

BY LAWS
GEORGIA UTILITIES COORDINATING COUNCIL, INC.

ARTICLE 1

NAME, SEAL, OFFICE, JURISDICTION

Section 1.1 **Name.**

The name of this Organization shall be the Georgia Utilities Coordinating Council Inc.; a corporation organized under the laws of Georgia and the Georgia Non-profit Corporation Code.

Section 1.2 **Seal.**

The corporate seal of the Organization shall bear the name of the Organization and the word "Georgia."

Section 1.3 **Principal Office.**

The purpose of the Organization has been established and the principal office shall be maintained in the State of Georgia or such other location as the Board of Directors may elect.

Section 1.4 **Jurisdiction.**

The Organization shall exercise jurisdiction throughout the State of Georgia.

ARTICLE TWO

PURPOSES, POWERS, AUTHORITY, RESTRICTIONS

2.1 **Purposes.** The Organization is organized to be a nonprofit corporation under the Georgia Nonprofit Corporation Code and the purpose of the Organization shall be to engender a free exchange of information within the utility, transportation and construction industries and to promote cooperation between these industries to the overall good of the members and public in general throughout the state of Georgia. In carrying out this purpose, the members shall specifically strive to achieve the following objectives:

1. Promote and foster safe conditions for the public and workers.
2. Achieve efficient, coordinated planning.
3. Determine optimum placement of facilities.
4. Coordinate construction activities.
5. Insure efficient use of all resources.
6. Promote the efficient use of public and private rights of way.
7. Prevent damage to utility and transportation facilities.

2008 GUCC BYLAWS

8. Reduce hazards to personnel and public resulting from damage to utility and transportation facilities.
9. Cooperate with legislative, regulatory and enforcement bodies to promote effective construction practices.
10. Develop guidelines that may be used by other entities to establish local ordinances.

It is intended that the members shall conscientiously seek to achieve this purpose through discussion and consideration of all matters pertinent to the objectives of the Organization, with full recognition and regard for the respective rights, obligations and interests of all members.

The Organization shall support Local Utility Coordinating Committees whose aims and purposes are consistent with those of the Organization.

It seeks to achieve its purpose through cooperation, education and service to the utility, transportation and construction industries through the voluntary participation of its members. It desires cooperation with other organizations that have similar objectives, but it is clearly independent of all such organizations. It shall not attempt to exercise any control over its members.

The Organization is also organized for the purpose of engaging in any other activity not specifically prohibited by the Georgia Nonprofit Corporation Code and as may be authorized by the Board of Directors from time to time.

- 2.2 **Powers.** This Organization shall have the power to sue and be sued, to complain and defend in any court of law or equity; to collect dues and fees from members; to invest and disburse funds for the Organization; to borrow and execute notes; to acquire by purchase, gift, bequest, devise or otherwise hold, encumber, mortgage, lease, sale, transfer, convey and otherwise dispose of such real and personal property as may be proper, convenient, necessary, or appropriate for its corporate purposes and the conduct of its affairs and to do all acts and things necessary or incidental thereto, and shall have all other powers authorized by law, including, but not by the way of limitation, the power to adopt, promulgate and enforce in accordance with its Bylaws such rules and regulations and such code of ethics for the regulation of the business conduct of its members as it deems necessary and advisable.
- 2.3 **Governing Authority.** The operations and property of the Organization shall be governed and controlled by a Board of Directors as provided herein. Their election, duration of service and other powers shall be set forth in these Bylaws. The Organization shall not be responsible or liable for the individual acts of its members or their representatives, nor for any of their acts as representatives of the

Organization except such as shall be within the authority expressly delegated to them.

- 2.4 **Restrictions.** All policies and activities of the Organization shall be consistent with:
- a. Applicable federal, state and local laws, ordinances, and regulations, including, but not limited to antitrust and trade regulations;
 - b. Applicable tax-exemption requirements including that no part of the Organization's net earnings inure to the benefit of any private individual; and
 - c. All other legal requirements including the Georgia Nonprofit Corporation Code under which this Organization is incorporated and to which its operations are subject.

ARTICLE THREE

MEMBERSHIP

3.1 General Membership in the Organization is voluntary and is comprised of individual representatives of industries/entities interested in engendering a free exchange of information within the utility, transportation and construction industries and to promote cooperation between these industries to the overall good of the members and public in general throughout the state of Georgia. Participation in the Organization functions at the local or state level is open to any individual interested in utility facility damage prevention, and upon payment of required fees, if any.

3.1.1 Definition of Member. A Member is defined as an individual who is part of the General Membership who has attended a minimum of two (2) state-wide meetings of the Organization.

3.2 Governance. The governing board of the Organization, the Board of Directors, may create one or more specific classes of membership at any time that such action is deemed in the best interest of the Organization.

