

**BYLAWS
OF
VIRGINIA UTILITY PROTECTION SERVICE, INC.**

**ARTICLE I
Membership**

Section 1. Eligibility for Membership Any Operator, as defined by the Virginia Underground Utility Damage Prevention Act, as amended from time to time (Va. Code Title 56, Chapter 10.3, the “Damage Prevention Act”) shall be eligible to become a Member of the Corporation. All applications for membership shall be subject to approval by the Board of Directors.

Section 2. Members Members agree to comply with the Damage Prevention Act and to pay such dues as may be determined by the Board of Directors from time to time. A Member that is not an individual shall designate in writing from time to time one individual who shall be the authorized representative(s) of such Member. Each Member shall be entitled to one vote at meetings of the Corporation, which may be either electronic, in person (including remotely through electronic communications permitted by the Board of Directors) or by proxy (via a written proxy or a proxy transmitted electronically.)

**ARTICLE II
Meetings of the Corporation**

Section 1. Annual Meeting The annual meeting of the Corporation shall be held each year during the month of June at a place to be designated by the Board of Directors in the notice of meeting or at such place, date and time as may be otherwise designated by the Board of Directors. Notice of such meeting shall be to each Member at the address contained in the Corporation’s records not less than twenty-five (25) nor more than sixty (60) days prior to the annual meeting. Such notice shall set forth the day, hour, and location of the meeting. Attendance at an annual meeting by a Member in person, remotely via permitted electronic communications or by proxy shall constitute a waiver of notice.

Section 2. Special Meetings Special meetings of the Corporation may be called by the Board of Directors or the President & CEO at any time. Written notice of such meetings shall be given to all Members setting forth the day, time, location and purpose for such meeting not less than ten (10) nor more than sixty (60) days prior to the meeting, except as otherwise provided herein. Written notice of a meeting of Members to act on an amendment to the Articles of Incorporation, a plan of merger, a proposed sale of substantially all of the assets of the Corporation, or the dissolution of the Corporation shall be given to all Members setting forth the day, time, location and purpose of such meeting not less than twenty-five (25) days nor more than sixty (60) days prior to the meeting. Any such notice shall be accompanied by a copy of the proposed amendment, plan of merger, agreement for the sale of assets or plan of dissolution, as the case may be. Attendance at a special meeting by a Member in person, remotely via permitted electronic communications or by proxy shall constitute a waiver of notice.

Section 3. Quorum The presence, in person, remotely via permitted electronic communications or by proxy, of ten percent (10%) of the Members at any meeting of the Corporation shall constitute a quorum for the transaction of business. Once a quorum is established, the Members present may continue to do business until adjournment, notwithstanding the withdrawal or departure of such number of Members to leave less than a quorum. Unless otherwise provided in these Bylaws or the Articles of Incorporation, the act of a majority of the Members present, in person or remotely via permitted electronic communications, or represented by proxy at a meeting at which a quorum has been established shall be the act of the Corporation.

Section 4. Conduct of Meetings The annual meeting and all special meetings of the Corporation shall be conducted according to *Robert's Rules of Order, Newly Revised*.

ARTICLE III **Proxies**

At meetings of the Corporation, a Member may vote either electronically, in person, remotely via permitted electronic communications or by a written proxy signed and dated by the Member or a proxy transmitted electronically. A proxy may specify whether it is restricted to one matter or grants the holder the authority to vote the proxy on all matters that may come before the Corporation at the meeting. Unless otherwise stated in the proxy, all proxies shall be effective only for the next meeting of Members of the Corporation occurring after the date of the proxy and any adjournments thereof.

ARTICLE IV **Board of Directors**

Section 1. General Powers The business and affairs of the Corporation shall be managed under the direction of the Board of Directors. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management of the Corporation as they deem proper, so long as such rules and regulations do not conflict with these Bylaws, the Articles of Incorporation, or the laws of the Commonwealth of Virginia. The Board of Directors may engage the services of such professionals as it may deem necessary.

Section 2. Number of Directors The number of Directors shall be fifteen (15), which number may be amended by the Board of Directors from time to time. Directors shall hold office until their successors are elected and qualified in accordance with these Bylaws and the Articles of Incorporation.

Section 3. Election of Directors At each annual meeting of the Corporation, the Members shall elect five (5) Directors to serve three-year terms in accordance with Article IV of the Corporation's Articles of Incorporation and also shall elect Directors to fill any vacancy on the Board of Directors. The Board of Directors shall present nominees for election to the Board of Directors to the Members of the Corporation at each annual meeting of the Corporation. Such nominations by the Board of Directors shall not preclude a Member from nominating another eligible person or persons during the annual meeting, if such person or persons receives a

second. The nominees receiving the highest number of votes shall be deemed elected. If any Member so demands, the vote shall be taken by secret ballot.

