

**BYLAWS
OF
OKLAHOMA ONE-CALL SYSTEM, INC.**

**ARTICLE I
Name and Principal Place of Business**

Section 1. Name. The name of this Corporation shall be "Oklahoma One-Call System, Inc."

Section 2. Principal Office. The principal offices of this Corporation shall be located at Oklahoma City, Oklahoma.

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

**ARTICLE II
Membership**

Section 1. Qualification. Membership in this Corporation shall be open to any individual, partnership, corporation, association, cooperative, trust, or other entity which:

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

(b) has tendered for payment the fees or dues specified by the Board of Directors for the class of membership for which eligible.

Section 2. Classification and Privileges. The membership of this Corporation shall consist of the following:

(a) General 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 Oklahoma 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, (ii) has paid in the aggregate in charges to this Corporation during the prior calendar year not less than the sum of One Thousand Dollars, 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 (iii) 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 Oklahoma 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 in the aggregate in charges to this Corporation in the prior calendar year not exceeding the sum of One Thousand Dollars, 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 3. 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 the Board of Directors of this Corporation in the manner and to the extent provided by the laws of the State of Oklahoma; 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 therefor set forth in the Articles of Incorporation, if 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 by proxy, at any such meeting on all matters submitted or required to be submitted to the membership, for each One Hundred Dollars (\$100.00), 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.

ARTICLE III Admission and Charges

Section 1. 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 by the Secretary of 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 various classes of members of this Corporation shall be as specified by the Board of Directors.

Section 3. 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; however, such termination shall not eliminate the obligation of such member for the charges which he would have had to have paid had he remained a member through the end of the then calendar year. A Sustaining Member may terminate membership at any time by written notification delivered to the Secretary of this Corporation.

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.

ARTICLE IV 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 third Friday of February or 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) General 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 a majority of all the General Members of this Corporation shall constitute a quorum for the transaction of business.

ARTICLE V Board of Directors

RESOLVED That Section 1 of Article V of the Bylaws of the Corporation be amended to read as follows:

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 ~~five (5)~~ **seven (7)** persons, each of whom shall be a representative of a General Member. Upon adoption of this bylaw by the members, the Directors shall be divided into two classes, as nearly equal as possible. The initial term of offices for members of one class shall expire at the annual meeting of members in January 1986, or when their successors are duly elected and qualify. The initial term of office for members of the other class shall expire at the annual meeting of members in January, 1987, or when their successors are duly elected and qualified. At each annual meeting of members following such initial classification of the Board, Directors elected to succeed those Directors whose terms expire shall be elected for a two year term of office expiring at the second successive annual meeting of members after their election or when their respective successors are elected and qualified. In the event of any increase in the number of Directors fixed by the Board of Directors, the additional Directors shall be so classified that all classes of Directors have as nearly equal numbers of Directors as may be possible. In the event of any decrease in the number of Directors of the Corporation, all classes of Directors shall be decreased equally as nearly as may be possible."

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 any meeting of the Board of 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 bylaws, may adopt such rules and regulations for that purpose and for the conduct of its meetings as the Board of Directors may deem proper.

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 ~~five~~ **seven** major groups with members participating in the statewide notification center; communications, **telephone, cable television**, 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 VI 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 quarterly, on the third Friday of the months of February, May, August and November, except during the quarter in which the Annual Meeting of Directors falls. 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 VII Executive Committee

Section 1. There shall be an Executive Committee which shall consist of ~~three (3)~~ **five (5)** Directors of which the President shall be a member by virtue of his office; the remaining ~~two (2)~~ **four (4)** 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 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 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 VIII Other Committees

Section 1. Establishment. The Board of Directors shall establish an operating, legal, 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 the Corporation.

Section 2. 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 IX 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. Any vacancy in any office

shall be filled by the Board of Directors. 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 contracts and other instruments in the ordinary business of this Corporation and for and in the name of this Corporation may execute such other obligations or instruments as may be authorized from time to time by the Board of Directors. He shall perform all such 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 receive such compensation, if any, as may be fixed from time to time by the Board of Directors.

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.

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 (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 attorneys' 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 interest of this Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. 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 attorneys' 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 interests of this Corporation and except that no indemnification shall be made in respect to any claim, issue, or matter 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 3. 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 1 and 2 of this Article XI or in defense of

any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 4. Coverage Determined by Board of Directors. Any indemnification under Sections 1 and 2 of this Article XI (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 standard of conduct set forth in Sections 1 and 2 of this Article XI. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding; or (b) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so 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 5. Advance Payment for Fees and/or 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 XI.

Section 6. Nonexclusive Remedy. The indemnification provided by this Article XI 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 7. Oklahoma 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 Oklahoma Business Corporation Act, as amended from time to time.

Section 8. Insurance Coverage. This Corporation may 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 of the Board of Directors at any Annual, Regular, or Special Meeting duly convened after notice to the directors setting out the purpose of the meeting, subject to the power of the members to alter or repeal such bylaws; provided, however, the Board shall not adopt or alter any bylaw fixing their number, qualifications, or classifications or terms of office, but any such bylaw may be adopted or altered only by the vote of a majority 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.

AMENDMENTS

Article IV, Section 1	January 24, 1980
Article VI, Section 2	March 14, 1980
Article VI, Section 2	June 17, 1983
Article IV, Section 1	October 24, 1983
Article V, Section 1	January 18, 1985
Article IV, Section 1	December 17, 1991
Article VI, Section 2	December 17, 1991
Article V, Section 1	November 17, 2000
Article V, Section 5	November 17, 2000
Article VII, Section 1	November 17, 2000