

PENNSYLVANIA ONE CALL SYSTEM, INC.

Constitution and By-Laws



Restated as of January 30, 2019

PENNSYLVANIA ONE CALL SYSTEM, INC.
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***CONSTITUTION OF THE PENNSYLVANIA ONE CALL
SYSTEM, INC.***

**Article I
Name**

The name of the Corporation shall be the Pennsylvania One Call System, Incorporated.

**Article II
Purpose**

Sec. 1. To receive work location information from excavators, contractors, builders and designers, and disseminate this information to the members of the System based upon their service agreements.

Objectives

Sec. 2. The Corporation has been formed in an attempt, through cooperative effort, to attain the following objectives:

- A. Reduce underground damages.
- B. Minimize service interruptions.
- C. Promote public safety.
- D. Protect our environment.
- E. Provide service to the members through communication

**Article III
Membership**

Classes and conditions of membership, including voting rights, shall be as set forth in the By-Laws.

**Article IV
Government**

The Corporation shall be governed by a Board of Directors who may elect or appoint such officers, as they may deem appropriate, to conduct the day-to-day affairs of the Corporation. The By-Laws shall define the duties, responsibilities and other matters pertaining to the Board and the officers of the Corporation, and may establish conditions and procedures, both direct and ancillary, pertaining to the general conduct of the Corporation.

Article V Meetings

The members of the Corporation shall meet at least once annually. Other meetings of the members, and of those responsible for the governance of the Corporation, shall be as the By-Laws may provide.

Article VI Procedures at Meetings

The conduct of the meetings of the Corporation shall be governed by the most current edition of Roberts Rules of Order when not in conflict with this Constitution and the By-Laws.

Article VII Fees

The cost of operation of the Pennsylvania One Call System, Inc. shall be recovered through fees assessed against members in a manner set forth in the By-Laws and by the Board of Directors.

Article VIII Amendments

Proposed amendments to the Constitution must be submitted in

writing to the Board of Directors at least 30 days in advance of the meeting at which they are to be considered. Any proposed amendment shall be read at the next meeting of the Directors of the Corporation. Such amendment shall be approved by a two-thirds vote of the Directors entitled to vote.

***BY-LAWS OF THE PENNSYLVANIA ONE CALL SYSTEM,
INC.***

**Article I
Name**

This organization shall be known as the PENNSYLVANIA ONE CALL SYSTEM, INC. (hereinafter "POCS").

**Article II
Principal Place of Business**

The principal office of this organization shall be located in a city where the Directors deem advisable. (At present located at Borland Complex, 925 Irwin Run Road, West Mifflin, Pennsylvania 15122-1078.)

**Article III
Objectives and Purposes**

To protect the underground facilities of members through communication with any person(s) planning to disturb the earth. This communication network receives and processes line location requests from excavators, plumbers, builders and designers and disseminates this work location information to all members based on their service agreements.

This corporation has been formed in an attempt, through cooperative effort, to attain the following objectives:

- A. Reduce damage to underground facilities.
- B. Prevent injury to excavators and employees as well as the general public.
- C. Minimize service interruptions to the rate payers.

- D. Promote public safety.
- E. Protect our environment.
- F. Provide service to the members through communication.

Article IV Membership

Sec. 1. Membership in the Corporation shall be open to all facility owners, as defined in Act 287 of 1974, as amended 73 P.S. § 176 et seq. (the Act”).

Sec. 2. A Principal member shall be a facility owner (as defined in the Act) other than a General member.

Sec. 3. A General member shall be any facility owner which is a political subdivision with a population less than two thousand or a municipal authority serving less than five thousand persons. General members shall not pay the municipal activity fee, but shall pay for requested additional services.

Sec. 4. An Associate member shall be any excavator, excavator association, insurance company, or other entity other than a facility owner (as defined in the Act) requesting membership. Associate members shall pay fees, but shall not be entitled to vote.

Sec. 5. A member may terminate its membership by providing written notice to the Board of Directors 120 days in advance of such severance; however, such termination shall not relieve the member of its responsibility, financial or otherwise, for the period for which it was a member or as a result of events occurring during such period.

Sec. 6. A member may be dismissed for failure to meet financial obligations upon a majority vote of the Board of Directors. A member may be dismissed for other causes by a two-thirds vote of the Board of Directors. Grounds for dismissal include but are not limited to violation of law, violation of the By-Laws or conduct prejudicial to the Corporation. A statement of the charges shall be sent by certified or registered mail to the last known address of the member subject to dismissal at least 30 days before the final action is taken on the charges. The statement shall state the time and

place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or submit any writing in defense of such charges before any action is taken.

