

BYLAWS OF MISSISSIPPI 811, INC.

ARTICLE I

Name and principal of Business

Section 1. Name. The name of this corporation will be "Mississippi 811, Inc."

Section 2. Principal Office. The principal offices of this Corporation shall be located in the metropolitan area of Jackson, Mississippi.

Section 3. Registered Office. The registered offices of this Corporation shall be as specified in the Charter of Incorporation of this Corporation.

ARTICLE II

Membership

Section 1. Qualification.

(a) Membership in this Corporation shall be open to 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 Mississippi 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 (i) has elected to participate in the notification center operated by this corporation, or which this Corporation has caused to be in operation, and (ii) has paid to the Corporation the total assessments and fees as prescribed by the Board of Directors for the previous calendar year and has paid or arranged with the Corporation to pay the total assessments and fees as prescribed by the Board of Directors for the current calendar year or, if a new member, has paid or arranged with the Corporation to pay the total assessments and fees as prescribed by the Board of Directors for the current calendar year.

(b) An Affiliate of the Corporation is an individual, partnership, association, cooperative, public trust, governmental agency, municipal corporation, or another group interested in supporting the purposes of the Corporation but is not an owner or operator of underground lines, systems or other facilities and appurtenances thereto and thereby qualified to become a Member; provided further that such affiliate classification will be granted to such entity described herein upon (i) approval of application of such classification by the Corporation, and (ii) has tendered as contributions to the Corporation for the calendar year an amount not less than Fifty Dollars (\$50.00).

Section 2. Right 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 Board of Directors of this Corporation in the manner and to the extent provided by the laws of the state of Mississippi; 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, if any, or as provided by law;

(b) Voting. Only members of this Corporation shall be entitled to vote at any annual or special meeting of the members of this Corporation, each Member of this Corporation being entitled to one (1) vote, in person or by proxy, at any such meeting on all matters submitted or required to be submitted to the membership, for each Two Hundred Dollars (\$200.00) paid in

charges to this corporation; provided further that each member will be entitled to one vote and that no member will be entitled to more than one-third of the total number of votes outstanding in the Corporation. Affiliates of the Corporation may attend and participate in the annual or special meetings of this Corporation but shall have no voting privileges at such meetings.

ARTICLE III

Admission and Charge

Section 1. Application. Applicants for 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, 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 membership, the matter will be submitted by the Secretary to the Board of Directors at its next regular meeting for final determination.

Section 2. Charges. Fees, dues and other charges required to be paid by the members of this Corporation and fees required to be paid by Affiliates of this Corporation shall be as specified by the Board of Directors.

Section 3. Termination. Termination of membership by a Member of the Corporation shall be written notice delivered, or sent by registered or certified mail, proper postage attached thereto, to the Secretary of this Corporation; however, such termination shall not eliminate the obligation of such member of the Corporation for the charges which he would have had to pay had he remained a member of the Corporation through the end of the then calendar year.

Section 4. Suspension. A member who fails to pay any charges as they become due is subject to suspension from membership and removal by the Board of Directors. An Affiliate of the Corporation who fails to pay any charges as they become due is subject to cancellation of contract by the Board of Directors.

ARTICLE IV

Officers and Duties

Section 1. Officers. The officers of this Corporation shall consist of a President, one or more vice Presidents, a Treasurer, and a Secretary, all of whom shall be chosen by the Directors at the annual meeting of the Board of Directors~ the offices of Treasurer and Secretary may be held by the same person. Any vacancy in any office shall be filled by the Board of Directors at any regular meeting, or at any special Meeting called for such purpose. This corporation may also have such other officers or agents as the Board of Directors may deem necessary, who shall hold office at the pleasure of the Board of Directors and who shall have such authority and perform such duties as the Board of Directors may prescribe.

