

**SECOND AMENDED AND RESTATED BYLAWS OF
MISS DIG SYSTEM, INC.**

(A MICHIGAN NONPROFIT CORPORATION)

DATED: MARCH 27, 2012

Table of
Contents

ARTICLE I	1
NAME AND OFFICES	1
1.1 Name	1
1.2 Principal Office.....	1
1.3 Other Offices.....	1
 ARTICLE II	1
PURPOSES AND OBJECTIVES.....	1
2.1 Purposes	1
2.2 Objectives	1
 ARTICLE III.....	2
MEMBERS	2
3.1 Members.	2
3.2 Participating Members	2
3.3 Associate Members.....	2
3.4 Nonmember Public Agencies..	2
3.5 Voting.....	2
3.6 Suspension and Termination.....	3
3.7 Resignation.	3
3.8 Annual Meeting.	3
3.9 Special Meetings.....	3
3.10 Notice of Meetings.....	3
3.11 Quorum.	3
3.12 Voting	4
3.13 Proxies.....	4
3.14 List of Members.....	4
3.15 Informal Action.....	4
3.16 Conduct of Meetings.....	4
3.17 Telecommunications..	4
 ARTICLE IV	5
BOARD OF DIRECTORS	5
4.1 General Powers.	5
4.2 Number and Qualifications.	5

Table of Contents
(continued)

Page

4.3 Election and Term.....	5
4.4 Resignation.....	5
4.5 Removal	5
4.6 Vacancies.....	5
4.7 Place of Meetings.....	6
4.8 Annual Meetings.....	6
4.9 Regular Meetings.....	6
4.10 Special Meetings	6
4.11 Quorum and Voting.. ..	6
4.12 Telecommunications.....	6
4.13 Action by Written Consent	6
4.14 Committees	6
4.15 Meetings and Consent.....	7
4.16 Compensation.....	7
 ARTICLE V.....	 8
OFFICERS	8
5.1 Officers.. ..	8
5.2 Compensation.	8
5.3 Term.....	8
5.4 Removal.	8
5.5 Resignation.	8
5.6 Vacancies.....	8
5.7 Chairman.....	8
5.8 Vice Chairman.....	8
5.9 Treasurer.	9
5.10 Assistant Treasurer.	9
5.11 Secretary.. ..	9
5.12 Chief Executive Officer.	9
5.13 Execution of Contracts and Instruments.	9
 ARTICLE VI	 10
INDEMNIFICATION.....	10
6.1 Nondirective Action.....	10
6.2 Derivative Actions.....	10
6.3 Expenses of a Successful Defense.. ..	10
6.4 Determination that Indemnification is Proper.....	11
6.5 Proportionate Indemnity.	11
6.6 Expense Advance.....	11

Table of Contents
(continued)

Page

6.7 Non-exclusivity of Rights.	11
6.8 Employees and Agents.....	11
6.9 Former Directors and Officers.	11
6.10 Insurance.....	12
6.11 Changes in Michigan Law.	12
ARTICLE VII	12
DUES AND ASSESSMENTS.....	12
7.1 Costs of Operation.	12
7.2 Associate Member Fee.....	12
7.3 Billing and Collection.	12
ARTICLE VIII.....	12
GENERAL PROVISIONS	12
8.1 Checks and Funds	12
8.2 Fiscal Year.	12
8.3 Corporate Seal.....	12
8.4 Books and Records.	13
8.5 Financial Statements.	13
ARTICLE IX	13
AMENDMENTS	13
ARTICLE X.....	13
DISSOLUTION	13

SECOND AMENDED AND RESTATED BYLAWS OF

MISS DIG SYSTEM, INC.

(A Michigan Nonprofit Corporation)

ARTICLE I

NAME AND OFFICES

1.1 Name. The name of the corporation is MISS DIG SYSTEM, INC.

1.2 Principal Office. The principal office of the corporation shall be located at 3285 Lapeer Road West, Auburn Hills, MI 48326 or at such place in the state of Michigan as the Board of Directors may determine from time to time.

