

BY-LAWS OF
WESTERN UTILITIES UNDERGROUND ALERT, INCORPORATED

ARTICLE I

Sec. I. The office of this corporation shall be 20000 Highway
88,

Pine Grove, California 95665.

ARTICLE II

MEMBERSHIP

Sec. I. Regular Members - Regular membership shall be open to individuals or legal entities who are owners of subsurface installations subject to the provisions of Government Code §4216 and, to one vote; to be exercised by its duly designated representative.

Sec. 2. Affiliate Members - Any individual or legal entity can apply for an Affiliate Membership, and if deemed to be an interested party and accepted by the Board of Directors, will become a non-voting member.

Sec. 3. Applications for Regular or Affiliate Membership shall be submitted to the Secretary - Treasurer and acceptance will be by majority vote of the Board of Directors.

ARTICLE III

Sec. I. The annual meeting of the members shall be held the first regular meeting of the calendar year to receive the reports of the outgoing Board of Directors, to install Directors for the ensuing year and to transact such other business as may come before the meeting. The time and place of such meeting shall be as set forth in written notice to all members twenty (20) days prior to the meeting.

Sec. 2. A special meeting of the members may be called at any time by the President, or in his absence by the Vice-President, or the Secretary, or at the written request of any three Board Members, upon twenty (20) days written notice to all members stating the time, place, and purpose of such meeting.

Sec. 3. Quorum shall consist of a majority of the regular Board Members, in person or by proxy. Unless otherwise stated in these by-laws the act of the majority of members present at a meeting in which a quorum is present shall be the act of this corporation.

Sec. 4. Any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, including election of directors, may be taken without a meeting in any manner permitted by law.

Sec. 5. Every member shall furnish the Secretary with a current address to which notices of meetings and all other correspondence may be mailed.

ARTICLE IV

BOARD OF DIRECTORS

Sec. 1. All business of the corporation shall be managed by the Board of Directors.

Sec. 2. The Board of Directors shall be elected by the members of the corporation and shall initially consist of five persons. The board, may, by resolution, increase the number of its members to seven.

Sec. 3. Any vacancy on the Board of Directors, whether created by increase in the number of authorized Directors or otherwise, shall be filled either by appointment of the Board, or by election at the next annual election, as may be determined by resolution of the Board. The position of any person appointed to the Board shall be subject to election at the next annual election by the membership.

Sec. 4. During December of each year a Nominations and Elections Committee shall prepare a slate of nominees and conduct an election by secret written ballot of all members in good standing and provide the membership written notice of the results ten (10) days before the annual meeting. Any regular or affiliate member or designated representative thereof desiring to have his name or the name of another member placed on the slate of nominees must advise the Secretary in writing before December 1st of each year that he desires his name or the name of another member to be placed on the nominations slate, and the Nominations Committee must place the name submitted on the slate of nominees. The Nominations Committee shall provide all members the nominee's qualifications, the reason for the nominee's candidacy and to solicit votes.

Sec. 5. Regular meeting of the Board of Directors shall be held at the time and place fixed by resolution of the Board.

Sec. 6. A special meeting of the Board of Directors may be called at any time by the president, or in his absence the vice president, or the Secretary, or at the written or oral request of any three members of the Board, upon five (5) days' notice by first-class mail or 48 hours' notice personally delivered or by telephone or

e-mail, which notice shall state the time and place of such meeting.

Sec. 7. A quorum shall consist of a majority of the authorized number of Directors. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Sec. 8. Any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at the meeting of the Board of Directors, may be taken without a meeting of any manner permitted by law.

Sec. 9. Members of the board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members' participation in such meeting can hear one another. Participation in a meeting pursuant to this paragraph constitutes presence in person at such meeting.

Sec. 10. Immediately following the Annual Meeting of the Corporation, the Board of Directors shall elect from its members a President, a Vice-President, a Secretary, and a Treasurer. One person may be elected to hold the offices of the Secretary and the Treasurer. Vacancies in office may be filled by the Board at any meeting at which a quorum is present.

Sec. 11. All Officers shall be elected or re-elected annually.

