

**REVISED BYLAWS
OF
UTILITY NOTIFICATION CENTER
OF COLORADO**

(Revised at Annual Meeting held September 18, 2007)

ARTICLE I

Offices

Section 1. Offices – The principal office of the Corporation shall be in Jefferson County, Colorado. The Corporation may also have such other offices at other places within the State of Colorado as the Board of Directors may from time to time approve.

ARTICLE II

Members

Section 1. Qualification – Membership in the Corporation shall consist of the owners and operators of underground facilities in the State of Colorado, in accordance with Section 9-1.5-101, et seq., of the Colorado Revised Statutes, as amended (the “Notification Law”). Other persons, organizations or entities which desire to become members and which are accepted, as members pursuant to these Bylaws may become members as well.

Section 2. Classes – There shall be three classes of Membership of the Corporation. The two classes known as the Tier One and Tier Two Members shall be determined in accordance with the Notification Law and the Articles of Incorporation as amended. All other members shall be classified as Sustaining Members.

Section 3. Tier One Member Categories – Each Tier One Member shall be assigned the most appropriate of the following categories upon acceptance as a Member. If a Tier One Member qualifies in more than one category, it shall be assigned to only one, i.e., the most appropriate one for that Member as determined by the Board. The categories are:

- (a) Communications.
- (b) Gas Transmission.
- (c) Liquids pipeline.
- (d) Gas Distribution.
- (e) Electrical.
- (f) Water/Sewage.

- (g) Government (city, county, district, or other).

- (h) Cable Television.
- (i) Electric Cooperatives.
- (j) Other.

Section 4. Admission – Applications for membership shall be submitted to the Secretary of the Corporation on forms approved by the Board of Directors. The Secretary shall determine whether an applicant is eligible for the membership, the member class and the Tier One Member category, if any, for which it is qualified. The Secretary shall submit the application and its determination of the applicant’s eligibility, member class, and Tier One Member category to the Board of Directors for consideration at its next regular meeting. For those Tier One and Tier Two Member applicants that the Board determines to be eligible to be members, the Board shall accept them as members and assign them to the appropriate member class and category. Acceptance of an application to be a Sustaining Member shall be at the sole discretion of the Board. Membership shall be effective upon such acceptance by the Board and upon receipt by the Corporation of any membership fee set by the Notification Law as amended from time to time, or by the Board of Directors of the members with a certificate of membership.

Section 5. Change of Member Class – In accordance with the Notification Law as amended from time to time, any Tier One Member may change from Tier One to the Tier Two classification, and any Tier Two may change from the Tier Two to Tier One classification, at the election of the member, except that a Tier One Member shall remain a Tier One Member for at least two years after becoming a Tier One Member. A member which changes from Tier Two to Tier One shall become a Tier One Member upon the Corporation’s receipt of notice of the change along with acceptance by the Board and payment of any fee as provided in Section 4 of this Article II. A Tier One Member which changes from Tier One to Tier Two shall become a Tier Two Member upon the Corporation’s receipt of: notice of the change; and of payment by the changing member of all fees, charges, dues and assessments incurred as of the date of the Corporation’s receipt of the change notice, including all charges for locate calls through such date.

Section 6. Withdrawal as a Member – No member required to be a member by the Notification Law as amended from time to time, may withdraw from membership. Any member eligible to withdraw may do so effective sixty (60) days following the day on which the Corporation receives notice of withdrawal. A withdrawing Member shall remain obligated for all assessments for fees and dues made prior to the day on which the Corporation receives the notice of withdrawal. A withdrawing Member shall also remain obligated for all charges for locate calls up to and including the effective date of termination.

Section 7. Suspension of Membership – Each Member who fails to pay any fees, dues, assessments or other charges as they become due shall automatically have its voting privileges suspended until such fees, dues, assessments or other charges are paid.

Section 8. Removal from Membership – No member required to be a member by the Notification Law as amended from time to time, may be removed from membership. A Tier One Member, however, may be involuntarily changed from Tier One to Tier Two memberships for good cause shown, by a majority vote of the Board of Directors. Such involuntary change of any Tier One Member terminates all rights and privileges accompanying said membership immediately upon the change. Each involuntarily changed Tier One Member shall remain obligated to pay all fees, dues, assessments and other charges due from it to the Corporation for the period ending with the date of the Board’s resolution changing the member from Tier One to Tier Two.