In accordance with the requirements of the Damage Prevention Act and the rules promulgated thereunder, at least 20 percent of the Directors shall be composed of individuals who are neither utilities nor operators nor employed by a utility or an operator. This 20 percent shall be comprised of individual stakeholders that may be impacted by the services provided by the notification center, including excavators, contract locators, property owners, and governmental entities that are not operators or utilities. At least 50% of the remaining Directors will be representative of utilities. During selection of these Directors, the Board Development Committee should consider the following types of Members: (1) an electric utility, (2) a telecommunications company, (3) a water and / or sewer utility (whether publicly or privately owned), (4) a gas distribution company, (5) a petroleum products or natural gas interstate pipeline company, (6) a County and (7) a City or Town.

In the event any Director position is vacant, such position shall remain vacant until a candidate for the designated type of Member is elected to serve on the Board of Directors. The Board of Directors shall be a fully constituted Board of Directors notwithstanding the fact that one or more of such positions are vacant and any action taken by such Board of Directors shall be duly authorized for purposes of the Virginia Non-stock Corporation Act.

No Member shall be represented on the Board of Directors by more than one individual at any time. If a Director who is the representative of a Member or a stakeholder ceases to be the representative of such Member or stakeholder, the Director shall notify the Chair of the Board of Directors and a vote of the majority to have the Director resign may occur.

Section 4. Removal Any Director may be removed at any time with or without cause by majority vote of the Board of Directors at a meeting called for the purpose of such removal. If any Director shall be so removed, a new Director may be elected at the same meeting.

Section 5. Vacancies Any vacancy occurring on the Board of Directors for whatever reason may be filled by the affirmative vote of a majority of the remaining Directors, even though less than a quorum. A Director elected to fill a vacancy shall be elected for the remainder of his or her predecessor's term.

Section 6. Chair and Vice Chair The Board of Directors shall elect from its membership a Chair and a Vice Chair. The Chair shall preside at all meetings of the Board of Directors. The Vice Chair shall preside at such meetings in the absence of the Chair and shall keep minutes of meetings of the Board of Directors and Executive Committee not attended by the Secretary of the Corporation. Both the Chair and the Vice Chair shall hold office for a term of one year, as long as such individual is a member in good standing of the Board of Directors, and until such individual's successor is duly elected and qualified and may be re-elected.

Section 7. Compensation Directors shall serve without compensation from the Corporation.

Section 8. Dues The Board of Directors shall determine, and may amend from time to time, dues to be paid by each Member or Associate Member. Such dues may be, or include, a charge per notice of excavation (ticket) transmitted to Members pursuant to Va. Code § 56-265.22.

ARTICLE V **Meetings of Directors**

Section 1. Regular Meetings Regular meetings of the Board of Directors may be held at such times and places, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time with or without written notice. A regular meeting of the Board of Directors shall be held prior to each annual meeting of the Corporation, at which meeting the Board of Directors shall elect its Chair and Vice Chair, Officers, and Committee members not designated in these Bylaws. The Board Chair shall designate a Chair of each of the Finance and Board Development Committees.

Section 2. Special Meetings Special meetings of the Board of Directors may be called by the Chair of the Board or by any three (3) members of the Board of Directors. Written notice stating the place, day and hour of a special meeting shall be mailed or given by electronic transmission to each Director not less than seven (7) nor more than sixty (60) days before the date of the meeting, by or at the direction of the Chair of the Board, the President or other persons calling the meeting. Attendance at a special meeting by a Director shall constitute a waiver of notice.

Section 3. Quorum At any meeting of the Board of Directors, one third of the Directors shall constitute a quorum for the transaction of business. A majority vote of those in attendance at a meeting at which a quorum is present shall be the act of the Board of Directors. Once a quorum is established, the Directors present may continue to do business until adjournment, notwithstanding the withdrawal or departure of such number of Directors to leave less than a quorum.

Section 4. Action Without a Meeting The Board of Directors may take action without a meeting if a written consent (which may be electronic), setting forth the action to be taken, shall be given by all of the Directors entitled to vote with respect to the subject matter thereof and such consent complies with all requirements of the laws of the Commonwealth of Virginia.

