

**AMENDED AND RESTATED BYLAWS
OF
BLUE STAKES OF UTAH
UTILITY NOTIFICATION CENTER, INC.
a Utah nonprofit corporation**

Adopted Effective as of September 27, 2012

**ARTICLE 1
Name, Purposes and Office**

1.1 **Name.** The name of this Corporation shall be “Blue Stakes of Utah Utility Notification Center, Inc.” (the “Corporation”).

1.2 **Purposes.** The purposes for which the Corporation is formed are set forth in the Articles of Incorporation of this organization.

1.3 **Principal Office.** The principal office of the Corporation shall be at such location as the Board of Directors shall from time to time direct. The Corporation may have more than one office as its affairs require. The registered office of the Corporation required by the Utah Revised Nonprofit Corporation Act to be maintained in the State of Utah is 148 East 13200 South, P.O. Box 1517, Draper, Utah 84020-1517.

**ARTICLE 2
Members and Associate Members**

2.1 **Qualifications for Members and Associate Members.** Membership in the Corporation as a “Member” (as defined below) shall be open to any operator as defined in Utah Code Annotated 54-8a-2(10) (an “Operator”) which:

(a) has a recognizable interest in the furtherance of the purposes of the Corporation set forth in the Articles of Incorporation of this organization; and

(b) has tendered for payment fees and dues specified by the Board of Directors pursuant to Article 3 of these Bylaws.

Participation as an “Associate Member” (as defined below) shall be open to any entity which:

(y) has a recognizable public interest in accessing information regarding “Underground Facilities” (as defined in Utah Code Title 54 Chapter 8A, Damage to Underground Utility Facilities (the “Statute”)) in particular locations ; and

(z) is approved by the Corporation’s Board of Directors for Associate Member status and agrees to the obligations associated therewith.

2.2 **Classification of Members and Associate Members.** The Members and Associate Members of the Corporation shall consist of the following:

(a) Member. An Operator located within the State of Utah, and used for but not limited to producing, storing, conveying, transmitting or distributing voice communications, video, data, optical, electricity, power, light, heat, gas, oil, petroleum products, water, steam, sewage, other commodities or service, and who has paid or tendered for payment fees and dues specified by the Board of Directors pursuant to Article 3 of these Bylaws (an Operator admitted to membership is referred to herein as a “Member”). Each Operator admitted as a Member in the Corporation pursuant to Section 2.4 of Article 2 hereof shall be assigned to one of the following classifications (each, a “Utility Classification”) by the Board of Directors, upon the advice of such Operator: (i) Questar Gas; (ii) Qwest; (iii) Rocky Mountain Power; (iv) City and Municipality Owned Utilities; (v) Power; (vi) Local Telephone Carriers / Fiber Optics; (vii) Long Distance Telephone Carriers / Fiber Optics; (viii) Cable Television; (ix) Water; (x) Sewer; (xi) Gas / Oil / Petroleum Gathering and Transmission.

(b) Associate Member. An entity not eligible to be a Member, by having a recognized public interest in accessing information regarding Underground Facilities in specified locations, and being approved by the Corporation’s Board of Directors and agreeing to satisfy the obligations relating to such approval and status, shall be eligible to be an associate member of the Corporation (“Associate Member”). Associate Members shall not be treated as, or have the rights granted to, Members hereunder, except as specifically provided herein.

2.3 Member and Associate Member Rights, Privileges and Obligations.

(a) Property Rights. No Member or Associate 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 Members and/or Board of Directors of the Corporation in the manner and to the extent provided by the laws of the State of Utah and should the Corporation be liquidated or dissolved or otherwise discontinue activity, the property and assets of the Corporation shall be distributed in accordance with provisions set forth in Articles of Incorporation, if any, or as provided by law.

(b) Voting. Only Members of the Corporation in good standing shall be entitled to vote at any annual or special meeting of the Members of the Corporation. Except as otherwise set forth in Section 2.3(c) below, each Member of the Corporation is entitled to one (1) vote, in person or by proxy, for every one hundred dollars or part thereof paid to Blue Stakes of Utah during the previous year at any such meeting on all matters submitted or required to be submitted to the Members. A Member shall be considered in good standing if for all previous years all fees, charges, dues and/or assessments by the Board of Directors pursuant to Article 3 of these Bylaws are paid in full on or before fourteen (14) calendar days prior to the annual or special meeting. Associate Members, not being Operators, shall have no voting rights.

