

TENNESSEE ONE-CALL BY-LAWS:

BYLAWS of TENNESSEE ONE-CALL SYSTEM, INC.

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These Bylaws shall regulate the affairs of the Corporation, subject to the provisions of the Corporation's Charter and any applicable provisions of the Tennessee Nonprofit Corporation Act, Section 48-51-101 et seq., Tennessee Code Annotated.

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1.01. Registered Office. The Corporation shall designate and continuously maintain a registered office in the State of Tennessee.

Section 1.02. Principal Office. The principal office of the Corporation shall be that which is designated as such by the Board of Directors.

Section 1.03. Other Offices. The Corporation may also have other offices within and without the State of Tennessee at such places as the Board of Directors may from time to time determine.

Section 1.04. Registered Agent. The Corporation shall designate and continuously maintain a registered agent in the State of Tennessee at its registered office.

ARTICLE II

MEMBERS

Section 2.01. Admission of Members. Any person may be admitted as a member of the Corporation by the Board of Directors, provided such person pays the membership fees established by the Board of Directors and is interested in the furtherance of the purposes of the Corporation.

Section 2.02. 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 State of Tennessee used for producing, storing, conveying, transmitting or distributing communications, electricity, power, light, heat, gas, oil, petroleum products, water, steam, sewerage or other commodities or service who (1) has elected to participate in the notification center operated by this Corporation, or which this Corporation has caused to be in operation, (2) has paid in the aggregate in charges to this Corporation during the prior calendar year not less than the sum of One Thousand Dollars (\$1,000.00), or if a new member, has been assessed charges for the current calendar year and has tendered to this Corporation not less than the sum specified above (or the pro rata portion thereof if the period is for less than a full calendar year); and (3) has not elected to be an associate member of this Corporation.

(b) Associate Member. An 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 State of Tennessee used for producing, storing, conveying, transmitting or distributing communications, electricity,

power, light, heat, gas, oil, petroleum products, water, steam, sewerage or other commodities or service who (1) has elected to participate in the notification center operated by this Corporation, or which this Corporation has caused to be in operation, and (2) has paid in the aggregate in charges to this Corporation in the prior calendar year not exceeding the sum of One Thousand Dollars (\$1,000.00), or, if a new member, has been assessed charges for the current calendar year and has tendered to this Corporation not less than the sum specified above (or the pro rata portion thereof if the period is for less than a full calendar year) or if such charges exceed the above-specified sum has elected, in writing filed with the Secretary of this Corporation, not to be a General Member.

(c) Sustaining Member. An individual, partnership, corporation, association or other entity which although not an owner or operator of underground facilities and thereby eligible to become a General or Associate Member of this Corporation, nevertheless wishes to promote the purpose of this Corporation as specified in Article Second of the Articles of Incorporation of this Corporation.

Section 2.03. 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 this Corporation; all property and assets of this Corporation shall be subject to the direction, control of and expenditure by the members and/or the Board of Directors of this Corporation in the manner and to the extent provided by the laws of the State of Tennessee; and should this Corporation be liquidated or dissolved or otherwise discontinue activity, the property and assets of this Corporation shall be distributed in accordance with provisions therefore set forth in the Articles of Incorporation, in any, or as provided by law;

(b) Voting. Only General Members of this Corporation shall be entitled to vote at any annual or special meeting of the members of this Corporation, each General Member of this Corporation being entitled to one (1) vote, in person or proxy, at any such meeting on all matters submitted to the membership, for each One Thousand Dollars (\$1,000.00), or any portion thereof paid in charges to this Corporation in the calendar year immediately prior to the calendar year in which the vote is to be taken or if a new member, paid in charges for the current year; provided, however, that during the first full calendar year and any period prior thereto, the number of votes to which a full member is entitled shall be based on the General Member's aggregate payments made to this Corporation up to the time of the meeting. Associate Members and Sustaining Members may attend and participate in

the annual or special meetings of this Corporation but shall have no voting privileges at such meetings.