1.3 Other Offices. The Board of Directors may establish other offices in or outside of the state of Michigan.

ARTICLE II

PURPOSES AND OBJECTIVES

2.1 Purposes. In order to protect the public safety and reduce the burden on state and local governments, the purposes of the corporation are to establish, maintain and promote a 24 hour one-call system in Michigan to receive and transmit information concerning excavation, blasting, drilling or other activities having the potential to affect underground and above ground utility facilities and cause bodily injuries and endanger the public safety, in order to prevent damage to those facilities and to protect the public safety and environment; to provide consulting, educational, operational and other related services to one- call systems and others consistent with its purpose of preventing damage to facilities and protecting the public safety and environment; and to perform related services.

2.2 Objectives. The corporation has been formed to achieve the purposes stated above and to achieve the following objectives through cooperative effort of its Members:

(a) carry out the functions of the MISS-DIG utilities communications programs as an association, pursuant to Public Act 53 of 1974, as amended; MCL 460.701 et seq.;

(b) to protect the public safety through the prevention of injury to excavators, employees and the general public and reduce the burden on state

and local governments that result from such damage as well as relieve state and local governments of having to coordinate the taking of requests for locating underground and above ground utility facilities, reduce damage to facilities owned, operated and/or maintained by Members of the corporation and to nearby properties owned by others;

(c) minimize interruptions in utility service to the public resulting from damage to utility facilities caused by excavation, construction, blasting and related activities;

(d) promote public safety and protect the environment through damage prevention;

(e) provide service to its Members and the general public through communication; and

(f) provide consulting, educational, operational and other related services to one-call systems and others consistent with its purpose of preventing damage to facilities and protecting the public safety and environment; and to perform related services.

ARTICLE III

MEMBERS

3.1 **Members.** Membership shall be open to any corporation, person, association, public utility [as defined in MCL 460.701(d)], governmental entity, partnership or other entity which desires or is required by law to carry out the purposes and achieve the objectives stated above. Each Member will designate a representative to speak and vote on its behalf at Membership meetings. Each Member using the services of the corporation shall sign a service agreement.

3.2 **Participating Members.** Participating Members shall be owners or operators of aboveground or underground facilities for providing service to customers or the public that execute a membership agreement, and that pay such membership fee, **including any special assessment fee**, as fixed by the Board of Directors from time to time. Participating Members shall have the right to vote in the election of Directors and regarding the terms and conditions of the articles and bylaws. Participating Members shall be entitled to notification from the one call center operated by the corporation.

3.3 **Associate Members.** An Associate Member shall be any contractor, contractor's association, insurance company or other person or entity which does not own or operate facilities but supports the activities of the corporation, is approved by the Chief Executive Officer, executes an associate member agreement, and pays such associate membership fee, **including any special assessment fee**, as fixed by the Board of Directors from time to time. Associate Members shall pay fees but shall not be entitled to vote.

3.4 Nonmember Public Agencies. The corporation shall allow access to the one call system to public utilities owned by public agencies, who desire such access but elect under MCL 460.707(1) not to become Members, provided that any such agency executes a service agreement, agrees to contribute to the one call system operation, and pays such fee, **including any special assessment fee**, as fixed by the Board of Directors from time to time.. Nonmember public agencies shall have no voting rights.

3.5 Voting. Each participating Member shall be entitled to one (1) vote for each whole \$1,000 increment of the amount it paid for services from the one call center in the previous fiscal year, on any matter submitted to a vote at a meeting of the Members. If an amount less than \$2,000 was paid, the Member shall have one (1) vote. In the case of a new participating Member without a payment history, the Board shall assign it a number of votes for the first year based on a reasonable projection of the annual payment. Participating Members may vote in person or through proxy given to their agent or employee.

3.6 Suspension and Termination. Any Member in default of payment of fees due and owing to the corporation shall be suspended from all privileges of membership. The Board of Directors may terminate a membership for conduct prejudicial to the corporation, including nonpayment, by majority vote after the Member is given written notice and the opportunity to be heard.

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

3.8 Annual Meeting. The annual meeting of the Members shall be held on such day and time and at such place as designated by the Board of Directors. At each annual meeting, Directors shall be elected for open seats on the Board and any other business shall be transacted that may come before the meeting.