(c) Election of Directors. Notwithstanding any provision contained herein to the contrary, each Utility Classification shall be entitled to elect one director to the Board

of Directors. No Member within a Utility Classification, and no Utility Classification, shall be entitled to vote for any other director. Such election shall be held at an annual or special meeting. In the event a director is no longer available to serve as a director for any reason, the Utility Classification electing such director shall be entitled to elect such director's successor. The nominee receiving the greatest number of votes by the members comprising a Utility Classification shall be Director for such Utility Classification. Associate members shall not be entitled to representation on the Board of Directors, or to vote for any directors.

(d) Associate Members. The Board of Directors or officers designated by the Board may from time to time impose such parameters as they determine to be appropriate on the information Associate Members are entitled to receive and the locations as to which they are entitled to request such information. The Board or officers may also establish and modify from time to time the fee schedules and payment terms applicable to information requests by Associate Members. Associate Members shall be required to indemnify and hold harmless the Corporation from any liability arising from the services rendered or information provided by the Corporation to such Associate Members. The Corporation shall be under no obligation to provide Associate Members with any services other than as agreed by the Board of Directors or officers, or as defined in the Statute.

2.4 Admission. Applications for Members and Associate Members shall be submitted to the Secretary of the Corporation on forms approved by the Board of Directors. The Secretary or President initially shall determine either (i) the Member Utility Classification that the applicant is eligible to occupy, or (ii) that an applicant will be eligible to be an Associate Member, and shall forward such applications, together with such recommendation as to the classification and/or eligibility, as applicable, to the Board of Directors for approval. A list of new applicants eligible to become Members or Associate Members shall be furnished to the Board of Directors at each regular meeting of such Board.

2.5 Removal and Resignation.

(a) Removal. Any Member who fails to pay any fees or dues as they become due is subject to suspension from membership and voting privileges and removal by the Board of Directors, without further rights in or to the Corporation. Any Associate Member who fails to pay any fees or dues as they become due (including, without limitation, fees for services and information provided by the Corporation) is subject to suspension or removal from status as an Associate Member, upon written notice from the Board of Directors or an officer of the Corporation.

(b) Resignation. Any Member or Associate Member may resign its status at any time by written notice to the Secretary of the Corporation thirty (30) days in advance of the termination of status as Member or Associate Member. Resignation or termination shall not relieve a Member or Associate Member from its responsibility, financial or otherwise, for the period in which it was a Member or Associate Member or as a result of events occurring during that period.

ARTICLE 3
Assessments and Charges

3.1 **Dues.** Annual dues for Members shall be \$50.00 per receiver site and shall be paid in full at least fourteen (14) calendar days prior to the annual meeting. Annual dues for Associate Members shall be as designated from time to time by the Corporation's Board of Directors.

3.2 **Fees.** The Board of Directors shall establish a fee schedule to be used in assessing Members with the costs associated with establishing and maintaining a one-call notice system. The Board of Directors shall establish a fee schedule to be used in assessing Associate Members with the fees associated with providing information with respect to Underground Facilities. 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 the resolutions by the Board of Directors.

3.3 **Deposits.** The Board of Directors may request any Member or Associate Member to post a security deposit of up to 90 days anticipated charges. The Board of Directors may delegate to the President the authority to assess such security deposit, and may set conditions for the return of such deposit.

ARTICLE 4
Meetings and Members

4.1 **Annual Meeting.** The annual meeting of the Members shall be held on such day and time and at such place as designated by the Board of Directors.

4.2 **Special Meetings.** Special meetings of the Members of the Corporation may be called at any time by the Chairman. On the written request from any five Members of the Corporation, the Chairman shall call a meeting of the Members of the Corporation. The purpose of the special meeting shall be stated in the notice and no other business shall be transacted.

4.3 **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 of annual meetings shall be sent to Members at least thirty (30) days prior to such meeting. Notice for special meetings shall be sent at least ten (10) calendar days prior to such meeting.

4.4 **Voting by Proxy.** Voting by proxy shall be allowed.

