to such meeting. If mailed, notice shall be deemed given when deposited in the United States mail in a sealed envelope addressed to the Director at his or her address as shown on the record on the Corporation, with postage thereon prepaid. Notice sent by telegram, telecopy, facsimile, email shall be deemed to have been given at the time such notice is filed with the transmitting agency.
- 6.5 Waiver of Notice. Attendance by a Director at a meeting shall constitute waiver of notice of such meeting and waiver of any and all objections to the place or time of the meeting or the manner in which it was called or convened, except where a Director attends a meeting for the express purpose of objection at the beginning of the meeting. Notice of a meeting is not required in the case of a Director who signs a waiver of such notice either before or after the meeting. Unless otherwise required by law or by these By-Laws, neither the business transacted nor the purpose of the meeting need be specified in the waiver.
- 6.6 Quorum. A two-third (2/3) majority of the voting members of the Board of Directors, in person or represented by proxy shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.
- 6.7 Voting by Proxy. At any meeting of the Board of Directors the proxy for an absent Director may be voted by the Director designated in writing prior to the meeting. Such proxies must be noted by the Secretary and recorded as part of the official minutes.
- 6.8 Absences. Should any Director absent himself from two consecutive meetings of the Board the Chairman may declare his seat on the Board vacant. If the president declares a vacancy it shall be filled as prescribed in Section 5.4.

- 6.9 Alternate. Each Director may, on such occasions may be necessary send an “Alternate” to a meeting of the Board. The choice of Alternate will be left up to each Director. A letter of designation, signed by the Director to be represented by the Alternate will accompany the Alternate to any meeting attended. This letter will be presented to and kept by the Chairman at the time of the meeting and noted by the Secretary in the official minutes. Sending an Alternate to a meeting does not excuse an absence of the Director, and Alternates shall have no right to vote.
- 6.10 Participation in Meetings by Conference Telephone. Members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. In the absence of objection at the time of the meeting it shall be presumed that members can hear one another.
- 6.11 Action Without Meeting. Any action required or permitted by these By-Laws or otherwise to be taken at any meeting of the Board of Directors or of any committee established by the Board may be taken without a meeting, if written consent setting forth the action so taken shall be signed by all of the voting members of the Board of Directors or voting member of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or the committee, as the case may be.
- 6.12 Vote Required For Action. Except as otherwise provided herein, any act of the Board of Directors shall require at a minimum the approval of a simple majority of the voting members of the Board of Directors present at any regular or special meeting at which a quorum is present. The most current edition of Roberts Rules of Order shall govern the meetings of directors.
- 6.13 Adjournment. A majority of the voting members of the Board of Directors present, whether or not a quorum is present may adjourn any Director’s meeting to another time and place, as long as a quorum was present at the time the meeting began. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.
- 6.14 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and document of every kind and to inspect the physical premises of the Corporation.

6.15 Liability. Directors shall be liable for their actions as provided in Georgia law, as may be amended from time to time. As of the date of these By-Laws, the actions of directors are covered in O.C.G.A. § 14-3-202 (2000)

6.16 Compensation. The Directors shall not receive any remuneration or compensation for their services from the Corporation, but may be reimbursed for reasonable out of pocket expenses not otherwise reimbursed by the organization which the Director represents. This shall not be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation and reasonable out of pocket expenses therefore.

## **ARTICLE SEVEN COMMITTEES**

7.1 Committees. The Board of Directors may designate one or more committees each consisting of three or more members, each of which may act by the majority of its members. Each such committee shall have such powers of the Board as are provided in the resolution establishing such committee. Provided however, notwithstanding anything to the contrary herein, the committees established by the Board shall have no power (1) to amend the Articles of Incorporation or the By-Laws; (2) to adopt a plan of merger or consolidation; (3) to sell, lease, exchange or otherwise dispose of all or substantially all of the assets and property of the Corporation; or (4) to voluntarily dissolve or revoke a voluntary dissolution of the Corporation.

7.2 Committee Records. Each committee shall keep records of all of its transactions, which records shall be presented at each meeting of the Board of Directors, and the Board of Directors at each meeting shall have the power to disapprove, rescind and nullify any act or transaction of such committees; and all the acts and transaction of the committees not disapproved rescinded or nullified shall be held and taken to be approved and confirmed by the Board of Directors.

7.3 Committee Rules. The rules established by these By-Laws with respect to meeting of Directors and notice, quorum, voting and other procedures at such meeting shall be applicable to meetings of any committees established by the Board of Directors, except as may otherwise be provided by the Board.