3.9 Special Meetings. Special meetings of the Members may be called by the Board of Directors or the Chairman. Such meetings shall be called by the Chairman or Secretary at the written request of Members having in the aggregate not less than ten percent (10%) of the votes of the Members.

3.10 Notice of Meetings. Written notice stating the date, time and place of any meeting of the Members, and in the case of a special meeting further stating the purpose for which the meeting was called, shall be given personally or mailed at least ten (10) but not more than sixty (60) days before the date of the meeting to each Member at such address as appears in the corporate records. Notice may be given in the corporation's newsletter, provided that the newsletter mailing complies with the above time requirements for a written notice. No notice of an adjourned meeting need be given if

the time and place to which the meeting is adjourned is announced at the meeting. At the adjourned meeting, the only business that may be transacted is business which might have been transacted at the original meeting, unless the Members fix a new record date for the adjourned meeting. Meetings may be held without notice if all Members are present in person or if notice of the meeting is waived in writing, either before or after the meeting, by all Members not present at the meeting.

3.11 Quorum. A majority of the total number of votes, represented in person or by proxy, shall constitute a quorum for a meeting of the Members. If a quorum is present, the affirmative vote of a majority of the votes present at the meeting shall be the act of the Members unless the law requires otherwise. If a quorum is not present, a majority of the Members present may adjourn the meeting from time to time without further notice.

3.12 Voting. A vote may be cast either orally or in writing. Each participating Member is entitled to cast the number of votes to which it is entitled pursuant to Section 3.5 on each matter submitted to a vote, including, but not limited to, each seat on the Board of Directors up for election, unless the articles of incorporation provide otherwise. When an action, other than the election of Directors, is to be taken by a vote of the Members, it shall be authorized by a majority of the votes cast by Members entitled to vote on such action, unless a greater vote is required by the articles of incorporation or by the laws of the state of Michigan. Directors shall be elected by a plurality of the votes cast at any election.

3.13 Proxies. A Member entitled to vote at a meeting of Members or to express consent or dissent without a meeting may authorize other persons to act for him or her by proxy. Each proxy shall be in writing and signed by the Member or the Member's authorized agent or representative. A proxy is not valid after the expiration of two (2) years after its date unless otherwise provided in the proxy.

3.14 List of Members. The officer or agent who has charge of the records of the corporation shall make and certify a complete list of the Members entitled to vote at a Member's meeting or any adjournment of the meeting. The list shall be arranged alphabetically and shall show the address of, and the number of votes held by, each Member. The list shall be produced at the time and place of the meeting and may be inspected by any Member at any time during the meeting.

3.15 Informal Action. Any action required by law to be taken at a meeting of Members, or which may be taken at a meeting of Members, may be taken without meeting if written consents, setting forth the action so taken, are signed and submitted by at least three fourths (3/4s) of the Members entitled to vote.

3.16 Conduct of Meetings. Meetings of the Members shall be presided over by the Chairman or, in the Chairman's absence, by the Vice Chairman. If neither the Chairman nor the Vice Chairman attends, a chairperson shall be chosen at the meeting.

The corporate Secretary shall serve as secretary of the meeting; otherwise, the chairperson of the meeting shall appoint a secretary.

3.17 Telecommunications. A Member may participate in a membership meeting by conference telephone or other form of telecommunication through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLE IV

BOARD OF DIRECTORS

4.1 General Powers. The business, property and affairs of the corporation shall be managed by or under the direction of the Board of Directors.

4.2 Number and Qualifications. There shall be not less than five (5) nor more than fifteen (15) Directors on the Board as shall be determined from time to time by the Board of Directors. The Board of Directors shall consist of one representative of each of the following companies which were involved in the operation of the prior Miss Dig unincorporated association: AT&T Michigan (Michigan Bell), The Detroit Edison Co., Consumers Energy Company and Michigan Consolidated Gas Co. Each of said companies shall appoint the Directors representing said company. If, in addition to these four (4) Directors, additional Board positions are created, consideration shall be given to having the additional positions filled by representatives of the following industries: pipeline transmission, municipal utilities, cable television and long distance telecommunications, contract locating, excavating, civil engineering, and such other industries or entities as determined by the Board of Directors, in no particular order. Nominations for Directors by any nominating committee established under these bylaws shall be structured to maintain the Board representation set forth above, in particular the representation of the four (4) primary Members (or their respective successors). All Directors shall be participating Members (or Associate Members) or employees of participating Members (or Associate Members).