Sec. 7. Each member agrees that it, its successors or assigns will not file suit against nor seek indemnification from POCS for damages arising out of the providing of or failure to provide services by POCS to such member or any other person, corporation, partnership, association or instrumentality; provided, however, such covenant not to file suit against POCS shall not preclude any member from filing suit against or recovering from any excavator or agent hired by or acting on behalf of POCS to provide the service or services upon which said claim is based. This covenant and obligation not to sue and to not join POCS to any litigation shall extend to all matters of litigation to which POCS is made a party, and each member further agrees that it shall not take any action, nor shall it fail to take any action, which results in POCS remaining a party to any litigation. Such action or inaction shall include but shall not be limited to opposing POCS' efforts to obtain an order of dismissal of any kind.

Sec. 8. In the event POCS is made a party to any litigation arising out of damage to a member's facilities or injury to person or property caused or alleged to have been caused by a member's facilities or POCS' activities in connection therewith, the member shall, if requested by POCS, undertake the defense of POCS' interests, and shall indemnify and hold POCS harmless from any liability except to the extent of POCS' own negligence. In discharge of this responsibility, the member may, if it perceives a conflict of interest, retain independent outside counsel for POCS at the member's expense. However, whether counsel is retained by POCS or by the member (if requested by POCS) the member shall be responsible to reimburse POCS for any insurance retention paid out by POCS, in addition to the costs of litigation. Should such litigation involve more than one member of POCS,

said members shall share the expense of independent outside counsel to defend POCS as they may agree, and likewise shall share the reimbursement of POCS' other litigation costs and POCS' insurance retention. In the absence of agreement, each member shall pay an equal share of all expenses and costs, and of such insurance retention. The obligation to defend shall apply irrespective of any negligence or allegation of negligence on the part of POCS contained in any complaint naming POCS as a party, or in any complaint joining POCS as a party to current or future litigation.

Sec. 9. Nothing shall prevent any member from seeking recovery against the party (including any other member of POCS, but excluding POCS) who caused or was responsible for the loss or damage to the member's underground or other facilities or for any other claim or injury.

Sec. 10. The membership application shall read as follows: "In consideration of mutual benefits to be derived therein, the undersigned hereby applies for membership in the Pennsylvania One Call System, Inc., (POCS) as a member. Upon approval of this application, the undersigned agrees to abide by the Constitution and By-Laws of POCS." Any approved application now in existence, which uses different language, is hereby automatically amended to the above language.

Sec. 11. Service Agreement - Each member will sign a service agreement for any services offered by the Corporation to which such member is entitled and uses.

Article V

Board of Directors

Sec. 1. GOVERNING BODY - The Board of Directors shall constitute the governing body of the Corporation. The Board of Directors shall consist of not more than 35 members, of which at

least 20% shall be representatives of municipalities or municipal authorities. The General members as a class shall be entitled to two seats on the board, which shall be counted against the 20% minimum requirement. Representatives shall serve at the pleasure of the member appointing them and, in the case of Principal members, shall be officers or employees of said member. One half of the members of the Board shall constitute a quorum. The Board shall be comprised of four members from each of the following types of organizations: electric, gas, telephone, water (at least one of which shall be a municipal water authority or water department) and pipeline (liquid or gas); two members from telecommunication organizations; one member from a cable television organization; one Associate member; two General members; four Principal members representing either municipalities or municipal authorities (in addition to the water authority seat); one excavator member (as defined by the Act); one designer member (as defined by the Act); and three Commonwealth members consisting of the Chair of the Pennsylvania Public Utility Commission or designee; the Director of the Pennsylvania Emergency Management Agency or designee; and the Secretary of Transportation or designee. Irrespective of the above, the pipeline members or gas members, or both, shall include an owner or operator or a representative of an owner or operator of a pipeline associated with Conventional¹ oil and gas wells and a facility owner or facility owner representative of a pipeline associated with Unconventional² oil and gas wells, which may be represented by one such member.

- a. If the Principal members fail to propose for nomination a sufficient number of candidates to fill all of their outstanding seats in each of the five types of organizations listed above (electric, gas, telephone, water and pipeline), the vacancy or

¹ As defined in the Act.

² As defined in the Act.

vacancies may be filled by election at large from among any of the remaining Principal member organizations. Any person so elected shall serve for the remainder of the term occasioned by the vacancy.