Section 2.04. Admissions and Charges.

- (a) Application. Applicants for the various classifications of membership shall be submitted to the Secretary of this Corporation on forms approved by the Board of Directors. If the Secretary determines that the applicant is eligible for the membership requested, the Secretary shall cause to be prepared and sent to such member a Certificate of Membership in this Corporation, the form to be as approved by the Board of Directors. A list of new applicants accepted into membership shall be furnished to the Board of Directors at each regular meeting of such Board. If the Secretary deems the applicant not to be eligible for the class of membership requested, the matter will be submitted to the Secretary of the Board of Directors at its next regular meeting for final determination.
- (b) Fees, Dues and Assessments. The Board of Directors may establish membership fees to be paid by persons as a condition to being admitted as members and may also set from time to time dues, assessments and other fees to be paid by the members periodically.
- (c) Termination. Termination of membership by a General or Associate Member shall be by written notice delivered, or sent by registered or certified mail, proper postage attached thereto, to the Secretary of this Corporation ninety (90) days prior to termination, however, such termination shall not eliminate the obligation of such member for the charges which he would have had to pay had he remained a member for one year. A Sustaining Member may terminate membership at any time by written notification delivered to the Secretary of this Corporation.

Section 2.05. Expulsion or Suspension. A member may be expelled or suspended by the Board of Directors, but notice and an opportunity to be heard shall first be given to the member as set forth below, and the expulsion or suspension procedure shall be fair, reasonable and carried out in good faith:

- (a) The member shall be given not less than fifteen (15) days' prior written notice of the expulsion or suspension, and the reason(s) therefore; and

(b) The member must be given the opportunity to be heard, orally or in writing, by the Board of Directors not less than five (5) days before the effective date of the expulsion or suspension.

For purposes of this Section 2.05 only, any written notice given by mail shall be sent postage prepaid by first class United States mail or by certified United States mail, return receipt requested, and sent to the last address of the member shown on the Corporation's records.

Section 2.06. Transfers and Encumbrances. No member shall transfer, by operation of law or otherwise, or encumber in any way his or her membership or any right arising therefrom.

ARTICLE III

MEETING OF THE CORPORATION

Section 3.01. Annual Meeting. The annual meeting of the members of the Corporation shall be held in Nashville, Tennessee on the second Thursday in March of each and every year, if not a legal holiday, and if a legal holiday, then on the next succeeding business day, not a legal holiday. The Board of Directors may, however, fix the date of the annual meeting on any day. At the annual meeting, the members shall elect Directors, receive reports on the activities and financial condition of the Corporation, and transact such other business as may properly come before the meeting.

Section 3.02. Special Meetings. The Corporation shall hold a special meeting of its members upon the call of the Board of Directors or the President, or upon the written demand(s) to the Secretary twenty five (25) percent of all General Members. Any call or demand for a special meeting shall describe the purpose(s) for which the special meeting is to be held. Only business within the purposes(s) described in the meeting notice for the special meeting may be conducted at such meeting.

Section 3.03. Notice of Meetings. The Corporation shall notify its members of the date, time and place of each annual and special meeting of members no fewer than ten (10), nor more than forty five (45) days before the meeting date. The notice of a meeting shall also contain such other information which may be required by these Bylaws.

Section 3.04. Waiver of Notice. A member's attendance at a meeting:

(a) Waives objection to lack of notice or defective notice of the meeting unless the member at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting; and

(b) Waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented.

Section 3.05. Quorum. Unless otherwise required by law, ten percent (10%) of the votes entitled to be cast on a matter must be represented at any meeting of the members to constitute a quorum on that matter. If, however, such quorum is not represented at any such meeting, the members present at the meeting in person or represented by proxy shall have the power to adjourn from time to time without notice other than announcement at the meeting, until the requisite quorum is present or represented, when any business may be transacted that might have been transacted at the meeting as provided in the original notice.