4.3 Election and Term. Except for those Directors who are appointed by the companies identified in Section 4.2, Directors shall be elected to hold office for a term of three (3) years. At each annual meeting, Directors shall also be elected to fill vacancies that may exist for any reason. The terms of the Directors will be staggered so that at each annual meeting, approximately one-third of the Directors will be elected.

4.4 Resignation. A Director may resign at any time by providing written notice to the corporation. A notice of resignation is effective upon its receipt by the corporation or at a later time set forth in the notice.

4.5 Removal. Any Director may be removed, with or without cause, by majority vote of the Directors then in office or by majority vote of the Members entitled to a vote at

an annual election of Directors.

4.6 Vacancies. Vacancies, including vacancies resulting from an increase in the number of Directors, may be filled by the Board of Directors, by the affirmative vote of a majority of Directors remaining in office, or, if the Directors remaining in office constitute less than a quorum, by the Members. Each Director so chosen shall hold office for the unexpired term (if applicable) or for a three (3) year term and until his or her successor is elected and qualified, or until his or her resignation or removal. If a Director who is also an employee of one of the four (4) primary Member companies specifically identified in Section 4.2 (or their successors) resigns, for any reason, or is removed pursuant to Section 4.5, for any reason, the company employing said Director shall have the right to nominate a successor Director to serve the remainder of the resigning or removed Director's term, to be approved by vote in the manner stated above.

4.7 Place of Meetings. The Board of Directors may hold meetings at any location. The location of annual and regular Board meetings shall be determined by the Board and the location of special meetings shall be determined by the person calling the meeting.

4.8 Annual Meetings. The Board of Directors shall meet promptly after the annual membership meeting for the purposes of electing officers and transacting such other business as may properly come before the meeting. No notice of the annual Board of Directors' meeting shall be necessary to newly elected Directors in order to legally constitute the meeting, provided a quorum is present.

4.9 Regular Meetings. Regular meetings of the Board may be held at such places and times as the Board determines by resolution at least 30 days before the date of the meeting, without notice other than the resolution.

4.10 Special Meetings. Special meetings of the Board may be called by or upon request of the Chairman or any three (3) Directors. Notice of the special meeting and its date, time and place shall be given to each Director in any manner at least three (3) days before the meeting. The notice need not specify the business to be transacted at, nor the purpose of, the meeting. Special meetings of any committee may be called by the chairperson of the committee or a majority of committee members pursuant to this Section 4.10.

4.11 Quorum and Voting. A majority of the Directors then in office constitutes a quorum for transaction of any business at any meeting of the Board. Actions voted for by a majority of the Directors present at a meeting of the Board, where a quorum is present, shall constitute authorized actions of the Board. If a vote results in a tie, the proposed action or resolution shall not pass and not be authorized. If less than a quorum is present, a majority of the Directors present may adjourn the meeting from time to time without further notice.

(a) Special Assessment Fees. Subject to the provisions of this Section 4.11(a), special assessment fees (referred to as "Special Assessments") may be

adopted by the Board to be applied in such manner and amount as the Board may determine from time to time, including, but not limited to, application of such fees to a limited class of members, associate members, or nonmember public agencies, or application of such fees to an individual entity. Notwithstanding the foregoing majority vote requirement, but subject to the quorum requirement set forth above, the Board may adopt such Special Assessments only as follows:

Special Assessments. Special Assessments that are to be assessed to all members, associate members and nonmember public agencies in the manner approved by the Board shall require the affirmative vote of not less than 70% of the Directors present at a meeting of the Board at which a quorum is present.

4.12 Telecommunications. A Director may participate in a meeting by conference telephone, e-mail, or other form of communications through which all persons participating in the meeting can communicate with each other. Participation in a meeting pursuant to this section constitutes presence in person at such meeting.

4.13 Action by Written Consent. Any action required or permitted to be taken pursuant to Board authorization may be taken without a meeting if, before or after the action, all Directors consent to the action in writing. Such consents shall be filed with the minutes of the Board's proceedings.