Sec. 12. All Directors shall be elected or re-elected for two-year terms.

ARTICLE V

OFFICERS AND COMMITTEES

Sec. 1. The President is the Chief Executive Officer of the corporation. He shall preside at all meetings of the shareholders and the Board of Directors. He shall appoint all standing and special committee chairman. Unless otherwise directed by the Board, he shall represent the corporation and the Board of Directors at any meeting at which representation is requested or is considered advisable. Any Director shall be elected as the President and approved by the Board of Directors.

Sec. 2. The Vice-President shall preside in the absence of the President and preform all the duties of the President in the event of his absence or disability.

Sec. 3. The Secretary shall keep or have under his supervision all records and proceedings of the corporation and the Board of Directors. He shall preside at any meeting in the absence of the President and Vice-President. He shall maintain the record of

members. He shall perform such other duties as the Board of Directors may designate.

Sec. 4. The Treasurer shall:

- (a) Receive and keep in safe custody all monies, funds, and property of the corporation; all monies of this corporation shall be deposited in a bank designated by the Board of Directors in the name of and to the credit of this corporation.
- (b) Pay all proper bills and vouchers.
- (c) Establish and maintain the books of accounts of the corporation.
- (d) Report in writing the states of the accounts of the corporation at each regular meeting of the Board of Directors.
- (e) Produce a statement of the accounts of the corporation for the 12 month period ending December 31 each year to the Board of Directors prior to the annual meeting of the members of the corporation.
- (f) Make the accounts and vouchers available to a Certified Public Accountant, named by the Board of Directors, for inspection and audit at any time.
- (g) Perform such other duties as the Board may designate. All records, books, accounts, and vouchers shall be the property of this corporation and subject to the control of the Board of Directors.

Sec. 5. The Nominating Committee shall consist of two members not more than one of whom, if possible shall be a member of the existing Board of Directors. It shall be appointed by the President not later than November 1st of each year and shall submit its election report of Directors and alternate Directors to the annual meeting of the members.

Sec. 6. There shall be an additional standing and special committees as the Board may establish by resolution.

Sec. 7. Western Utilities Underground Alert holds a permanent seat on the USA (Underground Service Alert) Board of Directors. The Western Utilities Underground Alert Board of Directors shall appoint one of its Board Members annually, usually its president, along with an alternate Board Member, to represent Western Utilities Underground Alert as the USA Board of Directors representative.

ARTICLE VI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Sec. 1. Contracts: The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instruments in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Sec. 2. Loans: No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Sec. 3. Check, Drafts, ETC.: All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Sec. 4. Deposits: All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks or other depositories as the Board of Directors may select.

ARTICLE VII

FISCAL YEAR

The fiscal year of the corporation shall be from January 1 to December 31, inclusive.

ARTICLE VIII

ASSESSMENTS

Sec. 1. Determination: The Board of Directors shall, from time to time, fix and determine the sum or sums necessary and adequate for the continued ownership, operation, and maintenance of the corporation property including its operating expenses, the payment for any items of betterment, and the establishment of appropriate reserve funds as the Board shall deem proper. Levies and assessments to finance corporate projects and expenses shall be apportioned among the regular members in such matters as the Board may determine by resolution. Regular members failing to pay such assessments in a timely manner shall forfeit their voting rights and the right to receive the benefits and services provided by the corporation, as may be determined by resolution of the Board.

ARTICLE IX

AMENDMENTS

The by-laws of the corporation may be altered, amended, or repealed at any regular or special meeting of the members by majority vote of all the regular members of the corporation, not merely a majority of members attending a meeting of members, or in any other manner permitted by law.

CERTIFICATE OF THE SECRETARY

OF

WESTERN UTILITIES UNDERGROUND ALERT, INC.

I hereby certify that I am the duly elected and acting Secretary of said corporation and that the forgoing Bylaws, comprising six pages, constitute the By-laws of said corporation as duly adopted at a meeting of the Board of Directors thereof held on June 20, 1984.

Amended on May 24, 2007

Richard Smith

Richard Smith, Secretary

Amended on _____, 2020

Grant Reynolds, Secretary