Section 9. Property Rights – No member of the Corporation, as a Member of the Corporation, shall have any right or interest in or to the property or assets of the Corporation. All property and assets of the Corporation shall be owned by the Corporation and shall be subject to the direction and control of the Board of Directors of the Corporation in the manner and to the extent provided by the laws of the State of Colorado.

Section 10. Member Responsibilities Regarding Communications Equipment

- a. Each Tier I member, at its cost, shall be responsible for establishing operating and maintaining electronic communications equipment on the member’s premises which will insure that such member can receive notification from the Utility Notification Center of Colorado of any proposed excavation in the area of a member’s underground facility.
- b. The electronic communications equipment operated by a member shall be able to electronically receive and record notifications from the Utility Notification Center of Colorado.
- c. It shall be the responsibility of the Tier I member to monitor its equipment to insure that all notifications sent to a Tier I member are properly received, recorded and acted upon.
- d. The electronic communications equipment provided by a Tier I member shall be compatible with the electronic communications equipment operated by the Utility Notification Center of Colorado.
- e. Tier I members shall be responsible for all costs and expenses incurred in the establishment, operation and maintenance of electronic data communications equipment on their respective premises to receive notification of information

dispatched by the Utility Notification Center of Colorado, including, without limitation, the costs of providing, leasing or renting electronic telecommunications equipment and all telecommunication mileage and loop charges associated with such system.

f. Tier I members shall provide the Utility Notification Center of Colorado with appropriate contact information, including the names and phone numbers, for verification of notices and verbal transmission of notification messages in the event of an emergency or in the event of equipment failure.

g. Tier I members may designate a third party's premises to be the recipient of notification messages. Such third party shall have the same responsibilities as the Tier I member to establish, operate, and maintain electronic data communications equipment. Such third party shall be responsible to conduct its operations in accordance with the Articles, Bylaws and Operating Rules of the Utility Notification Center of Colorado, as amended from time to time and shall have the same obligation to conduct its operations as a Tier I member. The Utility Notification Center of Colorado may require a third party acting on behalf of a Tier I member to execute such agreements with the Utility Notification Center of Colorado as are determined reasonably necessary by the Board of Directors of the Utility Notification Center of Colorado from time to time.

ARTICLE III

Voting of Members

Section 1. Tier One and Tier Two Members – For Tier One and Tier Two members, their eligibility to vote, the issues on which they may vote, and the number of votes which they may cast shall be as provided in the Articles of Incorporation as amended.

Section 2. Sustaining Members – Sustaining Members may attend and participate in all annual or special meetings of the Corporation but shall have no vote on any matter or issue.

Section 3. Cumulative Voting – Cumulative voting, for election of Directors or for any other matter, shall not be permitted.

Section 4. Voting List – Prior to any annual or other meeting of Members, together with the notice of the meeting, the Secretary of the Corporation shall mail to each Tier One Member a voting list showing the Tier One Members entitled to vote at the meeting, the number of votes each is entitled to cast at such meeting and, in the case of an election of directors, the category in which each Tier One Member is entitled to vote.

Section 5. Voting by Proxy – Each member entitled to vote may vote in person or by written proxy, executed by the Member or the Member’s duly authorized attorney in fact. No proxy shall be valid after 11 months from its date of execution unless the proxy specifically provides otherwise.

Section 6. Voting by Mail – With respect to the election of Directors of the Corporation, and with respect to voting on amendments to the Articles of Incorporation or a proposed plan of merger, consolidation or dissolution, each Member entitled to vote on the election or the issue may vote in person or by proxy, or by mail, if voting by mail on the election or the issue is authorized by the Board of Directors. The Board may authorize voting by mail on either the election of a Tier Two director, or the election of Tier One category directors or on both. If so authorized, the Secretary of the Corporation shall provide a ballot for the election or the issue, approved by the Board, together with the notice of the meeting at which the election or the vote on the issue is to occur. To vote by mail, the Member must do so on the furnished ballot and return the completed ballot to the Corporation at its principal office on or before the day before the date set for the meeting for the election of directors. If election of a Tier Two director or a Tier One category director by mail is authorized by the Board, a majority of the votes which Members are entitled to cast in the authorized election must be cast. If voting by mail on an issue other than election of directors is authorized by the Board, adoption of the issue shall require the affirmative vote of at least two thirds of the votes which members are eligible to cast on the issue.