Section 3.06. Voting Requirements. Except as otherwise provided in these Bylaws, action on any matter voted upon at a meeting of the members is approved if a quorum exists and if the votes cast in favor of the action exceed the votes cast against the action. However, Directors shall be elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting of the members at which a quorum is present. Voting by proxy shall be allowed.

Section 3.07. Action by Written Consent. Action that is required or permitted to be taken at a meeting of the members may be taken without such a meeting if all members entitled to vote on the action consent to taking such action without a meeting. If all of such members so consent, the affirmative vote of the number of votes that would be necessary to authorize or take such action at a meeting shall be the act of the members, except as otherwise provided in these Bylaws. Such consent (or counterpart(s) thereof) shall describe the action taken, be in writing, be signed by each member entitled to vote on the action, indicate each signing member's vote or abstention on the action, and be delivered to the Secretary of the Corporation and included in the minutes or corporate records.

Section 3.08. Action by Written Ballot. Any action that may be taken at any annual or special meeting of members may be taken without a meeting if the Corporation delivers a

written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and shall provide an opportunity to vote for or against each proposed action. Approval by written ballot shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot shall:

- (a) Indicate the number of responses needed to meet the quorum requirements;
- (b) State the percentage of approvals necessary to approve each matter other than election of Directors; and
- (c) Specify the time by which the ballot must be received by the Corporation in order to be counted.

ARTICLE IV

BOARD OF DIRECTORS

Section 4.01. General Powers and Qualifications. All corporate powers of the Corporation shall be exercised by and under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors. All Directors must be natural persons and shall be at least eighteen (18) years of age. Seven (7) of the members of the Board of Directors, or a number sufficient to constitute a majority of the Board in the event that the number of Directors should be changed, shall represent and be selected from the following seven (7) major categories:

- 1) Water: water/wastewater, storm sewer drains
- 2) Electric: generation, transmission, distribution
- 3) Intra/Interstate Pipelines
- 4) Gas Distribution
- 5) Long Distance Telephone
- 6) Local Exchange Telephone
- 7) Catv

Section 4.02. Number of Directors. The Board of Directors shall be composed of eleven (11) Directors, but these Bylaws may be amended from time to time by the members or by the Board of Directors to increase or decrease the number of Directors within the limits provided by law, although at no time shall there be fewer than seven (7) Directors, each representing one of the seven major categories. Of the eleven Directors, no more than three (3) Directors shall be selected from any one of the major categories with at least one representative selected from each major category. The Board of Directors may also elect as Directors representatives from other entities such as, but not limited to, the Tennessee Association of Utility Districts and the Associated General Contractors of Tennessee, whose interests are in keeping with the purposes of this Corporation and whose participation the Directors believe to be beneficial. The Board also recognizes that at the time that these Bylaws were amended to require eleven (11) Directors that the Board was comprised of sixteen (16) Directors. As a result of this change, all Board members in office as of December 5, 1996 will be allowed to complete their current term of office and remain as voting members of the Board.

Section 4.03. Election and Tenure. Director shall be elected by the members at each annual meeting of the corporation and each Director shall be elected to serve for a term of (3) years not to exceed (3) consecutive terms or until his or her successor is elected and qualifies; subject however to the removal of any Director by the members as provided in these Bylaws.

Section 4.04. Advisory Directors. In addition, the Board of Directors may elect Advisory Directors, who shall not be voting members. Such Advisory Directors may represent public and private groups interested in the purposes of this Corporation.

Section 4.05. Nominating Committee. Not less than three (3) months prior to the date of the annual meeting of the members of the Corporation, the President of the Corporation may appoint a nominating committee which shall include a representative from each of the five major groups with members participating in the statewide notification center, communications, gas transmission, products pipelines, gas distribution and electrical. Such nominating committee shall present a suggested slate of directors to be acted upon by the members of the Corporation at the next annual meeting of the membership of the Corporation, such slate to include one representative of each of said major groups.