- b. This type of vacancy shall be deemed to exist if, at the time the Board Development Committee forwards its report to the Board of Directors prior to the annual election, there are insufficient candidates to fill the number of seats allocated. At this point, the Board Development Committee may recommend one or more individuals to be elected at large from among the remaining Principal members. However, if on the date of the election there are one or more candidates for election nominated on the floor from among members of the type of organization that earlier had not identified a candidate, this provision shall not apply.
- c. Any individual nominated from the floor, in order to be eligible for election to the Board of Directors, shall have provided all required paperwork, countersigned by their supervisor, to the Board Development Committee, no later than the last day of the month preceding the election.

Sec. 2. ELECTION AND TERM OF OFFICE

- a. The Directors will be elected by the facility owner members by such means as the Board from time-to-time determines. Each year one of the four members of the electric, gas, telephone, water, pipeline and Municipal Principal members will be elected. Every two years one of the two General

and telecommunication members will be elected. Every four years the Associate, cable television, excavator, designer and Commonwealth members will be elected.

- b. The term of a Director shall be four years. Should a member be unable to complete its term for any reason including but not limited to removal, the Board of Directors will appoint a member to fill the unexpired term.
- c. Members wishing to submit candidates for election to the Board must submit their suggestions in writing to the Board Development Committee prior to the October meeting.
- d. The Board Development Committee shall submit to the Directors a slate of candidates at the October meeting.
- e. Additional nominations may be made by the membership from the floor at the October meeting.

Sec. 3. VOTING RIGHTS - Each member of the Board of Directors shall be entitled to one vote on matters brought before the Board.

Sec. 4. COMPENSATION - Directors shall receive no compensation (but may be reimbursed for reasonable out of pocket expenses) for their services.

Sec. 5. INFORMAL ACTION BY DIRECTORS - Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all Directors.

Sec. 6. ATTENDANCE AT BOARD MEETINGS - It shall be the duty of each Director to maintain regular attendance at meetings of the Board of Directors. If a Director is unable to attend a meeting, the Director shall ask for an exception from the Chair. The request and decision of the Chair shall be recorded in the minutes of the meeting. If an exception is granted, the absence shall not be considered for purposes of removal.

Sec. 7. ALTERNATES - Each Director shall designate an alternate, who shall attend any board meeting at which the Director is unable to be present. The alternate shall be an officer or employee of the Director's employer, and shall participate and vote as if he or she was the Director.

Sec. 8. REMOVAL - Any member elected or appointed by the Board of Directors may be removed by the Board of Directors whenever the best interests of the Corporation would be served, thereby. Grounds for removal include but are not limited to excessive absence from meetings of the Board of Directors, conflict of interest, violation of the By-Laws or any other conduct prejudicial to the interests of the Corporation. A statement of the charges shall be sent by certified or registered mail to the last known address of the member subject to dismissal at least 30 days before the final action is taken on the charges. The statement shall state the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or submit any writing in defense of such charges before any action is taken. Removal shall be by a two-thirds vote of the Board except in cases of excessive absence in which case removal may be by a majority vote. For purposes of this section, excessive absence shall mean absence without exception from two or more consecutive meetings of the Board of Directors. Removal of a member shall not otherwise affect its membership in POCS.

Article VI Officers

Sec. 1. OFFICERS - The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, a General Counsel, a President, and such other officers as the Board of Directors may elect or appoint including, but not limited to, one or more Assistant Secretaries and one or more Assistant Treasurers. Such officers shall have the authority and perform the duties set forth below and such other duties as may be prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Chair and Secretary. To be eligible to hold the offices of Chair or Vice Chair, an individual must be a member of the Board of Directors. No one who is not an officer or employee of a Principal or General member shall be eligible to be or remain as an officer of POCS, except the General Counsel, the Assistant General Counsel, and the President.

Sec. 2. ELECTION AND TERM OF OFFICE - Except for the General Counsel and the Assistant General Counsel, the officers of the Corporation shall be elected annually by the Board of Directors at its regular annual meeting. If the election of officers cannot be held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until a successor shall have been duly elected or until death or resignation or removal in the manner herein provided. Election or appointment of an officer or agent shall not of itself create contract rights. Normal term for officers shall be one year. No person may serve as Chair or Vice Chair for more than two consecutive terms.

Sec. 3. REMOVAL - Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby. Grounds for removal include, but are not limited to, failure to discharge duties, conflict of interest, violation of the By-Laws or

any other conduct prejudicial to the interests of the Corporation. A statement of the charges shall be sent by certified or registered mail to the last known address of the member subject to removal at least 30 days before the final action is taken on the charges. The statement shall state the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or submit any writing in defense of such charges before any action is taken. Removal shall be by two-thirds vote of the Board. Removal shall not affect the relationship of the member to POCS.