Section 2. President. The President shall be the chief executive officer of this Corporation and, subject to the control of the Board of Directors, shall have general charge and management of the business, affairs and property of this Corporation, its officers, agents and employees, if any. The President, except as the Board of Directors may from time to time otherwise provide by resolution, shall sign all contract and other instruments in the ordinary business of this Corporation and for and in the name of this Corporation shall execute such other obligations or instruments as may be authorized from time to time by the Board of Directors. He shall perform all such all other duties as are incident to his office or as properly are required of him by the Board of Directors.

Section 3. Vice Presidents. Each Vice President shall have such powers and discharge such duties as may be assigned to him from time to time by the Board of Directors or the President.

Section 4. Treasurer. The Treasurer shall have general supervision over the care and custody of the funds and securities of this Corporation and shall deposit the same or cause the same to be deposited in the name of this Corporation in such bank or banks, trust company or trust companies, as the Board of Directors may designate. He shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of this Corporation and whenever required by the Board of Directors, he shall render or cause to be rendered financial statements of this Corporation. He shall prepare, execute and file any annual report or reports, statement or statements, which may be required by law.

Section 5. Secretary. The Secretary shall keep the minutes and act as Secretary of all meetings of this Corporation and of the Board of Directors. He shall be the custodian of the corporate records and of the corporate seal, and shall see that the corporate seal is affixed to all documents, execution of which, on behalf of this Corporation, under the seal is duly authorized and when so affixed may attest the same. He shall in general perform all duties usually incident to the office of the Secretary and such other duties as may from time to time be assigned to him by the Board of Directors.

Section 6. Compensation of Officers. The officers of this Corporation shall serve without compensation for their services: however, the Board of Directors may allow the reimbursement of certain necessary expenses, including travel expenses, incurred in the discharge of duties.

Section 7. 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. Costs incurred to procure and/or maintain such bonds shall be borne by the Corporation.

ARTICLE V

Meeting of the Corporation

Section 1. Annual Meeting. The Annual Meeting of the members of this corporation shall be held for the election of Directors and the transaction of such other business as may properly come before the meeting on the first Thursday or maybe on such other day as may be fixed by the Board of Directors. Voting by proxy shall be allowed. At each such annual meeting, the Board of Directors shall submit to the membership a report of this Corporation's business activities during the preceding year and the general financial condition of this Corporation.

Section 2. Special Meetings. Special meetings of the members of this Corporation may be called at any time by the President. On the written request of any five (5) Members of this Corporation to the President, the President shall call a meeting of the members of this Corporation. All meetings shall be held at the office of this Corporation or at such other place as may be designated in the notice.

Section 3. Notice of Meetings. Notice of meetings of members of this Corporation, annual or special, shall specify the time, place and purpose of the meeting and shall be mailed to all members at their respective addresses on this Corporation's records, at least ten (10) days prior to such meeting, but not more than thirty (30) days before the date of such meeting~.

Section 4. Quorum. At any meeting of the members of this Corporation, one third (1/3) of the total number of members of the Corporation shall constitute a quorum for the transaction of business, this will include mail-in ballots; representation by properly submitted proxies will be considered as presence at the meeting.

Section 5. Proxies. Proxy votes will be allowed on a form approved by the Board of Directors for such purpose. Proxy forms will be mailed to all members with the call for either regular or special meetings as specified elsewhere in this Article. In order for such proxies to be valid, they will be signed by an authorized agent of member and will be received by the Secretary

of the Corporation at the place specified on the proxy no later than 8:00 a.m. local time on the day preceding the meeting.

ARTICLE VI

Board of Directors

Section 1. **Directors.** The control of the business and the affairs of this Corporation shall be in the Board of Directors. The Board of Directors shall consist of eight (8) persons, each of whom shall be a representative Member, shall be elected as Directors by the Members of this Corporation at the Annual Meeting of the members of this Corporation in each year or at a Special Meeting thereof called for said purpose. Directors shall serve three (3)" year terms, or until the next Annual Meeting of the members of this Corporation and until their successors are elected and qualify. There will be one (1) Director elected from each of the eight (8) major industry groups (communications, gas transmission, products pipelines, gas distribution, cable television, municipal, electrical and water). Additionally, Directors elected during the first organizational year to represent the products pipelines and cable television members groups will be elected to serve one (1) year terms and those Directors elected to represent the municipal and electrical members groups shall be elected to serve two (2) years; upon the expiration of these initial terms, all Directors will be elected to serve three-year terms.

