KENTUCKY UNDERGROUND PROTECTION, INC.  
DBA: Kentucky 811  
A Kentucky Nonstock, Nonprofit Corporation

BYLAWS

ARTICLE 1

Offices

1.1 Principal Office. The principal office of Kentucky Underground Protection, Inc., (the  
"Corporation") shall be located in a city where the directors deem advisable.

1.2 Other Offices. The Corporation may have offices at other locations, within or without the  
Commonwealth of Kentucky, as the Board of Directors so designate.

1.3 Registered Office. The registered office of the Corporation may be, but need not be, identical with  
its principal office in the Commonwealth of Kentucky. The address of the registered office may be  
changed from time to time by the Board of Directors.

ARTICLE 2

Membership

2.1 Membership. Membership in the corporation shall consist of (i) participating general, (ii)  
sustaining members. Membership in the Corporation shall be open to any individual. Partnership,  
corporation, association, cooperative, trust, public authority, governmental body, municipality, or other  
entity which has:

(a) a recognizable interest in the furtherance of the purpose of the Corporation as specified in the  
Articles of Incorporation of the Corporation; and

(b) tendered the payment of the fees as identified in Section 2.3 herein (and subject to change or  
adjustment by the Board of Directors) for the class of membership for which such party is  
eligible.

2.2 Classification and Privileges. The membership of this Corporation shall consist of the following:

(a) General Member. Any individual, partnership, corporation, association, cooperative,  
public trust, governmental agency, municipal corporation, or any other owner or operator of  
underground lines, systems or other facilities, and appurtenances thereto, located within the  
Commonwealth of Kentucky who has elected to participate in the Kentucky Underground  
Protection Center operated by the Corporation, or which this Corporation has caused to be in  
operation.

(b) Sustaining Member. An individual, partnership, corporation, association or other entity  
which although not an owner or operator of underground facilities and member of the Corporation,  
evertheless wishes to promote the purpose of the Corporation as specified in the Articles of  
Incorporation. Sustaining members shall not have the right to vote.
2.3 Membership Fees.

(a) General Member Fee. Each General Member shall be required to pay periodic Fees determined by the Board of Directors.

(b) Sustaining Member Fee. An annual fee, determined by the Board of Directors will be charged each Sustaining Member.

(c) Fee establishment and adjustment. The establishment of a fee(s) or the adjustment to any existing fee or charge requires an affirmative vote by a majority of the Board of Directors.

2.4 Rights of Members.

(a) Property Rights. No member of this 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 Board of Directors (subject to approval by the members, if necessary) of the Corporation in the manner and to the extent provided herein or by the laws of the Commonwealth of Kentucky. If the Corporation is dissolved or otherwise discontinues activity, the property and assets of the Corporation shall be liquidated and distributed in accordance with provisions therefor set forth in Articles of Incorporation, or as provided by Law.

(b) Voting. Each general member shall be entitled to one (1) vote at any annual or special meeting in person or by proxy.

2.5 Termination of Membership. Termination of membership by a General Member shall be by written notice delivered, or sent by registered or certified mail, to the Chief Officer of the Corporation, ninety (90) days prior to termination. Termination shall not eliminate the obligation of the terminating member for outstanding charges. A Sustaining Member may terminate membership at any time by written notification to the Chief Officer of the Corporation.

2.6 Failure to Pay Charges. A member who fails to pay any fees as they become due may be suspended and not be entitled to any of the benefits or rights set out herein until such time as the member is current on its debt to the Corporation. Any member whose fees are in arrears by more than ninety (90) days is subject to removal by the Board of Directors.

ARTICLE 3
Meetings of Members

3.1 Annual Meetings. There shall be an annual meeting of the members of the Corporation. Every member shall be furnished at least fourteen (14) days’ advance notice of any such membership meeting.

3.2 Special Meetings. Special meetings of the members may be necessary from time to time; this shall be determined by not less than forty percent (40%) of the general members, by a majority of the Board of Directors or by the Chief Officer of the Corporation.

3.3 Notice. Written or electronic notice stating the purpose, place, day, and hour of any membership meeting shall be delivered not less than fourteen (14) days before the date of the meeting, either personally or by mail or by electronic devices.

3.4 Quorum. Fifty (50) percent of KUPI Board of Directors with a minimum of five (5) other general membership voting members at any duly conducted membership meeting shall constitute a quorum. If a quorum of members is present, the affirmative vote of a majority of the members present shall be an act of the members for purposes of deciding any issue presented by the Board of Directors.
ARTICLE 4

Board of Directors

4.1 General Powers. The control for the business and the affairs of the Corporation shall be in the Board of Directors. The Board of Directors shall have governance and control of the affairs, property and business of the Corporation, including but not limited to, the assessment of the fees to Members and, subject to these Bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.