ARTICLE V

MEETING OF DIRECTORS

Section 5.01. Regular Meetings. Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice at such time and place, as the Board of Directors shall determine from time to time, but no less frequently than once a year.

Section 5.02. Special Meetings. Special meetings of the Board of Directors may be called by the President or by any four (4) Directors.

Section 5.03. Notice of Meetings. Except as otherwise provided herein, regular meetings of the Board of Directors may be held without notice of the date, time, place, or purpose of the meeting. Except as otherwise provided herein, special meetings of the Board of Directors must be preceded by at least two (2) days' notice to each Director of the date, time and place, but not the purpose, of such special meeting. Notice of any adjourned meeting need not be given in the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken, and if the period of adjournment does not exceed one (1) month in any one (1) adjournment.

Section 5.04. Waiver of Notice. If a Director attends or participates in a meeting, he or she waives any required notice to him or her of the meeting unless the Director at the beginning of the meeting (or promptly upon arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 5.05. Quorum and Voting. A quorum of the Board of Directors consists of a majority of the Directors then in office before a meeting begins. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present is the act of the Board of Directors, except as otherwise provided in these Bylaws.

Section 5.06. Attendance of Directors. Any Director having missed more than two regular meetings or more than fifty percent of called meetings in a calendar year of the corporation may be removed from the Board by Resolution of two-thirds of the members of the Board and that position vacant until filled by regular action of electing members of the Board. Removal of said Director will not affect the general members standing with the corporation.

Section 5.07. Vacancy. If a vacancy occurs on the Board of Directors, including a vacancy resulting from an increase in the number of Directors or a vacancy resulting from a removal of a Director with or without cause:

(a) The members may fill the vacancy;

(b) The Board of Directors may fill the vacancy; or

(c) If the Directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of all Directors remaining in office.

Section 5.08. Removal of Directors. The members may remove any one (1) or more Directors, with or without cause, at any special meeting that is specifically called for that purpose.

Section 5.09. Action Without Meeting. Action that is required or permitted to be taken at a meeting of the Board of Directors may be taken without such a meeting if all Directors consent to taking such action without a meeting. If all Directors so consent, the affirmative vote of the number of Directors that would be necessary to authorize or take such action at a meeting shall be the act of the Board, except as otherwise provided in these Bylaws. Such consent(s) 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.

Section 5.10. Indemnification. With respect to claims or liabilities arising out of service as a Director of the Corporation, the Corporation shall indemnify and advance expenses to each present and future Director (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 5.11. Immunity. to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended, each present and future Director (and his or her estate, heirs, and personal representatives) shall be immune from suit arising from the conduct of the affairs of the Corporation.

Section 5.12. Alternate Directors. If a duly elected member of the Board of Directors cannot attend a meeting of the Board of Directors, he may appoint an alternate director to serve as his alternate to that one meeting of the board. This alternate director shall be an employee of the same firm as the duly elected director. The director shall furnish the alternate a letter designating him as the alternate for the specified meeting, and this letter shall be delivered to the other members of the board at the

regularly scheduled meeting. The alternate director shall have the authority to exercise the full rights of the duly elected director at the specified board meeting.

Section 5.13. Ex Officio Members. The Chairman of the Operating Committee shall be an Ex Officio Member of the Board of Directors.

Section 5.14. Operating Committee. The Chairman of the Operating Committee by virtue of his position may be a voting Board Member. The Committee may, however, be chaired by a General Member.

ARTICLE VI

OFFICERS

Section 6.01. Required Officers. The Officers of the Corporation shall be a President, Vice President, Secretary, and Treasurer, as may from time-to-time be elected or appointed by the Board of Directors. No individual may simultaneously hold more than one (1) office in the Corporation. The Executive Director shall also serve as the Assistant Treasurer.