3.3 Membership Dues. The Board of Directors may establish individual or corporate membership dues as appropriate.

- 3.4 **Suspension or Termination of General Membership.** The rights of the General Membership Member may be suspended or terminated by the Board of Directors when it is deemed that the industry or entity no longer promotes the purpose(s) of the Organization.
- 3.5 **Member obligation to Follow Bylaws.** All Members are obligated to follow the bylaws of the Organization and policies and procedures established by the Board of Directors.
- 3.6 **Member Liability.** No Member of the Organization shall be penalized or otherwise liable for any of the debts or obligations of the Organization.

ARTICLE FOUR **GENERAL MEMBERSHIP MEETINGS**

- 4.1 **Annual Meeting.** An annual meeting of the Board of Directors will be held at a time and place chosen by the Board of Directors (the “Annual Meeting”). The Board of Directors may advise those in attendance from the General Membership of the operational issues and concerns being addressed by the Board of Directors in a duly called informational meeting held in conjunction with a state-wide meeting.
- 4.2 **Meeting Notice.** All members of record shall be notified of all General Membership meetings at least thirty (30) days in advance.
- 4.3 **Quorum.** Due to the informational nature of meetings of the General Membership, such meetings shall not require a quorum.
- 4.4 **Conduct of Meetings.** The Chairman of the Board of Directors shall preside over all meetings of the General Membership. All meetings shall be conducted in a businesslike and fair manner.

ARTICLE FIVE **BOARD OF DIRECTORS**

- 5.1 **Board of Directors.** The Board of Directors is the governing body of the Organization. The Board of Directors may delegate the management of the activities of the Organization to any person or persons or committee or committees however composed, provided that the activities and affairs of the Organization shall at all times be managed under the ultimate direction of the Board of Directors.
- 5.2 **Composition.** The Board of Directors shall consist of at least seven (7), but no more than fourteen (14) directors, the exact number to be fixed by the Board. The

2008 GUCC BYLAWS

Board shall consist of those industry representatives designated as stakeholders as outlined in section 5.5.

- 5.3 **Term of Office.** Directors shall serve for one (1) year terms or staggered terms of three (3) years beginning October of the year of their election, in accordance with section 5.5. At the Annual Meeting of the Organization an election is held from the slate provided by the Nominating Committee to choose new members of the Board of Directors to replace those Directors whose terms are expiring. Details can be found in the GUCC Policies and Procedures Manual.
- 5.4 **Election.** Directors shall be elected pursuant to the slate presented by the Nominating Committee, provided however, that one position on the Board of Directors shall be filled by an individual appointed by the Utilities Protection Center, Inc., who shall also serve as State Coordinator. If any such Annual Meeting is not held or the Directors are not appointed or elected there at, the Directors may be appointed or elected at any special meeting held for such purpose. A Director may serve more than one (1) term.
- 5.5 **Board Members.** The members of the Board of Directors may be filled with the following officers, stakeholder directors and automatic directors (collectively “Directors”).
- 5.5.1 **Officers.** The officers of the Organization are Chairman, Vice Chairman, Secretary and Treasurer serving one (1) year terms.
- 5.5.2 **Stakeholder Directors.** The Stakeholder Directors of the Organization are up to seven (7) representatives each serving three (3) years staggered terms from the following industries:
1. Communications Industry
 2. Contractors, Utility Locating and Construction Industry
 3. Electric Power Industry
 4. Pipeline Industry (Including Gas Distribution Companies)
 5. State, County and Municipal Agencies/Authorities (Other than D.O.T.)
 6. Transportation Industry (Including Local D.O.T.)
 7. Cable Television Industry
- 5.5.3 **Automatic Directors.** The Automatic Directors of the Board will consist of a State Coordinator from the Utilities Protection Center and Immediate Past Chairman of the GUCC, along with the Georgia Department of Transportation State Utilities Engineer.
- 5.6 **Vacancies.** If a vacancy occurs on the Board of Directors for any reason, the position shall be filled for the remaining portion of the term by an appointee of the Board of Directors.
- 5.7 **Absence & Resignation.** If a Director is absent from two consecutive meetings in any one fiscal year, for reasons which the remainder of the Board shall determine to be insufficient, his or her resignation shall be deemed to be tendered and accepted,

and he or she shall be duly notified by the Secretary or the Chairman of the Board of Directors.