4.2 Numbers.

a) Voting Directors
   Effective 1/1/2021 and thereafter, The Board of Directors shall consist of not less than ten (10) and no more than twenty (20) persons. The Board of Directors shall consist of at least one (1) but not more than two (2) general members, employed on a full-time basis, from each of the following categories:
   1) Telecommunications
   2) Natural Gas Distribution
   3) Electric
   4) Water & Sewer
   5) Transmission Pipeline (Gas or Liquid)
   6) Private/Municipal/s/Other
   7) Rural Telecommunications
   8) Electric Cooperatives
   9) Rural Water
   10) Contractor/Excavator

b) Ex Officio Non-Voting Directors
   The Board of Directors may elect "Ex Officio Directors" to assist the Board on a regular basis, with no voting power. Ex-Officio Directors must be approved by a majority vote from each category of board members as specified in Section 4.2(a). The term of each Ex Officio Director will expire on December 31st of each calendar year. The Ex Officio Director will be eligible for additional terms upon re-appointment by the Voting Board of Directors. The number of Ex Officio Board Members will be limited to a maximum of (6) and no more than (1) from any of the following categories:
   1) Government/Regulatory
   2) Contract Locator
   3) National Association Electrical Contractors
   4) Associated General Contractors of Kentucky
   5) Kentucky Association of Master Contractors
   6) Homebuilders Association of Kentucky

The number of directors may be increased or decreased from time to time by the Board of Directors by amendment to the bylaws.

4.3 Tenure. Directors shall be elected by the members of the Corporation each year at the annual meeting of the members. Except as set forth herein, each director shall serve three (3) years. Directors may serve consecutive terms.

4.4 Removal or Resignation of Director. At a meeting of the members called expressly for that purpose any director may be removed, with or without cause, by a majority vote of the members present (subject to the quorum requirements). Any member may resign from the Board of Directors at any time by giving written or electronic notice to any officer of the Corporation.
4.5 **Vacancies.** Vacancies on the Board of Directors will be filled for the unexpired term at the next available annual membership meeting in accordance with Section 4.3, unless the Board of Directors determines by affirmative vote by a majority of the Board of Directors that the vacant position should be filled prior to the next annual membership meeting.

4.6 **Committees.** The Board of Directors shall establish any such committee as it deems appropriate to advise it on matters affecting the business and affairs of the Corporation. The members of these committees need not be Directors of the Corporation.

4.7 **Annual and Special Meetings.** The annual meeting of the Board of Directors shall be held without other notice than this bylaw in conjunction with, and at the same place as, the annual meeting of the members. All special meetings of the Board of Directors shall be provided by notice stating the time, place and reason for meeting(s).

4.8 **Notice.** Special meetings of the Board of Directors may be called by, or at the request of, The Chairman of the Corporation or any four (4) directors. Any special meetings shall be held at the location specified in the notice of the meeting. Notice of any special meeting of the Board of Directors shall be given at least seven (7) days prior thereto.

4.9 **Quorum.** A majority of the Board shall constitute a quorum for the transaction of business. The act of the majority of directors present or by proxy at a meeting at which a quorum is present shall be the act of the Board of Directors.

(a) **Proxy Voting.** At all meetings of the Board of Directors, a director may vote by proxy executing in writing or electronically, filed with the Chief Operating Officer of the Corporation before or at the time of such meeting. The proxy shall be valid for the meeting for which the proxy was executed.

**ARTICLE 5**

**Officers**

5.1 **Officers.** The officers of the Corporation shall consist of a Chairman, a Vice-Chairman, a Treasurer, a Secretary and Chief Operating Officer; all of whom shall be chosen by the directors. This Corporation may also have such other officers 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.

5.2 **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

5.3 **Election and Term of Office.** Officers of the Corporation shall be elected by the Board of Directors at a meeting to be held not more than one hundred twenty (120) days prior to the end of current fiscal year. The offices of Chairman and Secretary will be elected in the odd numbered years to take office on January 1, of the following year. Vice Chairman and Treasurer will be elected on even numbered years and take office on Jan 1, of the following year. Candidates for officer positions will be announced to the board by a Nominating committee selected by the Executive committee.

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 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 and in accordance with the Corporation’s financial policies and procedures, shall sign, when necessary, contracts and other instruments in the ordinary business of the Corporation and for and in the name of the Corporation may execute such other obligations or instruments as may be authorized from time to time by the Board of Directors. The chairman shall perform all such other duties as are incident to the chairman’s office or as properly are required of the chairman by the Board of Directors.
5.5 **Vice-Chairman.** The vice-chairman shall have such powers and discharge as may be assigned from time to time by the Board of Directors or the chairman and shall assume the duties of the chairman in their absence.

5.6 **Treasurer.** The treasurers shall have general supervision over the care and custody of the funds and securities of the Corporation and shall execute or cause to be executed, the financial policies and procedures of the Corporation. The treasurer 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, the treasurer shall render or cause to be rendered financial statements of the Corporation. The treasurer shall ensure compliance of any annual report or reports, statement or statements, which may be required by law.