Section 6.02. Election. At the first meeting of the Board of Directors after each annual meeting of the members, the Board shall elect the officers of the Corporation by a majority vote of those Directors present, provided a quorum exists.

Section 6.03. Term of Office. The officers of the Corporation shall hold office for one (1) year or until their successors are chosen and qualify in their stead, subject, however, to the right and authority of the Board of Directors to remove any officer at any time with or without cause.

Section 6.04. Powers and Duties of Officers. The powers and duties of the officers of the Corporation shall be as follows:

- (a) President. The President shall be the Chief Executive Officer of the Corporation, shall have general and active management of the Corporation, and shall see that all orders and resolutions of the Board of Directors are carried into effect, subject, however, to the right of the Board of Directors to delegate any specific powers, unless exclusively conferred upon the President by law, to any other officer(s) of the Corporation. The President shall also report on

- the activities and financial condition of the Corporation at all annual meetings of the members.
- (b) Vice President. The Vice President shall have such powers and perform such duties as may be assigned to him or her by the Board of Directors or the President. In the absence or disability of the President, the Vice President shall perform the duties and exercise the powers of the President.
- (c) Secretary. The Secretary shall attend all meetings of the Board of Directors and of the members of the Corporation and shall be responsible for preparing the minutes of such meetings. The Secretary shall be responsible for the care and custody of the minute book of the Corporation and for authenticating records of the Corporation. It shall be his or her duty to give or cause to be given notice of all meetings of the members and of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act. In the event the secretary is absent for some reason from any meeting where minutes are to be prepared or is otherwise unable to take such minutes, the presiding officer of such meeting shall appoint another person, subject to the approval of those present and entitled to vote at such meeting, to take the minutes thereof.
- (d) Treasurer. The Treasurer shall have custody of the Corporation funds and securities, shall keep full and accurate account of receipts and disbursements in the appropriate Corporation books, and shall require the deposit of all monies and other valuable assets in the name of and to the credit of the Corporation in such financial institutions as may be designated by the Board of Directors. The Treasurer shall require disbursement of the funds of the Corporation as may be ordered by the Board of Directors, and shall render to the President and the Board of Directors, at any time they may require, an account of his or her transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall report on the activities and financial condition of the Corporation at all annual meetings of the members. The Treasurer shall also prepare, execute and file any annual report or reports, statement or statements, which may be required by law.
- (e) Assistant Treasurer. The Executive Director, by virtue of holding the position of Executive Director, is hereby designated as the Assistant Treasurer for the Corporation, and is empowered to sign all governmental documents that require a signature of an officer of the Corporation. The Assistant Treasurer shall also perform such other duties as may be

assigned to him or her by the Board of Directors or by the President, under whose supervision he or she shall act.

Section 6.05. Removal. The Board of Directors may remove any officer at any time with or without cause.

Section 6.06. Vacancies. Any vacancies occurring in the offices of the President, Vice President, Secretary or Treasurer shall be filled by the Board of Directors as soon as practicable. Vacancies in other offices may be filled at the discretion of the Board of Directors.

Section 6.07. Delegation of Powers and Duties. In case of the absence of any officer of the Corporation, or for any reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers of such officer to any other officer or to any Director for the time being.

Section 6.08. Indemnification. With respect to claims or liabilities arising out of service as an officer of the Corporation, the Corporation shall indemnify and advance expenses to each present and future officer (and his or her estate, heirs, and personal representatives) to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereafter adopted or amended.

Section 6.09. Compensation of Officers. The officers of this Corporation shall receive such compensation, if any, as may be fixed from time to time by the Board of Directors.

Section 6.10. Bonds. The Board of Directors shall have power to require any officer, agent or employee of this Corporation to give bonds for the faithful discharge of his duties in such form and with such surety or sureties as the Board of Directors may deem advisable.