Sec. 4. VACANCIES - A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term.

Sec. 5. CHAIR - The Chair shall be the Principal Executive Officer of the Corporation and shall, subject to the direction and control of the Board of Directors, generally supervise and control all of the business and affairs of the Corporation and make recommendations from time to time to the Board of Directors with respect to activities suitable to the purposes and resources of the Corporation. The Chair shall preside at all meetings of the members and of the Board of Directors. The Chair may sign, with the Secretary or any other officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bond, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution therefore shall be expressly delegated by the Board of Directors or by these By-Laws or by statute to some other officer or agent of the Corporation; and in general the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time. The Chair shall be an ex-officio member of all committees, subcommittees, and task forces.

Sec. 6. VICE CHAIR - In the absence of the Chair, or in the event of the Chair's inability to act, the Vice Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be

subject to all the restrictions upon the Chair. The Vice Chair shall perform such duties as from time to time may be assigned by the Chair or by the Board of Directors. The Vice Chair shall coordinate the activities of the committees. The Chair of each committee shall report directly to the Vice Chair who shall report on the activities of the committees to the Board.

Sec. 7. TREASURER - The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts for monies due and payable to the corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VIII of these By-Laws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair or by the Board of Directors. The Treasurer shall give bond for the faithful discharge of duties as Treasurer, in such form and amount as the Board of Directors may determine. The cost of the bond, if any, shall be borne by the Corporation.

Sec. 8. SECRETARY - The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by Law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chair or by the Board of Directors.

Sec. 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES - If required by the Board of Directors, the

Assistant Treasurers shall give bonds for the faithful discharge of their duties in such form and amount as the Board of Directors may determine. The cost of the bond, if any, shall be borne by the Corporation. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer, Secretary or Chair or the Board of Directors.

Sec. 10. **PRESIDENT** - The President shall be responsible for the daily operations of POCS and shall manage all routine business activities including, but not limited to, contracting for services and managing such services, recruiting additional members, purchasing material and equipment, supervising staff, and shall perform other duties and responsibilities as may be assigned by the Board of Directors. The President shall be responsible to the Board and shall provide periodic reports of operations and activities. The President shall be compensated as the Board of Directors may determine.

Sec. 11. **GENERAL COUNSEL** - An attorney admitted to practice, and in good standing, before the Supreme Court of Pennsylvania, who shall advise the Board of Directors on such matters as it shall deem necessary and shall chair the Parliamentary Committee. The Board may appoint an Assistant General Counsel, who shall meet the criteria set forth above, and shall be vice chair of the Parliamentary Committee.

Sec. 12. Officers representing Members may be reimbursed for reasonable out of pocket expenses incident to their office(s); otherwise, they shall be treated in the same manner as other board members.

Article VII Committees

Sec. 1. **Executive Committee** - The Executive Committee shall consist of the officers of the Corporation and shall have the authority to act for the Corporation in the absence of the Directors, except as

otherwise limited by the Board of Directors. In matters requiring a vote of the Executive Committee, neither the President, the General Counsel, nor the Assistant General Counsel shall have voting privileges.

Sec. 2. Committees - The Committees shall meet as necessary to carry out the Corporation's business. Each committee, with the exception of the Parliamentary Committee, shall be chaired by a member of the Board of Directors.

- a. Membership Committee - responsible for the ongoing solicitation of new members and any matters relating to the membership rules of the Corporation.
- b. Finance Committee - responsible for the preparation and justification of the annual budget, which shall be presented to the Board at the third quarter meeting of each calendar year. This committee shall be chaired by the Treasurer.
- c. Board Development Committee - responsible for developing and reporting to the Board of Directors a list of candidates for officers, Board of Directors and for committee, subcommittee, and task force assignments.
- d. Education Committee - responsible for the oversight of educational and promotional programs and materials for members, excavators, builders and the general public.
- e. Parliamentary Committee - responsible for recommending to the Board of Directors any changes and/or updates to the official documents of the Corporation, including, but not limited to; the

Articles of Incorporation, the Constitution, By-Laws, and making recommendations to the Board regarding corporate governance matters. This committee shall be chaired by the General Counsel.