- 5.8 **Compensation.** No Director of the Organization shall receive, directly or indirectly, any salary or compensation from the Organization during his/her term as a Director for serving as a Director.
- 5.9 **Duties.** The Board of Directors by resolution may authorize any officer or officers of the Organization to negotiate and execute contracts to buy, sell, lease, or exchange any and all of the real or personal property of the Organization, and to negotiate and enter into loans to be secured by notes, pledges, deeds to secure debt, mortgages or other instruments encumbering the property of the Organization.
- 5.10 **Additional Powers.** In addition to the foregoing specially enumerated powers and duties, the officers of the Organization shall have such other powers and duties as are provided for them in these By-Laws.

ARTICLE SIX **OFFICERS**

- 6.1 **Number.** The Officers of the Organization shall consist of a Chairman, a Vice Chairman, a Secretary, and a Treasurer. The Board of Directors shall from time to time create and establish the duties of such other officers and elect or provide for the appointment of such other officers or assistant officers as it deems necessary. No two offices may be held by the same person at one time.
- 6.2 **Qualifications.** Every Officer must be a Member of the Organization.
- 6.3 **Limitations.** Officers should be distributed so that no more than one should be from the same industry/stakeholder group as follows, unless an exception is granted by a unanimous vote of a quorum of the Board of Directors:
1. Communications Industry
 2. Contractors, Utility Locating and Construction Industry
 3. Electric Power Industry
 4. Pipeline Industry (Including Gas Distribution Companies)
 5. State, County and Municipal Agencies/Authorities (Other than D.O.T.)
 6. Transportation Industry (Including Local D.O.T.)
 7. Cable Television Industry
- 6.4 **Powers and Duties.** The Officers of the Organization shall have such powers and duties as generally pertain to their respective offices, as well as such powers and duties as

from time to time may be conferred by the Board of Directors. Without any limitation upon any of the foregoing:

- 6.4.1 **Chairman.** The Chairman shall be the chief operational officer of the Organization and shall have general supervision of the day-to-day affairs of the Organization, and shall preside over all meetings of the Board and/or General Membership.
- 6.4.2 **Vice Chairman.** The Vice Chairman shall, in the absence or disability of the Chairman, perform the duties of such office and shall generally assist the Chairman.
- 6.4.3 **Secretary.** The Secretary shall issue notices for and keep minutes of all corporate meetings and have charge of the records of the Organization.
- 6.4.4 **Treasurer.** The Treasurer shall have custody and control of all funds and of all financial records of the Organization.

ARTICLE SEVEN

MEETINGS OF BOARD OF DIRECTORS

- 7.1 **Meetings.** The Board of Directors shall meet prior to the Spring and Fall Conferences. The Board may hold regular meetings without notice if the time and place of such meetings is fixed by the Board. The Board may hold special meetings upon 14-day notice delivered by telephone, electronic mail or other means of mail delivery. In all cases the notice shall specify in detail the business to be transacted.
- 7.2 **Called Meetings.** The Chairman of the Board of Directors shall establish the time and place for each Board Meeting and shall notify the members of the Board at least 14 days in advance of the meeting. All meetings shall meet the legal requirements of a legal meeting (Call, notice, agenda, quorum, votes and minutes).
- 7.3 **Quorum.** A quorum of the Board shall be a majority of the Directors then in office. A majority shall consist of two thirds of the Directors.
- 7.4 **Absence.** Any member of the Board who is unable to attend a meeting shall notify the Chairman of their absence.
- 7.5 **Participation in Board Meetings by Conference Call.** Members of the Board of Directors may participate in a meeting through conference call or similar communication method, as long as all members can hear and communicate with one another simultaneously. Any expense associated with a conference call or similar communication method shall be the responsibility of the Director requesting the conference call or other communication method. While the

Organization shall make provisions for the meeting, the Director(s) who participates remotely shall bear the full or pro-rata cost of the conference call or other communication method and shall reimburse the Organization within thirty (30) days.

- 7.6 **Board Action**. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors.

ARTICLE EIGHT **COMMITTEES**

- 8.1 **Committees**. Unless otherwise provided in these By-Laws, whose members shall be determined as set forth in Section 8.4, the committees shall consist of two (2) categories of committees: Standing Committees, and Ad Hoc Committees. In addition to those committees subsequently described in these By-Laws, the Chairman and/or the Board of Directors may establish one or more committees as needed, each consisting of any composition of members and/or Directors.

Each committee shall be issued a specific mission statement as provided for in the GUCC Policies and Procedures Manual, and each committee's authority shall be defined in same. Notwithstanding anything to the contrary herein, a committee's authority shall not include the power (1) to amend the Articles of Incorporation or the By-Laws (except, however, the Planning and Policy Committee shall have power to amend the Bylaws so long as the adoption and approval of same shall be according to Article 9.8 contained herein); (2) to adopt a plan of merger or consolidation; (3) to sell, lease, exchange or otherwise dispose of all or substantially all of the assets and property of the Organization; or (4) to voluntarily dissolve or revoke a voluntary dissolution of the Corporation.