ARTICLE VII

EXECUTIVE COMMITTEE

Section 7.01. Executive Committee. There shall be an Executive Committee which shall consist of the General Officers of the Board, plus two (2) voting members, each representing different major groups of the corporation. The President may elect to chair the Committee or he may appoint a Chairman. The Executive Committee shall be nominated by the President and elected by the Board of Directors. In addition, the Executive Director shall serve as an Ex Officio Member of the Executive Committee.

Section 7.02. Meetings. Meetings of the Executive Committee may be called at any time by the President. On the written request of either of the other members of the Executive Committee to the President, the President shall call a meeting of the Executive Committee. Reasonable notice, written or oral, shall be given of each meeting of the Executive Committee. Meetings of the Executive Committee shall be held at the office of this Corporation, or at such other place as may be designated in the notice.

Section 7.03. Quorum. At all meetings of the Executive Committee, a majority of all the members of the Executive Committee shall constitute a quorum for the transaction of business.

Section 7.04. Powers and Duties. The Executive Committee shall have full power to act in all matters for the Board of Directors in the interims 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.

ARTICLE VIII

OTHER COMMITTEES

Section 8.01. Establishment. The Board of Directors shall establish a budget review, legal and Bylaws, Fee Structure and such other committees as it deems appropriate to advise it on matters affecting the business and affairs of this Corporation and the notification center. The members of these committees need not be Directors of this Corporation.

Section 8.02. Memberships and Duties. Each committee shall have the number of members and such duties as the Board of Directors shall deem appropriate.

Section 8.03. Meetings. Each such committee shall meet on the call of its chairman, upon not less than five (5) days prior written or verbal notice, the Chairman of each such committee to be designated by the President of this Corporation and to serve at his pleasure.

ARTICLE IX

INDEMNIFICATION

Section 9.01. Good Faith Actions. This 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, suit or proceeding (including appeals), whether civil, criminal, administrative or investigative (other than an action by or in the right of this Corporation) by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred 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 interests of this Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a 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 interests of this Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 9.02. Exclusion for Negligence or Misconduct. This 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 this Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of this Corporation, against expenses (including attorney's fees) actually and reasonably incurred by him in connection with the defense or settlement of such 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 this 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 or misconduct in the performance of his duty to this 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 indemnity for such expenses which the District Court or such other court shall deem proper.

Section 9.03. Fees and Expenses. To the extent that a director, officer, employee or agent of this Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 9.01 and 9.02 of this Article IX or in defense of any claim, issue or

matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably occurred by him in connection therewith.

Section 9.04. Coverage Determined by Board of Directors. Any indemnification under Sections 9.01 and 9.02 of this Article IX (unless ordered by a court) shall be made by this Corporation only as authorized in the specific case upon a determination that indemnification of the officer, director, employee or agent is proper in the circumstances because he has met the applicable standards of conduct set forth in Section 9.01 and 9.02 of this Article IX. 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 proceedings; or (b) if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel (who may be regular counsel to this Corporation but who shall not be an employee of this Corporation) in a written opinion, or (c) by the members.

Section 9.05. Advance Payment of Fees Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by this 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, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by this Corporation as authorized in this Article IX.

Section 9.06. Non-Exclusive Remedy. the indemnification provided by this Article IX shall apply to acts and transactions 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 General Member or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 9.07. Insurance Coverage. This corporation may purchase or cause to be purchased and maintained insurance on behalf of any person who is or was a director, officer, employee or agent of this Corporation, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or

not this Corporation would have the power to indemnify him against such liability under the provision of this Article IX.

ARTICLE X

RECORDS AND REPORTS

Section 10.01. Corporate Records. The Corporation shall keep as permanent records minutes of all meeting of its members and Board of Directors, a record of all actions taken by the members or Board of Directors without a meeting, appropriate accounting records, and a list of its members in alphabetical order by class showing their respective addresses and the number of votes each member is entitled to vote.