4.14. Executive and Other Committees.

(a) Committees of the Board of Directors are as follows:

(i) The Chairman, Vice Chairman, Secretary and Treasurer shall serve as members of the Board of Director's executive committee to exercise all powers and authorities of the Board of Directors in managing the business and affairs of the corporation inclusive of settlement of any and all lawsuits and/or claims against the corporation, except that the executive committee shall not have power or authority to (a) amend the articles of incorporation; (b) adopt an agreement or plan of merger, consolidation, or share exchange; (c) recommend to members the sale, lease, or exchange of all or substantially all of the corporation's property and assets; (d) recommend to members a dissolution of the corporation or revocation of a dissolution; (e) amend these bylaws; (f) fill vacancies in the Board; (g) authorize the issuance of stock, unless expressly authorized by the Board, or (h) fix compensation of Directors for serving on the Board or a committee..

(ii) In addition to the Executive Committee, the Board of Directors from time to time may, by like resolution, appoint any other committees of one or more Directors, members or non-members to have the authority that shall be specified by the Board in the resolution making the appointments; provided, however, that no committee shall have power or authority to take any action as specified in the subsections (a) through (h). Committees and committee members serve as such at the pleasure of the Board of

Directors. The Board of Directors may designate one or more Directors, members or non-members as alternate members of any committee to replace an absent or disqualified member at any committee meeting.

(b) In the absence or disqualification of a member of a committee, excluding the Executive Committee (which shall only consist of the persons identified in sub-section (a) above), the committee members present and not disqualified from voting, regardless of whether they constitute a quorum, may unanimously appoint an alternate committee member to act at the meeting in place of the absent or disqualified member. Notwithstanding anything to the contrary contained in these bylaws, at least one Director must be a member of each committee at all times and no committee, nor any of its members, may take any action or bind the corporation in any way without the consent and affirmative vote of each Director who is a member of that committee; furthermore, any and all actions and/or decisions of any committee, other than the Executive Committee (which Executive Committee decisions shall be deemed final decisions for the Board of Directors), shall be subject to the approval or disapproval of the Board of Directors.

(c) Except for the Executive Committee, each committee and its members shall serve at the pleasure of the Board, which may at any time change the members and powers of, or discharge, the committee. Each committee, inclusive of the Executive Committee, shall keep regular minutes of its meetings and report them to the Board of Directors when required.

4.14 Committees. The Board of Directors may, by resolution, designate one or more committees, each consisting of one or more Directors and one or more other persons. The Board may also designate one or more Directors or other persons as alternate committee members who may replace an absent or disqualified member at a committee meeting. In the absence or disqualification of a member of a committee, the committee members present and not disqualified from voting, regardless of whether they constitute a quorum, may unanimously appoint an alternate committee member to act at the meeting in place of the absent or disqualified member. Notwithstanding anything to the contrary contained in these bylaws, at least one Director must be a member of each committee at all times and no committee, nor any of its members, may take any action or bind the corporation in any way without the consent and affirmative vote of each Director who is a member of that committee. Any committee, to the extent provided in the resolution, may exercise all powers and authority of the Board of Directors in management of the business and affairs of the corporation, except a committee does not have power or authority to:

- (a) amend the articles of incorporation;
- (b) adopt an agreement of merger or consolidation;
- (b) recommend to members the sale, lease or exchange of all or substantially all of the corporation's property and assets;

- (c) recommend to members a dissolution of the corporation or a revocation of a dissolution
- (d) amend the bylaws of the corporation;
- (e) fill vacancies on the Board;
- (f) terminate membership; or
- (g) fix compensation of Directors for serving on the Board or a committee.

Each committee and its members shall serve at the pleasure of the Board, which may at any time change the members and powers of, or discharge, the committee. Each committee shall keep regular minutes of its meetings and report them to the Board of Directors when required.

4.15 Meetings and Consent. Committees shall meet as directed by the Board, and their meetings shall be governed by the rules provided in this article for meetings of the Board. Any action required or permitted to be taken pursuant to authorization of a committee may be taken without a meeting if, before or after the action, all members of the committee consent to the action in writing. Written consents shall be filed with the minutes of the committee's proceedings.