Section 2. **Advisory Directors.** In addition, the Board of Directors may elect not to exceed two (2) 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 3. **Vacancies.** Vacancies in the Board of Directors may be filled for the unexpired term by a majority vote of the remaining Directors at which a quorum is present.

Section 4. **Powers and Duties of the Directors.** The Board of Directors shall have the general management of the affairs, property and business of this corporation and, subject to these by- laws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.

Section 5. **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 shall appoint a nominating committee which shall include a representative from each of the eight major groups with members participating in the statewide notification center - communications, gas transmission, products pipelines, gas distribution, cable television, municipal, electrical and water. 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 whose representative shall be due for election.

ARTICLE VII

Meetings of Directors

Section 1. **Annual Meeting.** The annual Meeting of the Board of Directors shall be held immediately following the Annual Meeting of this Corporation for the purpose of electing officers, appointing committees and for the transaction of such other business as may properly come before the meeting. No notice shall be required for the Annual Meeting of the Board of Directors.

Section 2. **Meetings.** Regular meetings of the Board of Directors shall be held at least once every three (3) months on the first Thursday of the designated month as determined by the Board of Directors. Special Meetings of the Board of Directors may be called at any time by the President. On the written request of any three (3) Directors to the President, the

President shall call a meeting of the Board of Directors. Meetings shall be held at the office of this Corporation, or at any such other place as may be designated in the notice.

Section 3. Notice of Meetings. Except for the Annual Meeting of the Board of Directors, notice of the time, place and purpose of any meeting of the Board of Directors shall be given, either written or oral, not later than two (2) days prior to such meeting.

Section. 4. Quorum. At all meetings of the Board of Directors, a majority of the number of Directors in office (excluding Advisory Directors) shall constitute a quorum for the transaction of business.

ARTICLE VIII

Executive Committee

Section 1. There may be an Executive Committee which shall consist of three (3) Directors of which the President shall be a member by virtue of his office; the remaining two (2) members to be nominated by the President and elected by the Directors.

Section 2. 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. 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 3. 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 4. 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 IX

Other Committees

Section 1. Establishment. The Board of Directors shall establish an operating, legal or other such 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 2. Committee Memberships and Duties. Each committee shall have the number of members and such duties as the Board of Directors shall deem appropriate.

Section 3. 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 X

Negotiable Instruments.

Section 1. Signature on Checks. etc. All checks, drafts, bills of exchange, notes or other obligations or orders for the payment of money shall be signed in the name of this Corporation by such officer or officers, person or persons as the Board of Directors of this Corporation may from time to time designate by resolution.

ARTICLE XI

Indemnification

Section 1. 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 by reason of the fact that he is or was a director, officer, employee or agent of this Corporation to the benefit of the heirs, executors and administrators of such a person.

Section 6. Mississippi Business Corporation Act. In furtherance, and not in limitation of the foregoing provisions of this Article XI, this Corporation shall indemnify the persons referred to in this Article XI to the fullest extent permitted by the Mississippi Business corporation Act, as amended from time to time.

Section 7. Insurance Coverage. This Corporation shall purchase and maintain 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 provisions of this Article XI.

ARTICLE XII

Amendments

These Bylaws may be altered or repealed, or new Bylaws may be adopted by a majority vote of a quorum of the members entitled to exercise the voting power of this Corporation at any annual, regular or special meeting duly convened after notice to the members setting out the purpose of the meeting.

These Bylaws were adopted by the Members of Mississippi 811, Inc., at the Organizational Meeting held on March 9, 1984 at the Landmark Center building in Jackson, Mississippi.

Revision #5
April 2, 2009
- Name Change

Revision #4
April 3, 2008
- Eight Board of Directors (Rural Water)

Revision #3
May 1, 1991

Revision #2
June 20, 1985