- f. Mapping & Technology Committee - responsible for reviewing and commenting on any operating proposals brought before the Board that are not the responsibility of any other committee.
- g. Compensation & Benefits Committee - responsible for reviewing and recommending a salary and benefits policy for the professional staff. This review will take place at least once every three years to determine if the salary plan is in line with the rest of the market.

Sec. 3. The Board of Directors, by resolution adopted by a majority of the Directors voting, may create additional standing committees, each of which shall consist of one or more Directors in addition to other persons. Ad hoc committees, subcommittees and task forces shall be appointed by the Chair, who shall advise the Board of this action.

Sec. 4. Committees, subcommittees, and task forces, to the extent necessary, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the By-Laws, including any exhibit thereto; electing, appointing, or removing any member of any such committee or any Director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another Corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation;

authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual Directors, of any responsibility imposed upon it or them by law.

Article VIII Meetings

Sec. 1. The Board of Directors and membership shall meet at least annually in January. All members of the Corporation shall be notified of the meeting in writing and any member may attend; however, only members of the Board of Directors will have voting rights in the matters presented. All regular matters on the agenda shall be presented by the Vice Chair. Any member who wishes to have an item presented should submit it in writing to the Vice Chair at or before a meeting of the Board of Directors. One half of the Board of Directors shall constitute a quorum at this meeting. A member may appear by proxy for the purpose of constituting a quorum only.

Sec. 2. In between annual meetings of the Board and membership, the Board of Directors shall hold quarterly meetings unless suspended by the Chair. Special meetings of the Directors may be held at any time at the call of the Chair or any two Directors.

Sec. 3. The date and location of the annual meeting shall be provided to all members at least 60 days in advance of the meeting.

Sec. 4. All meetings shall be conducted under procedures specified in the most current edition of Roberts Rules of Order, except where these By-Laws provide otherwise.

Article IX
Admissions and Fees

Sec. 1. The costs of operation of the Pennsylvania One Call System, Inc., as approved by the Board of Directors, shall be recovered through fees assessed against all Principal and Associate members. Fees shall be set by the Board on an annual basis.

Sec. 2. The Excavator Associate members shall pay an annual service fee. Service fees received from contractors, designers or operators shall be used to offset operation costs associated with service to members which are political subdivisions, municipal authorities or the Commonwealth.

Sec. 3. All fees for services, aside from the message handling and normal operations of the Call Center, shall be billed by the Treasurer to the using member on a direct basis. Examples are: telecommunications device(s), paper and ribbon supplies, educational and promotional material and other services provided by any of the Corporation's vendors on a direct basis.

Sec. 4. Each new Principal member shall be assessed a contribution to capital of not more than its first three months' estimated fees. This contribution shall be held until such member's membership is terminated, at which point it will be applied against any outstanding indebtedness or refunded, as the case may be.

Sec. 5. Each member of the Corporation shall pay its contribution to capital and fees, as assessed, upon receipt of the Treasurer's statement.

Article X
Nominations, Elections & Appointments

Sec. 1. The Board Development Committee shall, 60 days in advance of the annual meeting, provide the Board and members with

a list of candidates for all offices and a list of prospective appointees willing to serve on the various committees, subcommittees, and task forces.

Sec. 2. The election of officers shall be by written ballot and a plurality of votes cast shall elect. Ties shall be resolved by the toss of a coin or other method determined by the Board at the annual meeting.

Sec. 3. The Chair shall, subject to the authority of the Board of Directors, appoint all committee, subcommittee, and task force members.

Sec. 4. Each person elected or appointed shall take office at the conclusion of the meeting at which such person shall have been elected or appointed and shall continue in office until a successor is elected or appointed.

Article XI Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members entitled to vote. Books and records of the Corporation may be inspected by any member, or member's agent or attorney, for any proper purpose at any reasonable time. The Board of Directors shall retain, on a fiscal year basis, an independent certified public accountant who shall prepare financial statements and perform any other related functions designated by the Board of Directors.

Article XII

Membership Responsibilities

Sec. 1. It shall be the duty of each member to maintain the appropriate approved communications device or devices to provide for timely reception of the work location notices.

Sec. 2. Each member shall maintain a copy of the Corporation's current Operating Procedures and comply with the requirements set forth therein.

Sec. 3. All members shall comply with the Constitution and By-Laws and promptly pay fees and other charges.