ARTICLE IV

Dues and Fees

Section 1. Admission Fee – Each applicant for membership shall pay an admission fee as set by the Board of Directors at the time its membership application is submitted. The Board shall set the admission fee for Tier Two Members at the amount specified in the Notification Law, as amended from time to time, for such members. The admission fee shall be refunded to the applicant in the event the Board denies the application.

Section 2. Annual Dues – On or before January 15 of each year, Tier One Members shall pay dues for the forthcoming year. Dues for a new Tier One Member’s first year shall be prorated based upon the number of months of membership. On termination of membership, whether by withdrawal, removal or otherwise, no dues previously paid shall be refunded. Dues for Tier One Members shall be established annually by the Board of Directors and shall be based in part upon the cost associated with the Corporation’s operations. Dues for Tier One Members may vary between members, with the variance based in part on the size of a Member’s operation. Dues for Sustaining Members shall be a fixed amount applicable to all Sustaining Members. Unless and until permitted by the Notification

Law as amended from time to time, there shall be no dues charged to Tier Two Members.

Section 3. Usage Fees – Each Tier One Member that uses the Corporation, its services, facilities or otherwise, shall pay a usage fee to the Corporation, as such fees are set by the Board of Directors. Usage fees include, but are not limited to, the fees charged for each notice of intended excavation transmitted to a Member. Usage fees shall be paid by the Tier One member as permitted by the Notification Law as amended from time to time. There shall be no usage fees charged to Tier Two Members.

Section 4. Establishment of Dues and Fees – The Board of Directors of the Corporation shall establish the above Dues and Fees from time to time. Such Dues and Fees shall be set forth in a Fee Schedule which shall be published at least annually by the Corporation, with copies given to all Tier One Members. Once established, the Fee Schedule shall remain in force until changed by the Board of Directors. New or revised Dues or Fees shall become effective on the 30th day following the date written notice of such new or revised Dues or Fees has been mailed to Tier One Members. New or revised Dues or Fees shall not apply to Tier One Members who are eligible to withdraw and who have submitted a proper notice of withdrawal prior to the effective date.

Section 5. Collection of Dues and Fees, Attorney Fees, and Interest. Except as otherwise provided in these Bylaws, all dues and fees shall be due and payable within thirty days after the Corporation has mailed or otherwise delivered the bill for dues or fees to the Member. In the event that a Member fails to pay any dues or fees as and when due, the member shall be liable for and pay: (a) all costs of collection, including reasonable attorney fees, incurred by the Corporation including such costs incurred in litigation or before or outside of litigation; and (b) interest on the unpaid balance at the Colorado statutory interest rate as set forth in C.R.S. §5-12-102, currently 8.0% per annum, compounded annually.

Section 6. Fee Dispute Resolution. If a fee dispute arises between the Corporation and a Member which is not resolved by agreement, the parties shall first proceed in good faith to submit the matter to mediation. Mediation is a process in which the parties meet with an impartial person who helps to resolve the dispute informally and confidentially. Mediators cannot impose binding decisions. The parties to the dispute must agree before any settlement is binding. Unless the parties agree otherwise, the mediation shall occur with the Colorado Office of Dispute Resolution, and the parties shall share equally in the cost of such mediation. The mediation, unless otherwise agreed, shall terminate in the event the entire dispute is not resolved within 30 calendar days of the date written notice requesting mediation is delivered by one party to the other at the party's last known address.

ARTICLE V

Meeting of Members

Section 1. Annual Meeting – The annual meeting of the Members of the Corporation shall be held each year on the third Tuesday of September or on such other date as may be fixed by the Board of Directors. The annual meeting of Members shall be held for the election of Directors and the transaction of such other business as may properly come before it. At each such annual meeting, the Board of Directors shall submit to the membership a report of the Corporation's business activities during the preceding year and the general financial condition of the Corporation, and shall make available to the members copies of such reports as may be required under the Notification Law as amended from time to time.