Section 10.02. Records at Principal Office. The Corporation shall keep at all times a copy of the following records at its principal office:

- (a) Its Charter or Restated Charter and all amendments thereto;
- (b) These Bylaws and all amendments thereto;
- (c) Resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members or any class or category or members;
- (d) The minutes of all meetings of members and the records of all actions taken by members without a meeting for the past three (3) years;
- (e) The minutes of all meetings of the Executive Committee for the past three (3) years;
- (f) All written communications to members generally within the past three (3) years, including the past three (3) years' annual financial statements.
- (g) A list of the names and business or home addresses of its current Directors and Officers; and
- (h) The most recent annual report delivered to the Tennessee Secretary of State.

Section 10.03. Annual Financial Statements. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year, an income

statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Tennessee Nonprofit Corporation Act.

ARTICLE XI

MISCELLANEOUS PROVISIONS

Section 11.01. Fiscal Year. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

Section 11.02. No Seal. The Corporation shall have no seal.

Section 11.03. Notices. Whenever notice is required to be give to members, Directors, or officers, unless otherwise provided by law, the Charter or these Bylaws, such notice may be given in person, teletype or other form of wire or wireless communication, or by or by telephone, telegraph, mail or private carrier. If such notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation. Written notice sent by mail to members shall be deemed to have been given when it is mailed. Any other written notice shall be deemed to have been given at the earliest of the following:

- (a) When received;
- (b) Five (5) days after its deposit in the United States mail if sent first class, postage prepaid; or
- (c) On the date on the return receipt, if sent by registered or certified United States mail, return receipt requested, postage prepaid and the receipt is signed by or on behalf of the addressee.

Section 11.04. Waiver of Notice. Whenever any notice is required to be given under the provisions of any statute, or of the Charter or these Bylaws, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the date stated thereon, and delivered to the Secretary of the Corporation and included in the minutes or corporate records, shall be deemed equivalent thereto.

Section 11.05. Negotiable Instruments. All checks, drafts, notes or other obligations of the Corporation shall be signed by such of the officers of the Corporation, or by such other person(s) as may be authorized by the Board of Directors.

Section 11.06. Deposits. The monies of the Corporation may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board of Directors shall designate from time to time and shall be drawn out by check signed by the officer(s) or person(s) designated by resolution adopted by the Board of Directors.

ARTICLE XII

AMENDMENT OF BYLAWS

Section 12.01. By Members. The Members may amend or repeal these Bylaws at any annual or special meeting of the members where a quorum is present, provided that the notice of such meeting shall state that the purpose, or one(1) of the purposes, of the meeting is to amend the Bylaws and shall also contain a description of the amendment to be considered. An amendment to these Bylaws must be approved by the members by the lesser of: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast. These Bylaws may also be amended by the members without a meeting in the same manner as provided therefore herein, except that such action to amend must be by: (a) two-thirds (2/3) of the votes cast, or (b) a majority of the total number of votes entitled to be cast, whichever is less.

Section 12.02. By Board of Directors. By a majority vote of the Directors then in office, the Board of Directors may amend these Bylaws, including bylaws adopted by the members, at any regular or special meeting of the Board of Directors where a quorum is present, provided that such meeting is preceded by at least two (2) days' notice to each Director of the date, time and place of the meeting. Such notice shall also state that the purpose, or one of the purposes, of the meeting is to consider a proposed amendment to the Bylaws, and shall contain or be accompanied by a copy of summary of the proposed amendment or state the general nature thereof. These Bylaws may also be amended by the Directors without a meeting in the same manner as provided therefore herein, except that such action to amend must be by a majority vote of the Directors then in office.

CERTIFICATION

I, Edward M. Kelley, Secretary of Tennessee One-Call System, Inc. certify that these Bylaws were adopted by a majority of the members of the Board of Directors of Tennessee One-Call System, Inc. on December 5, 1996, and that they supersede and replace all previously existing bylaws of Tennessee One-Call System, Inc.

EDWARD M. KELLEY, Secretary

Date: _____