

**Amended and Restated
By-Laws
of
Arkansas One-Call System, Inc.
(An Arkansas Non-Profit Corporation)**

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

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

Section 2. Principal Office. The principal place of business and registered office of this Corporation shall be located at 2120 Maple Ridge Circle, Conway, Arkansas 72034, and the name of its registered agent is Jean Davis.

**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 elected or is required by state or federal law to belong to this organization, and has tendered for payment the fees or dues specified by the Board of Directors for membership;

(b) has a recognizable interest in the furtherance of the purpose of this Corporation as specified in Article 1 of the Articles of Incorporation of this Corporation.

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 Arkansas 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 has elected to, or is required by law to, participate in the notification center operated by this Corporation or which this Corporation has caused to be in operation.

(b) **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 Member of this Corporation, nevertheless wishes to promote the purpose of this Corporation as specified in Article I of the Articles of Incorporation of this Corporation.

Section 3. Rights 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 Arkansas; 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. On all voting matters each General Member of this Corporation shall be entitled to one (1) vote, in person or by proxy. 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 membership shall be submitted to the Corporation on forms approved by the Board of Directors. Approval and classification of membership shall be administered pursuant to the Corporation's Policies and Procedures. A list of new applicants accepted into membership shall be furnished to the Board of Directors at each regular meeting of such Board.

Section 2. Charges. Fees, dues and other charges required to be paid by the various classes of members of this Corporation shall be specified in the Corporation's Policies and Procedures.

Section 3. Termination. Termination of membership by a General Member shall be governed by the Corporation's Policies and Procedures.

Section 4. Suspension. A member who fails to pay any charges as they become due is subject to suspension, as governed by the Corporation's Policies and Procedures.

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 first Thursday in April of each year, or on such other day as may be fixed by the Board of Directors. Voting by proxy shall be allowed, but only on the proxy form mailed with the notice of meeting. 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 10 (10) days prior to such meeting, but not more than sixty (60) days before the date of such meeting. The notice shall contain an agenda and a proxy form. No vote shall be taken on any matter unless it is included in the agenda.

Section 4. Quorum. At any meeting of the members of this Corporation, the General Members of this Corporation present either in person or by proxy shall constitute a quorum for the transaction of business.

Article V 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 not less than five (5) nor more than sixteen (16) members, not more than twelve (12) of whom shall be representatives of a General Member, and not more than four (4) of whom shall be representatives of public and private groups interested in the purpose of this Corporation. All Directors shall be elected as Directors by the General 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 for three (3) years, or until the next Annual Meeting of the members of this Corporation, and until their successors are elected and qualify.

The Directors shall have all other powers, duties and responsibilities as set for in the Articles of Incorporation.

Section 2. 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 3. Powers and Duties of the Directors. The Board of Directors shall have powers and duties over 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 4. 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. Such nominating committee shall present a suggested slate of directors to be voted upon by the members of the Corporation at the next annual meeting of the membership of the Corporation. The slate shall include representatives of service categories (cable television, electric, gas, pipeline, telephone, water and other) as required to maintain representation of the service categories of General Members on the Board. The slate shall also include representatives of public and private groups interested in the purpose of this Corporation.

Section 5. Removal. A Director may be removed from the Board of Directors for cause upon a majority vote of the remaining Directors. The failure of a Director to attend at least half of the regular and special meetings of the Board of Directors, as called between annual membership meetings, shall constitute cause for removal, absent satisfactory explanation of circumstances that, in the view of the remaining Directors, constitutes justifiable excuse for failure to attend the meetings. Otherwise, "cause" shall constitute such misfeasance, malfeasance, nonfeasance, or other conduct by a Director which, in the judgment of a majority of the remaining Directors, is not in the best interests of the Board or the Corporation.

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 the membership 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. Meetings of the Board of Directors shall be held quarterly. Special meetings of the Board of Directors may be called at any time by the President. On the written request of any five (5) 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, present either in person or by proxy, 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 the President and two (2) to four (4) Directors 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 any 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, present either in person or by proxy, 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 By-Laws, 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 may establish 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 this Corporation.

Section 2. Membership 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 oral notice. The Chairman of each such committee shall be designated by the President of this Corporation and will 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 a majority vote of the Directors at the Annual Meeting of 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 required of him by the Board of Directors. The President may delegate such powers and duties accorded to him to the Executive Director, or to other officers of this Corporation, as may be necessary for the orderly and efficient discharge of those powers and duties.

Section 3. Vice President. Each Vice President shall only 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. Officers shall be elected for one (1) year and shall hold office until successors are elected.

Section 7. 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 8. 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 sureties as the Board of Directors may deem advisable.

Section 9. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgement, the best interests of the Corporation would be served thereby. To the extent that this provision conflicts with the provisions of any contract between the officer and the Corporation, the provisions of the contract shall control.

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 prudently, honorably and in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of this Corporation.

Section 2. Coverage Determined by Board of Directors. Any indemnification under Sections 1 of this Article XI 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 standards of conduct set forth in Section 1 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; or (c) by independent legal counsel (who may be a regular counsel to this Corporation but who shall not be an employee of this Corporation), in a written opinion; or (d) by a majority vote of the membership. A majority vote of the membership, at a duly called meeting, shall decide which method is to be implemented to determine consideration of indemnification.

Section 3. Non-Exclusive 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, articles of incorporation, by-law, agreement, vote of the General Members or disinterested directors, or otherwise, as to action in his official capacity, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall enure to the benefit of the heirs, executors and administrators of such a person.

Section 4. Insurance Coverage. This Corporation may purchase and maintain insurance on behalf of any person who is or was a director, employee or agent of this Corporation, as protection 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 Article XI.

**Article XII
Amendments**

These By-Laws may be altered or repealed, or new By-Laws may be adopted by a majority vote of a quorum 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 By-Laws; provided, however, the Board shall not adopt or alter any By-Law fixing their number, qualifications or classification or terms of office, but any such By-Law may be adopted or altered only by the vote of a majority of the members entitled to exercise the voting power of this Corporation at any annual, regular or special meeting duly convened after proper notice to the members setting out the purpose of the meeting.


**Article XIII
Original Incorporators**

The original incorporators herein were Ed Davis, 1218 West Sixth, Little Rock, Arkansas 72201; L. D. Garner, 1111 West Capitol, Suite 543, Little Rock, Arkansas 72201; Don Lambert, P.O. Box 551, Little Rock, Arkansas 72203; Victor McCoy, P.O. Box 37, Clinton, Arkansas 72031; Mike Means, P.O. Box 751, Little Rock, Arkansas 72203; Bud Olson, P.O. Box 489, Malvern, Arkansas 72104; Ray Sneed, P.O. Box 247, Fort Smith, Arkansas 72902; Tom Taylor, P.O. Box 1997, Texarkana, Texas 75501; and James Walker, P.O. Box 1288, Fayetteville, Arkansas 72701.

**Article XIV
Certificate of Adoption**

The foregoing Amended and Restated Bylaws of the Arkansas One-Call System, Inc. have been duly adopted effective this 16 day of May, 2019, ("Effective Date") by action of the General Members of Arkansas One-Call System, Inc. pursuant to the laws of this State.

IN TESTIMONY THEREOF, witness the hand of the undersigned as Secretary of Arkansas One-Call System, Inc. on such date.



5/16/19
Secretary of Arkansas One-Call System, Inc.