ARTICLE 5
Board of Directors

5.1 **Directors.** The Corporation shall have a Board of Directors consisting of eleven (11) directors, each of whom shall have been elected by a Utility Classification in accordance with Section 2.3(c) of Article 2 hereof. The Corporation shall be managed by or under the direction of the Board of Directors (the "Board").

5.2 **Terms of Office.** Each director shall serve for a term of three years. The term of each director shall be subject to the election and qualification of his or her successor and to his or her earlier death, resignation or removal.

5.3 **Advisory Directors.** In addition, the Board of Directors may elect no more than four (4) advisory directors who shall be non-voting members of the Board. Advisory directors may be excused during the course of meetings from time to time.

5.4 **Vacancies.** Any officer or director may resign at any time, subject to any rights or obligations under any existing contracts between the officer or director and the Corporation, by giving written notice to the Chairman or to the Board. An officer's or director's resignation shall take effect at the time specified in such notice, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. A vacancy in any office, however occurring, may be filled by the Board for the unexpired portion of the term from within the same utility classification.

5.5 **Powers and Duties of the Directors.** The affairs, property and business of the Corporation shall be managed by or under the direction of the Board. Subject to these Bylaws, the Board may adopt such rules and regulations for the purposes and for the conduct of its meetings as the Board may deem proper.

5.6 **Absence.** Members of the Board of Directors shall not be absent from three consecutive meetings or fifty percent of called meetings in a year without sending a communication, written or oral, to the Chairman, Secretary, or President stating the reasons for such absence, and if his or her reasons are not accepted by the members of the Board, his or her seat on the Board may be declared vacant and the Board may immediately fill the vacancy.

ARTICLE 6

Meetings of Directors

6.1 **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 Members 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.

6.2 **Meetings.** There shall be at least six (6) regular meetings held by the Board each year. Meetings of the Board of Directors may be called at any time by the Chairman. On the written request of any three directors to the Chairman, the Chairman shall call a special meeting of the Board. Unless otherwise designated in the notice, all meetings shall be held in the conference room at the Blue Stakes Center.

6.3 **Conference Telephone Calls.** Members of the Board 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 his or her presence at a meeting.

6.4 **Notice of Meetings.** Except for the annual meeting of the Board, notice of the time, place and purpose of any meeting of the Board shall be given, either written or oral, at least

five (5) calendar days prior to date of such meeting in order to transact any and all business before the Board.

6.5 **Quorum.** At all meetings of the Board, a majority of the directors, 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.

6.6 **Action Without a Meeting.** Any action that is required or permitted to be taken at a meeting of the Board may be taken without such a meeting if all directors consent to taking such action without a meeting. If all directors so consent to taking an action by affirmative vote of the number of directors that would be necessary to authorize or take such action at a meeting at a meeting, such written consent shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent shall describe the action taken, be in writing, be signed by each director entitled to vote, indicate each signing director's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes filed with the corporate records.

ARTICLE 7

Executive Committee

7.1 **Officers.** The Board of Directors may establish an Executive Committee which, if established, shall consist of the Chairman, each Vice Chairman, Treasurer, and Secretary by virtue of their offices. If the President's position is established per Article IX, the President shall serve as a non-voting advisor to the Executive Committee.

7.2 **Meetings.** Meetings of the Executive Committee may be called at any time by the Chairman. On the written request of any of the other members of the Executive Committee the Chairman 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 in the principal office of the Corporation or at any other such place as may be designated in the notice.

7.3 **Conference Telephone Calls.** Members of the Executive Committee may participate in a meeting of such committee 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 at a meeting.

7.4 **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.

7.5 **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 Bylaws, 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. Any action taken by the Executive Committee shall be reported to the entire Board of Directors.

ARTICLE 8 Other Committees

8.1 **Establishment.** The Board of Directors shall establish 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 the committees need not be Directors of the Corporation.

8.2 **Membership and Duties.** Each committee shall have the number of members and such duties as the Board of Directors shall deem appropriate.

8.3 **Meetings.** Each such committee shall meet on the call of its chairman, upon not less than five (5) calendar days prior written or verbal notice. The chairman of each such committee shall be designated by and serve at the pleasure of the Chairman of the Corporation.