4.16 Compensation. Directors shall serve without compensation from the corporation. This section shall not prohibit reimbursement of Directors by the corporation for reasonable out-of-pocket expenses.

ARTICLE V

OFFICERS

5.1 Officers. The officers of the corporation shall consist of a Chairman, one or more Vice Chairman, Chief Executive Officer, Treasurer, Assistant Treasurer and Secretary. The position of Chief Executive Officer and the position of Assistant Treasurer are not elected positions; the Chief Executive Officer shall be employed by the corporation and shall hold the position of Assistant Treasurer for a term equal to his or her term of employment. The other officers shall be elected by the Board of Directors. Two or more offices may be held by the same person, except the offices of Chairman and Secretary and the offices of Chairman and Vice Chairman.

5.2 Compensation. Officers, except for the employed Chief Executive Officer, shall serve without compensation from the corporation. This section shall not prohibit reimbursement of officers by the corporation for reasonable out-of-pocket expenses.

5.3 Term. Each officer of the corporation, except the Chief Executive Officer, shall hold office for the term for which he or she is elected or appointed, to be designated

by the Board, and until his or her successor is elected or appointed and qualified, or until his or her resignation or removal. The Chief Executive Officer shall serve at the pleasure of the Board. The election or appointment of an officer does not, by itself, create contract rights.

5.4 Removal. An officer may be removed by the Board of Directors with or without cause. The removal of an officer shall be without prejudice to his or her contract rights, if any.

5.5 Resignation. An officer may resign by written notice to the corporation. The resignation is effective upon its receipt by the corporation or at a subsequent time specified in the notice of resignation.

5.6 Vacancies. Any vacancy occurring in any office of the corporation shall be filled by the Board.

5.7 Chairman. The Chairman shall be the chairperson of the Board of Directors. The Chairman shall make recommendations to the Board with respect to activities suitable to the purposes and resources of the corporation. He or she shall preside at all meetings of the Members and the Board. The Chairman may delegate to any other officer such of his or her authority and duties at such time and in such manner as he or she deems appropriate.

5.8 Vice Chairman. The Vice Chairman shall assist and act under the direction of the Board and the Chairman. In the absence or disability of the Chairman, the authority of the Chairman shall descend to the Vice Chairman in the order of seniority indicated by their dates of election, titles or as otherwise specified by the Board.

5.9 Treasurer. The Treasurer shall act under the direction of the Chairman. The Treasurer shall have custody of the corporate funds and securities and shall cause to be kept full and accurate accounts of the corporation's assets, liabilities, receipts and disbursements and books belonging to the corporation; provided, however, that all corporate funds, securities, liabilities, receipts, disbursements, and accounts therefore, along with all books and records for such funds, securities, liabilities, receipts, disbursements, and accounts therefore shall be held at the corporation's offices and the Chief Executive Officer (and corporation staff) shall be an agent of the Treasurer, acting on the Treasurer's behalf, in maintaining, depositing, disbursing, and/or reporting all such funds, securities, liabilities, receipts, disbursements, accounts and records therefore. The Treasurer shall cause to be deposited all monies and other valuables in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall cause to be disbursed the funds of the corporation as may be ordered by the Chairman or the Board of Directors, causing proper vouchers to be taken for such disbursements, and shall render to the Chairman and the Board of Directors (at its regular meetings or whenever they request it) an account of all transactions of the Treasurer and of the financial condition of the corporation. If required by the Board, the Treasurer shall give the corporation a bond for the faithful discharge of

his or her duties in such amount and with such surety as the Board prescribes, with the cost reimbursed by the corporation.

5.10 Assistant Treasurer. The Assistant Treasurer shall aid the Treasurer in the handling of all fiscal matters of the corporation, and be responsible for such other duties as may be assigned by the Board of Directors.

5.11 Secretary. The Secretary shall act under the direction of the Chairman. The Secretary shall attend all Members' and Board of Directors' meetings, cause minutes of the proceedings to be recorded, and cause the minutes and all documents evidencing corporate action taken by written consent of the Members and Board to be maintained in the corporation's minute book. The Secretary shall perform these duties for Board and committees when required. The Secretary shall see to it that all notices of Members' meetings and special Board of Directors' meetings are duly given in accordance with applicable law, the articles of incorporation and these bylaws. The Secretary shall cause to be kept a register of the names and addresses of corporation Members and Board members and shall perform all duties incident to the office.