Section 5. Participation By Conference Telephone The Board of Directors may permit any or all Directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

ARTICLE VI

Officers

Section 1. General The Board of Directors shall elect the President & CEO, and may elect any Vice Presidents and a Secretary and a Treasurer. The Board of Directors may also elect additional Vice Presidents, Assistant Secretaries, and Assistant Treasurers. The election shall take place at the regular meeting of the Board of Directors next preceding the annual meeting of the Corporation. Officers shall serve for a term of one year and until such individual's successor is duly elected and qualified, and may be re-elected. No Officer shall be a Director.

Section 2. Removal and Vacancies Any Officer may be removed with or without cause at any time by majority vote of the Board of Directors. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. President & Chief Executive Officer (CEO) The President & CEO (the "President") shall be one and the same position and shall preside at all meetings of the Corporation, appoint non-Board committees, be an ex officio member of all such committees and all committees of the Board of Directors, prepare an annual budget, sign all contracts and agreements as authorized by the Board of Directors and have general supervision over and management of the affairs of the Corporation, subject to the control and direction of the Board of Directors. The President may authorize the expenditure of funds of the Corporation and enter into obligations on behalf of the Corporation in accordance with a budget approved by the Board of Directors and as otherwise authorized from time to time by the Board of Directors. The President shall sign all checks for the Corporation, except that other employees may sign checks in amounts authorized by the Board of Directors.

Section 4. Vice Presidents Each Vice President, if any, shall have such powers and duties as may be assigned to him by the President or the Board of Directors.

Section 5. The Secretary shall keep the minutes of all meetings of the Corporation and, when requested, the Board of Directors and the Executive Committee, shall serve all notices, shall be the custodian of the records of the Corporation and shall perform such other duties as the President or the Board of Directors may assign.

Section 6. Treasurer The Treasurer shall collect, have custody of and keep an accurate account of the funds of the Corporation and shall see that all bills of the Corporation are paid.

ARTICLE VII

Executive Committee

Section 1. Composition and Powers The Board of Directors, in its discretion, may appoint an Executive Committee consisting of the Chair of the Board, the Vice Chair and at least two other Directors. The Chair and Vice Chair of the Board of Directors shall be Chair and Vice Chair, respectively, of the Executive Committee. In the absence of action by the Board of Directors and to the extent permitted by law, the Executive Committee may exercise any and all powers of the Board of Directors in the management of the Corporation. The Executive Committee shall meet at the call of the Chair of the Board. Action by the Executive Committee

shall be by unanimous vote. Meetings of the Executive Committee may be held by telephone conference in accordance with Section 5 of Article V of these Bylaws.

Section 2. Minutes The Executive Committee shall keep the minutes of its meetings and record all action taken by it. The minutes shall be submitted to the Board of Directors at its next meeting.

ARTICLE VIII **Finance and Audit Committee**

The Finance and Audit Committee shall consist of at least three members of the Board of Directors appointed by the Board Chair. The Finance and Audit Committee shall provide oversight for the Board of Directors of the Corporation's accounting and financial reporting processes, internal accounting and financial systems and controls, and annual independent audit of the Corporation's financial statements. Each year at a time designated by the Board of Directors the President shall submit a proposed budget for the following year for review by the Finance and Audit Committee before the President presents the budget to the Board of Directors for approval. After approval of an annual budget by the Board of Directors, the Finance and Audit Committee shall review any proposed change in such budget before it is submitted to the Board of Directors for approval. The Finance and Audit Committee shall perform such other duties as may be assigned to it by the Board of Directors.

ARTICLE IX **Board Development Committee**

The Board Development Committee shall consist of at least three members of the Board of Directors appointed by the Board Chair. Prior to each annual meeting of the Corporation, the Board Development Committee shall recommend Director Nominees to the Board of Directors, which shall then select Director Nominees to be presented to the Members in accordance with Article IV, Section 3 of these Bylaws. The Board of Directors shall provide guidelines to the Board Development Committee for the selection of Director Nominees to be recommended to the Board of Directors. Prior to each annual meeting of the Corporation, the Board Development Committee shall also recommend to the Board of Directors candidates for election as Officers of the Corporation at the regular meeting of the Board of the Directors.

ARTICLE X **Amendments**

Unless proscribed by the Articles of Incorporation or by law, these Bylaws may be amended at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by these Bylaws. The Members entitled to vote in the election of Directors, however, shall have the power to rescind, amend, alter or repeal any Bylaws and to enact Bylaws which, if expressly so provided, may not be amended, altered or repealed by the Board of Directors.

As amended through September 2013