Article XIII

Indemnity

Sec. 1. Any natural person made a party to or involved in any litigation (which term shall include any actual or threatened civil, criminal or administrative action, arbitration proceeding, claim, suit, proceeding or appeals therefrom) by reason of the fact that the person at any time was or is a Director, officer or employee of the Corporation, or by reason of the fact that, at the request of the Board of Directors, the person served or is serving as a representative of the Corporation to any other corporation, not for profit corporation, trade association or other entity shall (to the fullest extent permitted by law) be indemnified by the Corporation against all liabilities and all expenses reasonably incurred by that person arising out of or in connection with such litigation, except in relation to matters as to which (a) it shall be finally adjudged in such litigation that such person breached a duty to the Corporation, (b) such person failed to act in good faith for a purpose which was reasonably believed to be in the best interests of the Corporation or (c) in the case of criminal litigation, where such person is convicted, such person had reasonable cause to believe that the conduct was unlawful.

Sec. 2. Except as provided in Section 1 above, the termination of any litigation by adverse judgment, settlement, conviction or upon a pleas of nolo contendere or its equivalent shall not create a presumption that the person seeking indemnification did not meet the applicable indemnification standard set forth in Section 1 above.

Sec. 3. Except where a person has been successful on the merits with respect to such litigation, any indemnification hereunder shall be made only after (a) the Board of Directors (acting by a quorum consisting of Directors who were not involved in such litigation) determines that such person met the applicable indemnification standard set forth in Section 1 above or (b) in the absence of such quorum, a panel of lawyers unassociated with the Corporation selected in the following manner determines that such person met the applicable indemnification standard set forth in Section 1 above: one member of such panel shall be selected by the members of the Board of Directors who were not involved in such litigation or, if there should be no such Directors, then by the senior-ranking officer of the Corporation who was not involved in such litigation; one member of such panel shall be selected by the person seeking indemnification; and the third member of such panel shall be selected by the first two members. Such panel shall make such determination by arbitration in accordance with the laws of the State of Pennsylvania and the procedures of the American Arbitration Association where not in conflict with this section. Judgment upon the award rendered by such panel may be entered in any court having jurisdiction thereof.

Sec. 4. Advances may be made by the Corporation against cost, expenses and fees arising out of, or in connection with, such litigation, at the discretion of, and upon such terms (but always subject to the final determination of a person's right to indemnification) as may be determined by the Board of Directors. To this end, the Board of Directors may establish a special assessment of members.

Sec. 5. The right of indemnification provided hereunder shall not be deemed exclusive of any other right to which any person may be entitled, or of any other indemnification which may lawfully be granted to any person in addition to the indemnification provided hereunder. Indemnification provided hereunder shall, in the case of the death of the person entitled to indemnification, inure to the benefit of that person's heirs, executors or other lawful representatives.

Article XIV Corporate Seal

The Board of Directors shall provide a corporate seal.

Article XV Amendments to By-Laws

These By-Laws may be amended or repealed, and new By-Laws may be adopted, by the affirmative vote of a majority of the Board members present at any regular or special meeting of the Board of Directors at which a quorum is present. Notice of the intent to amend or repeal any of the By-Laws shall be given at least 60 days in advance of the meeting. Proposed changes shall be submitted in writing.

Article XVI Dissolution

In the event of dissolution of the Corporation, after the payment, satisfaction and discharge of all liabilities and obligations of the Corporation, all the remaining assets and property of every nature and description not held upon a condition requiring return, transfer or conveyance by reason of dissolution shall be paid to the members of the Corporation in proportion to each member's capital account balance at the time of dissolution.

Article XVII
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

This Constitution and By-Laws were approved on the 6th day of June, 1980, were amended the 15th day of May, 1987, were amended the 12th day of March, 1991, were amended the 27th of October, 1994, the 26th day of April 1995, the 29th day of October 1997, the 24th day of January 2001, the 28th day of April 2004, the 30th day of October 2013, the 27th day of January 2016, the 31st day of January 2018, and the 30th day of January 2019.

APPENDIX "A"

Following is a list of the original Principal Members of the Pennsylvania One Call System, Inc.:

AMERICAN TELEPHONE & TELEGRAPH
COMPANY

THE BELL TELEPHONE COMPANY OF
PENNSYLVANIA

COLUMBIA GAS OF PENNSYLVANIA

DUQUESNE LIGHT COMPANY

EQUITABLE GAS COMPANY

NATIONAL FUEL GAS CORPORATION

NORTH PITTSBURGH TELEPHONE COMPANY

THE PEOPLES NATURAL GAS COMPANY

PENNSYLVANIA POWER & LIGHT COMPANY

PHILADELPHIA ELECTRIC COMPANY

UGI CORPORATION

WEST VIEW WATER MUNICIPAL AUTHORITY