5.12 Chief Executive Officer. The Chief Executive Officer shall be the chief executive officer and chief operating officer for the corporation and shall be responsible for its business and its day-to-day operations.

5.13 Execution of Contracts and Instruments. The Board of Directors may designate an officer or agent, including any employee or the Chief Executive Officer, with authority to execute any contract or other instrument on the corporation's behalf; the Board may also ratify or confirm any such execution. If the Board authorizes, ratifies or confirms the execution of a contract or instrument without specifying the authorized executing officer or agent, the corporation's Chairman, any Vice Chairman or the Chief Executive Officer may execute the contract or instrument in the name and on behalf of the corporation. Anything to the contrary contained in these bylaws notwithstanding, the Chief Executive Officer is explicitly precluded from executing any documents on behalf of the corporation that involve or relate to the Chief Executive Officer, any family member of the Chief Executive Officer, or any compensation issues relating to the Chief Executive Officer.

ARTICLE VI

INDEMNIFICATION

6.1 Non-derivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding. This includes any civil, criminal, administrative or investigative proceeding, whether formal or informal (other than an action by or in the right of the corporation). Such indemnification shall apply only to a person who was or is a Director or officer of the corporation, or who was or is serving at the request of the corporation as a Director,

officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its Members. With respect to any criminal action or proceeding, the person must have had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or on a plea of *nolo contendere* or its equivalent, shall not by itself create a presumption that (a) the person did not act in good faith and in a manner that the person reasonably believed to be in the best interests of the corporation or its Members or (b) with respect to any criminal action or proceeding, the person had reasonable cause to believe that his or her conduct was unlawful.

6.2 Derivative Actions. Subject to all of the other provisions of this article, the corporation shall indemnify any person who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action or suit by or in the right of the corporation to obtain a judgment in its favor because (a) the person was or is a Director or officer of the corporation or (b) the person was or is serving at the request of the corporation as a Director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, whether for profit or not for profit. The person shall be indemnified and held harmless against expenses (including actual and reasonable attorney fees) and amounts paid in settlement incurred by the person in connection with such action or suit if the person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation or its Members. However, indemnification shall not be made for any claim, issue or matter in which such person has been found liable to the corporation unless and only to the extent that the court in which such action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for the expenses which the court considers proper.

6.3 Expenses of a Successful Defense. To the extent that a person 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 in the action, suit or proceeding, the person shall be indemnified against expenses (including actual and reasonable attorney fees) incurred in connection with the action and in any proceeding brought to enforce the mandatory indemnification provided by this article.

6.4 Determination that Indemnification is Proper. Any indemnification under sections 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. The corporation must determine that the indemnification of the person is proper in the circumstances because the person has met the applicable standard of conduct set forth in sections 6.1 or 6.2, whichever is applicable. Such determination shall be made in any of the following ways: (a) by majority

vote of a quorum of the Board consisting of Directors who were not parties to the action, suit or proceeding; (b) if the quorum is not attainable, then by a committee of not less than two disinterested Directors; (c) by independent legal counsel in a written opinion; and (d) by the Members.

6.5 Proportionate Indemnity. If a person is entitled to indemnification under sections 6.1 or 6.2 of this article for a portion of expenses, including attorney fees, judgments, penalties, fines, and amounts paid in settlement, but not for the total amount, the corporation shall indemnify the person for the portion of the expenses, judgments, penalties, fines, or amounts paid in settlement for which the person is entitled to be indemnified.

6.6 Expense Advance. Expenses incurred in defending a civil or criminal action, suit or proceeding described in sections 6.1 or 6.2 of this article may be paid by the corporation in advance of final disposition of the action, suit or proceeding on receipt of an undertaking by or on behalf of the person involved to repay the expenses, if it is ultimately determined that the person is not entitled to be indemnified by the corporation. The undertaking shall be an unlimited general obligation of the person on whose behalf advances are made but need not be secured.