Section 2. Special Meetings – Special meetings of the Members may be called at any time by the Board of Directors. On the written request from any twenty (20) Tier One Members, the Board of Directors shall call a special meeting of the Members. Unless otherwise designated in the notice of the meeting, all such meetings shall be held at the designated meeting place. The purpose of the special meeting shall be stated in the notice and no other business shall be transacted.

Section 3. Notice of Meetings – Notice of any meetings, annual or special, shall specify at least the date, time, and place of the meeting and shall be sent by the Secretary to all Members at their respective addresses on the Corporation's records. Notice of any meetings, annual or special, shall be delivered in person or by mail at least ten (10) but no more than fifty (50) days prior to such meeting. If mailed, notice shall be deemed delivered when deposited in the U.S. mail, postage prepaid.

Section 4. Quorum – With respect to elections and issues upon which Tier One Members may vote, a quorum shall exist if Tier One Members holding a majority of the votes eligible to be cast are present in person, or by proxy, (or by mail if voting by mail has been authorized). At any meeting of Members, with respect to the election of a Tier Two director, a quorum shall exist if three percent (3.0%) of the Tier Two members are present in person, or by proxy, (or by mail if voting by mail has been authorized). In the absence of a quorum of Tier One Members at any meeting, the Tier One Members holding a majority of the votes represented at the meeting may adjourn the Tier One portion of the meeting from time to time for a period not to exceed sixty (60) days without further notice. In the absence of a quorum of Tier Two Members at any meeting, the Tier Two Members holding a majority of the votes represented at the meeting may adjourn the Tier Two portion of the meeting from time to time for a period not to exceed sixty (60) days without further notice. At any such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The Tier One Members present at a duly organized meeting with a quorum of Tier One Members present may continue to transact business until adjournment notwithstanding the withdrawal during such

meeting of one or more Tier One Members whose absence would cause there to be less than a quorum.

Section 5. Manner of Acting – At a meeting of members at which a quorum of Tier One Members is present, all acts and resolutions of the Tier One Members shall be deemed adopted upon a favorable vote of a majority of the votes cast by Tier One Members qualified to vote on such act or resolution, unless the Colorado Nonprofit Corporation Code or the Articles of Incorporation or Bylaws require a greater percentage. At a meeting of members at which a quorum of Tier Two Members is present, all acts and resolutions of the Tier Two Members shall be deemed adopted upon a favorable vote of a majority of the votes cast by Tier Two Members qualified to vote on such act or resolution, unless the Colorado Nonprofit Corporation Code or the Articles of Incorporation or Bylaws require a greater percentage.

Section 6. Informal Action by Members – Any action required or permitted to be taken by Tier One Members at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action taken, shall be signed by all of the Tier One Members entitled to vote on the action.

Section 7. Attendance by Telecommunications – Members of the Corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI

Board of Directors

Section 1. General Powers – The business and affairs of the Corporation shall be managed by its Board of Directors, which shall exercise all of the powers granted by the Articles of Incorporation and Bylaws and otherwise as provided by law.

Section 2. Performance of Duties – A Director of the Corporation shall perform duties as a Director, including duties as a member of any committee of the Board upon which such person may serve, in good faith, in a manner is reasonably believed to be in the best interests of the Corporation, and with such care as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by persons and groups listed in paragraphs (a), (b) and (c) of this Section 2; but the Director shall not be considered to be acting in good faith if the Director has knowledge concerning the

matter in question that would cause such reliance to be unwarranted. A person who so performs the duties of a Director shall not have any liability by reason of being or having been a Director of the Corporation. Those persons and groups on whose information, opinions, reports, and statements a Director is entitled to rely upon are:

a. One or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented;

b. Legal counsel, public accountants, or other persons as to matters which the Director reasonably believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which the Director does not serve, duly designated in accordance with the provisions of the Articles of Incorporation or the Bylaws, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence.