ARTICLE 9 Officers and Duties

9.1 **Officers.** The officers of the Corporation shall consist of a chairman, one or more vice chairman, a treasurer and a secretary, each of whom shall be a Director. All of the officers shall be chosen by the Board of Directors at the annual meeting of the Board of Directors. 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. The 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 authority and perform such duties as the Board of Directors may prescribe.

9.2 **Duties of the Chairman.** The Chairman shall be the chief executive officer of the Corporation and subject to the control of the Board of Directors, shall have general charge and management of the business, affairs and property of the Corporation, its officers, agents and employees, if any. The Chairman, 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 the Corporation for and in the name of the Corporation, and may execute such other obligations or instruments as may be authorized from time to time by the Board of Directors. He or she shall perform all such duties as are incident to his or her office or as are properly required of him or her by the Board of Directors.

9.3 **Duties of the Vice Chairman.** Each Vice Chairman shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board of Directors or the Chairman.

9.4 **Duties of the Treasurer.** The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in such bank or banks, trust company or trust companies, as the Board of Directors may designate. He or she shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation

and, whenever required by the Board of Directors, he or she shall render or cause to be rendered financial statements of the Corporation. He or she shall ensure preparation, execution and the filing of any annual report or reports, statement or statements which may be required by law. The Treasurer shall be responsible to ensure an audit is executed annually by an independent Certified Public Accountant.

9.5 Duties of the Secretary. The Secretary shall keep the minutes and act as secretary of all meetings of the Corporation and of the Board. He or she shall be the custodian of the corporate records and of the corporate seal. He or she 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 or her by the Board.

9.6 Duties of the President. The Board may elect to establish a President position. This position shall report to the Chairman and shall operate under the direction of the Board. This position may also supervise subordinates as deemed necessary by the Board. The President shall be a non-voting member of the Executive Committee per Section 7.1.

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

ARTICLE 10

Negotiable Instruments

10.1 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, designate by resolution.

ARTICLE 11

Indemnification

11.1 Good Faith Actions. The Corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, or 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 or she 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 or her in connection with such action, suit or proceeding, including attorneys' fees, if he or she acted in good faith and in a manner he or she 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 or 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 he or she reasonably believed to be in or not opposed to the best interest of the Corporation, and, with

respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

11.2 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 or she 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 of the enterprise against expenses actually or reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including attorneys' fees, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her 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 expense which the court shall deem proper.

11.3 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 11.1 and 11.2 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith, including attorneys' fees.

11.4 Coverage Determined by Board of Directors. Any indemnification under Sections 11.1 and 11.2 above, 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 or she has met the applicable standard of conduct set forth in Sections 11.1 and 11.2. 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 Members of the Corporation.

11.5 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 in a specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amounts unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 11.

11.6 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 bylaw, agreement, vote of the Members or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding each

office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall insure to the benefit of the heirs, executors, and administrators of such a person.

11.7 **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 or her and incurred by him or her in any such capacity, or a rising out of the status of such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article 11.

ARTICLE 12

Amendments

12.1 These Bylaws may be altered or repealed, or new Bylaws may be adopted by the affirmative vote of two-thirds (2/3) of the votes cast by the members of the Board at any annual, regular or special meeting duly convened after proper notice to the directors setting out the purpose of the meeting.

ARTICLE 13

Dissolution

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

ARTICLE 14

Fiscal Year

14.1 Fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of the following year.

ARTICLE 15

Miscellaneous

15.1 **Account Books and Minutes.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees. All books and records of the Corporation may be inspected by any Directors or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

15.2 **Conflict of Interest.** If any person who is a director or officer of the Corporation is aware that the Corporation is about to enter into any business transaction directly or indirectly with him or herself, any member of his or her family, or any entity in which he has any legal, equitable or fiduciary interest or position, including without limitation as a director, officer, shareholder, partner or beneficiary, such person shall (a) immediately inform those charged with approving the transaction on behalf of the Corporation of his or her interest or position, (b) aid the persons charged with making the decision by disclosing any material facts within his or her knowledge that bear on the advisability of such transaction from the standpoint of the Corporation, and (c) not be entitled to vote on the decision to enter into such transaction. This

provision shall not apply in the case of a covered party owning or controlling collectively less than 5% of the shares of a publicly traded company.

15.3 **Severability.** The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.