5.7 **Secretary.** The secretary shall ensure that minutes are kept and act as secretary of all meetings of the Corporation and of the Board of Directors. The secretary shall be the custodian of the corporate records and of the corporate seal, and shall see that the corporate seal is affixed to, where necessary, all documents, execution of which, on behalf of the Corporation, under the seal is duly authorized, and when so affixed may attest the same. The secretary 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 by the Board of Directors.

5.8 **Executive Director.** The Board may appoint an Executive Director. For so long as the corporation is a member of USA, Inc., the Board shall appoint the Executive Director of USA, Inc. as its Executive Director. In addition to such other duties as may be assigned to the Executive Director by the Board, the Executive Director shall serve as Chief Operating Officer, Assistant Secretary and Assistant Treasurer of the corporation.

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

**ARTICLE 6**

**Indemnification and Release**

6.1 **Good Faith Actions.** The Corporation shall indemnify any person who was or is party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding (including appeals), 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 or officer of the Corporation against expenses (including attorney’s fees), judgments, fines and amounts paid in settlement actually and reasonably insured by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he 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 no reasonable cause to believe that his 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 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 conduct was unlawful.

6.2 **Exclusion for Negligence or Misconduct.** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit (including appeals) 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 or officer of the Corporation, against expenses (including attorney’s fees) actually and reasonably incurred by him in action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation and except that no
indemnification shall be made in respect of any claim, issue or manner as to which such person shall
have been adjudged to be liable for negligence misconduct in the performance of his/her duty to the
Corporation unless and only to the extent that the District Court or 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 indemnify for such
expenses which the District Court or such other court shall deem proper.

6.3 Fee and Expenses. To the extent that a director or officer of the Corporation has been successful on
the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 6.1 or 6.2 of
this Article or in defense of any claim, issue or matter therein, he shall be indemnified against expenses
(including attorney’s fees) actually and reasonably incurred by him in connection therewith.

6.4 Coverage Determined by Board of Directors. Any indemnification under Section 6.1 or 6.2 of this
Article (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 officer or director is proper in the circumstances
because he has met applicable standards of conduct set forth in Sections 6.1 or 6.2 of this Article.
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 direct, by independent
legal counsel (who may be regular counsel to the Corporation but who shall not be an employee of the
Corporation) in a written opinion, or (c) by the members.

6.5 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 the specific case upon receipt of
an undertaking by or on behalf of the director or officer 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.

6.6 Nonexclusive Remedy. The indemnification provided by this Article shall apply to acts and
transaction occurring heretofore or hereafter and shall not be deemed exclusive of any other rights to
which those seeking indemnification are entitled under any statute, certificate or articles of
incorporation, bylaw, agreement, vote of the 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 or officer and shall inure to the benefits of
the heirs, executors and administrators of such a person.

6.7 Insurance Coverage. The Corporation shall purchase or cause to be purchased and maintained
insurance on behalf of any person who is or was a director or officer of the Corporation, against any
liability asserted against him or incurred by him in any such capacity, or arising out of his status as
such, whether or not the Corporation would have the power to indemnify him against such liability
under the provisions of this Article.

6.8 Release. The members shall release and hold harmless the Corporation, and its officers and
directors from any and all liability based upon claims, demands, damages, or actions resulting from or
arising out of any transactions involving the members and Corporation, directly, indirectly or
derivatively or, whether by contract or by reason of contribution or indemnity.

ARTICLE 7

Finances
7.1 **Revenues.** Revenues shall be derived from membership fees and other means as set by the Board of Directors.

7.2 **Fiscal Year.** Fiscal year shall be from January 1 to December 31.

7.3 **Contracts.** The Board of Directors may authorize any officer or officers, agent(s), to enter into any contract and execute and deliver any instruments in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

7.4 **Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidence if indebtedness issued in the name of the Corporation shall be signed by such officer or agent as authorized by resolution of the Board of Directors from time to time.

**ARTICLE 8**

**Miscellaneous**

8.1 **Severability.** In the event any one or more of the provisions contained herein shall for any reason be held to be unenforceable in any respect under the applicable law, such unenforceability shall not affect any other provision of these Bylaws, but these Bylaws shall then be construed as if such unenforceable provision or provisions had not been contained herein.

8.2 **Legal Services.** The Board of Directors may acquire legal services as deemed necessary.

8.3 **Amendments.** The Board of Directors shall have the power and authority to alter, amend or rescind the bylaws of the Corporation at any regular or special meeting at which a quorum is present by a vote of the majority of the Board of Directors subject to the power of the members to change or repeal such bylaws at any annual or special meeting of the members, by a vote of a majority of the members represented at such meetings.

8.4 **Conduct of Meetings.** All meetings of members and the Board of Directors shall be conducted in accordance with Robert’s Rules of Order.

8.5 **Construction.** Unless the context specifically requires otherwise any reference in these Bylaws to any gender shall include all other genders; any reference to the singular shall include the plural; and any reference to the plural shall include the singular.

These Bylaws have been amended and approved by the Board of Directors of the Corporation on the twenty-fifth day of July 2018, as certified by the Secretary of the Corporation.

By

Secretary