Section 3. Category Directors – There shall be one voting Director elected to the Board of Directors for and from each category of Tier One Members as set forth in Article II, Section 3 of these Bylaws. Only individuals from Tier One Members within a category shall be eligible to be elected Category Directors. Each Category Director shall be elected for a term of two (2) years and shall hold office until his or her qualified successor shall have been duly elected or appointed. Category Directors for categories (a), (e), (g), (h), and (i) of Section 3, Article II, shall be elected in odd-numbered years, and all other Category Directors shall be elected in even-numbered years. Each Tier One Member shall have the right to nominate a person to serve as a Category Director for such Member's category. Such nominations shall be effective upon submission in writing to the Corporation at its principal office at least sixty (60) days prior to a meeting of Members scheduled for the election of Directors. If a Tier One Member entitled to appoint a Special Director as set forth below elects to appoint a Special Director, then such General Member may neither nominate persons to be Category Directors nor be eligible to vote for Category Directors.

Section 4. Special Directors – Each Tier One Member which pays the "eligible dues amount" as defined in this section, shall be eligible to appoint an individual to serve as a "Special Director." If in the year from July 1 through June 30, the Corporation has received dues from a Tier One Member in an amount equal to or greater than two percent (2%) of the total amount of all dues received from all Tier One Members during that time, such member has paid the eligible dues amount for that period. A Special Director shall have all the rights, powers and duties of a Category Director, including the right to vote. In the event that more than four Tier One Members are eligible to appoint Special Directors and desire to appoint a Special Director, then only the four Tier One Members who have paid the largest eligible dues amount and who desire to appoint a Special Director shall be entitled to

appoint a Special Director. Determination of Tier One Members eligible to appoint Special Directors shall be made as of 60 days prior to the date of the Annual Meeting and appointment shall be effective as of the annual meeting for a term of one year. A Special Director may be re-appointed at the discretion of the Tier One Member, which made the initial appointment as long as the Tier One Member remains eligible to appoint a Special Director. Otherwise, a Special Director shall serve at the pleasure of the Tier One Member that appointed him or her and for as long as such Tier One Member desires. A Tier One Member may not be represented on the Board of Directors by both a Category Director and a Special Director at the same time.

Section 5. Tier Two Directors – There shall be one voting Director elected to the Board of Directors to represent the Tier Two Members. Only individuals from Tier Two Members shall be eligible to be elected as the Tier Two Director. A Tier Two director shall be elected for a one year term and shall hold office until his or her qualified successor shall have been duly elected or appointed. Only Tier Two Members may nominate persons to serve as the Tier Two Director. Such nominations shall be effective upon submission to the Corporation at its principal office at least sixty (60) days prior to a meeting of Members scheduled for the election of Directors.

Section 6. Excavation Director – The Legislative Declaration appearing at the beginning of Section 9-1.5-101-106, Colorado Revised Statutes, often referred to as “Colorado’s One Call” statute, states that the purpose of the Colorado Statute captioned “Concerning Prevention of Damage to Underground Facilities Resulting From Excavations” is to prevent injury to persons and damage to property from accidents resulting from damage to underground facilities by excavation. Excavators are able to obtain crucial information regarding the location of underground facilities prior to excavating through the Corporation, and it is therefore appropriate for excavators to be represented in the decision making of the Corporation. Effective on the date of the approval of these Amended Bylaws there shall be established a position of one voting Director, known as the “Excavation Director”; who is elected to the Board of Directors and who represents the interests of the Excavation industry. Such Director shall not be a representative from either any category of Tier One Members, as set forth in Article II, Section 3 of these Bylaws, or the Tier Two Members. The initial Excavation Director shall be promptly appointed by the Board of Directors to serve until the next Annual Meeting or until his or her qualified successor has been duly elected or appointed. Thereafter, the Excavation Director shall be elected biannually to serve a two year term or until his or her qualified successor has been duly elected or appointed. Any member of the Corporation or of the Board of Directors may nominate a person for the Excavation Director position. Such nominations shall be effective upon submission in writing to the Corporation at its principal office at least sixty (60) days prior to the meeting of Members scheduled within the given year deemed for election of the Excavation Director position. The Excavation Director shall be deemed duly elected upon receiving the most number of votes of the total votes cast at such election held for the election of the Excavation