**ARTICLE EIGHT**  
**OFFICERS**

- 8.1 Number. The Officers of the Corporation shall consist of a Chairman, a Vice Chairman, and a Secretary/Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary for the efficient management of the Corporation, but the Corporation shall not be required to have at any time any officers other than a Chairman, Vice Chairman, and a Secretary/Treasurer. The same person may hold no two offices at one time.
- 8.2 Election and Term. All Officers shall be elected by the Board of Directors, and shall serve for a term of two (2) years and until their successors have been elected and have qualified or until their earlier death, resignation, removal, retirement or disqualification. The Board of Directors may fill a vacancy in any office. Officers of the Corporation may not succeed themselves.
- 8.3 Removal. Any officer or agent elected by the Board of Directors may be removed by a vote of a majority of the entire Board of Directors with or without cause at any meeting with respect to which notice of such purpose has been given to the members thereof.
- 8.4 Powers and Duties. The Officers of the Corporation shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as from time to time may be conferred by the Board of Directors. The Vice Chairman shall, in the absence or disability of the President, perform the duties of such office and shall generally assist the Chairman.

**Without any limitation upon any of the foregoing:**

- (a) The Chairman shall preside over all meetings of the members and the Board of Directors.
- (b) The Secretary shall issue notices for and keep minutes of all corporate meetings and shall have charge of the records of the Corporation.
- (c) The Treasurer shall have custody and control of all funds and of all financial records of the Corporation.
- (d) The Board of Directors by resolution may authorize any officer or officers of the Corporation to negotiate and execute contracts to buy, sell, lease, or exchange any and all of the real or personal property of the Corporation, and to negotiate and enter into loans to be secured by notes, pledges, deed to secure debt, mortgages or other instruments encumbering the property of the Corporation.

- 8.5 Additional Powers and Duties. In addition to the foregoing specially enumerated powers and duties, the officers of the Corporation shall have such other powers and duties as are provided for them in these By-Laws or as may, from time to time, be prescribed by the Board of Directors or any committee thereof.

**ARTICLE NINE**  
**MISCELLANEOUS PROVISIONS**

- 9.1 Indemnification. The Corporation shall indemnify those persons which it is entitled to indemnify, pursuant to Official Code of Ga. Ann. Article 8, Part 5 and Section 14-3-110 for those amounts authorized under said statutory provisions; provided, however, indemnification shall only be made upon compliance with the requirements of such statutory provisions and only in those circumstances in which indemnification is thereby authorized. The Corporation may purchase and maintain insurance on behalf of any officers and Directors against any liabilities asserted against such persons whether or not the Corporation would have the power to indemnify such officer and Directors against such liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, or by an insurance carrier, the Corporation shall provide notice of such payment to the members in accordance with the provision of the laws of the State of Georgia.
- 9.2 Insurance. To the extent permitted by Georgia law, the Board of Directors may direct the Chairman or Vice Chairman to purchase and maintain insurance on behalf of any person serving the Corporation at the Corporation's request.
- 9.3 Hold Harmless & Covenant Not to Sue. Except to the extent prohibited by law, each Member, as a condition of Membership 1) covenants not to sue the Corporation, its officers, directors or employees, under any circumstances or upon any grounds, with respect to the services provided by or failed to be provided by the Corporation or the actions of the before-mentioned parties, either taken or not taken, to discharge or perform such services and 2) shall identify and hold harmless the Corporation, its officers, directors and employees, and other members, from its (the said member's) acts or omissions, and any claims arising out of such acts or omissions, including attorney's fees incurred by the before-mentioned parties in defending any actions initiated against them as a result of the said acts or omissions. The obligations under this provision shall survive and continue beyond any termination of membership by such member, be it voluntary or involuntary.
- 9.4 Books and Records. Any member, or his or her agent or attorney may inspect all books and records of the Corporation, for any proper purpose at any reasonable time.

- 9.5 Fiscal Year. The fiscal year of the Corporation shall be such period as the Board of Directors shall determine, and unless otherwise so determined, shall begin on the first day of January of each year and end on the last day of December of each year.
- 9.6 Corporate Seal. The seal of the Corporation shall consist of an impression bearing the name of the Corporation around the perimeter and the word “Seal” or “Corporate Seal” and such other information, including the year of Incorporation, in the center thereof as is desired. In lieu thereof, the Corporation may use an impression or writing bearing the words ”Corporate Seal” enclosed in parenthesis or scroll which shall also be deemed the seal of the Corporation.
- 9.7 Amendments to Articles of Incorporation. Except as may be provided by the Georgia Nonprofit Corporation Code, the Board of Directors shall have the power to alter or amend the Articles of Incorporation by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors.
- 9.8 Amendments to By-Laws. The Board of Directors shall have the power to alter, amend or repeal these By-Laws by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors.

I HEREBY CERTIFY that the foregoing Amended and Restate By-Laws were duly adopted by the Board of Directors of the Corporation on October 2, 2012.

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Patrick Wingo  
Secretary