- 8.2 **Committee Records**. Each committee shall operate and keep records of all of its transactions in accordance with GUCC Policies and Procedures. Copies of these records shall be provided to the current Secretary of the GUCC.
- 8.3 **Committee Rules**. The rules established by these By-Laws with respect to meetings of Directors and notice, quorum, voting, conduct of and other procedures at such meetings shall be applicable to meetings of any committees established by the Board of Directors and these By-Laws.
- 8.4 **Standing Committees**. The Board of Directors shall be responsible for designating additional Standing Committees as indicated in 8.1. Each Committee Chairman

shall report to the Board of Directors.
The Standing Committees are as follows:

Administrative Committees

- *Marketing, Education and Communication Committee
- *Nominating Committee
- *Program Committee

External Affairs Committees

- *Safety Committee

8.5 **Ad Hoc Committees.** Ad Hoc Committees may be established by the Board of Directors as may be deemed appropriate to carry out any particular assignment. Such assignment shall be clearly defined, and the Board of Directors shall automatically disband said Committee upon completion of such assignment to the satisfaction of the Board of Directors. Ad Hoc Committees may include any number of members, and may include as members anyone who possesses the skills needed to perform the assigned task. All Ad Hoc Committee chairmen shall report to the Board of Directors.

8.6 **Regional Representatives.**

8.7.1 The Nominating Committee shall recommend and elect regional representatives to share information related to the activities of the Organization on a regional basis. The representatives shall be elected from the represented members of participating utilities, contractors, and governmental organizations. The Regional Representatives shall report to the GUCC Vice Chairman.

ARTICLE NINE
MISCELLANEOUS PROVISIONS

9.1 **Indemnification.** The Organization shall indemnify those persons which it is entitled to indemnify pursuant to Official Code of Georgia Annotated Section 14-3-850, et seq., as amended... The Organization will purchase and maintain General Liability insurance on behalf of any Officers and Directors against any liabilities asserted against such persons whether or not the Organization would have the power to indemnify such officers and Directors against such liability under the laws of the State of Georgia. If any expenses or other amounts are paid by way of indemnification, other than by court order, or by an insurance carrier, the Organization shall provide notice of such payment to the members in accordance with the provisions of the laws of the State of Georgia.

- 9.2 **Insurance.** To the extent permitted by Georgia Law, the Board of Directors may direct the Chairman or his/her designee to purchase and maintain insurance on behalf of any person serving the Organization at the Organization's request.
- 9.3 **Books and Records.** All books and records of the Organization may be inspected by any member, or his or her agent or attorney, for any proper purpose at a reasonable time and at a location designated by the Organization.
- 9.4 **GUCC Policies and Procedures Manual.** There shall exist a GUCC Policies and Procedures Manual that will serve as an expansion of the terms of operation of the Organization in accordance with the articles of incorporation and these by-laws. This Manual will not derogate or modify the purposes of the Organization and relationships, rights, and obligations of members, directors, officers, and staff. Revisions to the Manual will be made by approval of the Board of Directors.
- 9.5 **Fiscal Year.** The fiscal year of the Organization shall be such period as the Board of Directors shall determine, and unless otherwise so determined, shall begin on the first day of January each calendar year and end on the last day of December each calendar year.
- 9.6 **Local Utility Coordinating Committees.** The Local Utility Coordinating Committees shall operate independently from the Organization but shall serve as forums for exchanging ideas and sharing information in furtherance the corporate purpose(s) of the Organization.
- 9.7 **Amendments to Articles of Incorporation.** Except as may be provided by the Georgia Nonprofit Corporation Code, the Board of Directors shall have the power to alter or amend the Articles of Incorporation by the affirmative vote of by a majority of two thirds (2/3) quorum of the Directors.
- 9.8 **Amendments to By-Laws.** Unless otherwise required by law, revisions of these by-laws may be proposed by any member at a regular meeting of the full membership of the Organization or by any member of the Board of Directors at a regular meeting of the Board of Directors.
A proposed Amendment must be submitted in writing and a copy must be submitted to the Secretary of the Board of Directors no later than fourteen (14) days in advance of the meeting at which it is proposed. Any amendment proposed during a regular meeting of the Board of Directors or the Annual Meeting shall be tabled and referred to the Board of Directors for consideration. Such proposed amendment shall then be read and discussed in at least two subsequent meetings of the Board of Directors. After the prescribed reading and discussion the Board of Directors may approve the amendment by a majority of two thirds (2/3) quorum of Directors present and voting at any regular meeting.

I hereby certify that the foregoing By-Laws were duly adopted by the Board of Directors of the Corporation on _____, 2008.

Secretary