6.7 Non-exclusivity of Rights. The indemnification or advancement of expenses provided under this article is not exclusive of other rights to which a person seeking indemnification or advancement of expenses may be entitled under a contractual arrangement with the corporation. However, the total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

6.8 Employees and Agents. The corporation may, to the extent authorized from time to time by the Board, grant rights to indemnification and to the advancement of expenses to any employee or agent of the corporation to the fullest extent of the provisions of this article with respect to the indemnification and advancement of expenses of Directors and officers of the corporation.

6.9 Former Directors and Officers. The indemnification provided in this article continues for a person who has ceased to be a Director or officer and shall inure to the benefit of the heirs, executors and administrators of that person.

6.10 Insurance. The corporation may purchase and maintain insurance on behalf of any person who (a) was or is a Director, officer, employee or agent of the corporation, or (b) was or is serving at the request of the corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance may protect against any liability asserted against the person and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have power to indemnify against such liability under this article or Michigan law.

6.11 Changes in Michigan Law. If there are changes in the Michigan statutory provisions applicable to the corporation and relating to the subject matter of this article, then the indemnification to which any person shall be entitled shall be determined by such changed provisions, but only to the extent that any such change permits the corporation to provide broader indemnification rights than such provisions permitted the corporation to provide before any such change.

ARTICLE VII

DUES AND ASSESSMENTS

7.1 Costs of Operation. The costs of operation of the one call system and all related costs as approved by the Board of Directors shall be recovered through fees or dues assessed against all participating Members and nonmember public agencies. The fees or dues shall be determined on an annual basis.

7.2 Associate Member Fee. The Associate Members shall be assessed an annual fee or dues as determined by the Board of Directors.

7.3 Billing and Collection. All fees and dues shall be billed by the Treasurer to the Members and nonmember public agencies on a direct basis. The amounts shall be payable upon receipt of the billing.

ARTICLE VIII

GENERAL PROVISIONS

8.1 Checks and Funds. All checks, drafts or demands for money and notes of the corporation must be signed by such officer or officers or such other persons as the Board of Directors from time to time designates. All funds of the corporation not otherwise employed shall be deposited or used as the Board of Directors from time to time designates.

8.2 Fiscal Year. The fiscal year of the corporation shall end on December 31 or such other date as the Board of Directors from time to time determines.

8.3 Corporate Seal. The Board of Directors may adopt a corporate seal for the corporation. The corporate seal, if adopted, shall be circular and contain the name of the corporation and the words "Corporate Seal Michigan". The seal may be used by causing it or a facsimile of it to be impressed, affixed, reproduced or otherwise.

8.4 Books and Records. The corporation shall keep books and records of account and minutes of the proceedings of its Members and its Board of Directors, and may, but is not required to, keep minutes of the proceedings of committees, if any. The corporation shall keep at its Michigan office records containing the names and addresses of all Members and the dates when they respectively became Members. Any of such

books, records or minutes may be in written form or in any other form capable of being converted into written form within a reasonable time.

8.5 Financial Statements. The corporation shall cause to be made, within six months after the end of each fiscal year, a financial report (including a statement of income and year-end balance sheet) covering the previous fiscal year. An independent certified public accountant shall be appointed by the Board to prepare and/or review the report and perform other duties as designated by the Board. The financial reports of the corporation shall be available for review by Members of the corporation at the administrative offices of the corporation upon reasonable notice.

ARTICLE IX


AMENDMENTS

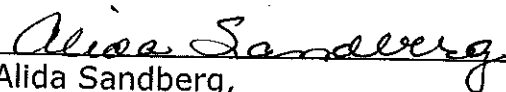
The Board of Directors at any regular or special meeting may amend or repeal these bylaws, or adopt new bylaws, by vote of a majority of the Directors, if notice setting forth the terms of the proposal has been given in accordance with any notice requirement for such meeting of the Board.

ARTICLE X

DISSOLUTION

In the event of a dissolution of the corporation, after the payment, satisfaction and discharge of all liabilities and obligations of the corporation, all remaining assets and property of every nature whatsoever not held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be distributed only to a successor or other tax exempt organization or association.


_____, Dated as of July 13, 2012
Dirk Dunham,
Chairman of the Meeting


_____, Dated as of July 13, 2012
Alida Sandberg,
Secretary of the Meeting