Director position. Tier One Members voting for the Excavation Director shall have such votes as are defined in the Amended Articles of Incorporation. Tier Two members voting for the Excavation Director position at such election shall have a total number of votes which do not exceed ten (10) percent of the total votes cast by Tier One Members at the election held for the Excavation Director position. The candidate receiving the majority of the total number of votes cast by Tier Two Members shall receive all of the Tier Two votes and such shall be in addition to any votes such candidate receives from the Tier One Members, provided that, if the total number of Tier Two votes cast is greater than ten percent (10.0%) of the total number of Tier One votes cast, the total number of Tier Two votes allocated to the Tier Two majority candidate shall be reduced to the number equal to ten percent (10.0%) of the total number of Tier One votes.

Section 7. Advisory Directors – The Executive Director of the Corporation, as elected or appointed by the Board pursuant to Article X, Section 1 of these Bylaws, shall be an “Advisory Director”. Up to four (4) other individuals – who have been nominated by either the Board or by at least five (5) Tier One Members, and who have been elected by the Tier One Members as a group – shall also be “Advisory Directors”. The Advisory Directors elected by the Tier One Members shall be elected for a term of two (2) years. Each Advisory Director shall have the rights and powers of a Category Director except the right to vote. Nominations, as provided herein, shall be effective upon submission in writing to the Corporation at its principal office at least sixty (60) days prior to a meeting of Members scheduled for the election of Directors.

Section 8. Vacancies – Vacancies in the Category Director or Advisory Director or Tier Two Director positions on the Board may be filled for the unexpired term by a majority vote of the remaining Board of Directors at any meeting of the Board of Directors at which a quorum is present. Any vacancy in the Tier Two Director position shall be filled with an individual from a Tier Two Member.

Section 9. Resignation – Any Director of the Corporation may resign at any time by giving written notice to the President or the Secretary of the Corporation. The resignation of any Director shall take effect upon receipt of notice thereof or at such later time as shall be specified in such notice; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 10. Removal – Any Category Director or Advisory Director may be removed at any time, with or without cause, by the affirmative vote of all the other Directors entitled to vote. A Tier Two Director may be removed only by the affirmative vote of a majority of the Tier Two Members present in person or by proxy at a special meeting of members called to remove such person at which a quorum of Tier Two Members is present.

Section 11. Chairman of the Board – From the Directors entitled to vote, the Board of Directors shall elect a Chairman of the Board and a Vice Chairman of the Board. The Chairman and Vice Chairman shall be elected at the Board’s annual meeting for a term of one (1) year. The Chairman of the Board shall preside at meetings of the Board of Directors and the Vice Chairman shall preside in the absence of the Chairman.

Section 12. Loans Prohibited – No loan shall be made by the Corporation to any Director or officer of the Corporation.

Section 13. Restrictions on Future Employment – Upon termination of a person’s status as a voting director, whether by expiration of the Director’s term, resignation, removal or otherwise, such person shall be ineligible to become a paid employee, consultant or independent contractor, directly or indirectly, of the Corporation for a period of one year from the date of termination, and the Corporation shall be prohibited from hiring or contracting with such person for said period.

ARTICLE VII

Meetings of Directors

Section 1. Annual Meeting – The annual meeting of the Board of Directors shall be held immediately after and at the same place where the annual meeting of the membership has been held. The meeting will be held for the purpose of electing officers, appointing committees and for the transaction of any other business as may properly come before the Board. No notice shall be required for the annual meeting of the Board of Directors.

Section 2. Meetings – At least six (6) regular meetings of the Board of Directors shall be held during each year at times and places designated by the Board of Directors. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board. On the written request to the Chairman by any three (3) Directors entitled to vote, the Chairman shall call a special meeting of the Board of Directors. Unless otherwise designated in the notice, all such meetings shall be held at the principal office of the Corporation.

Section 3. Conferencing Telephone Calls – Members of the Board of Directors may participate in a meeting of such Board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence at a meeting.

Section 4. 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 orally or in writing, by the President or Secretary of the Corporation, not later than ten (10) days prior to such meeting. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where the Director attends a

meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum – At all meetings of the Board of Directors, a majority of the Directors entitled to vote shall constitute a quorum for the transaction of business, and a vote by the majority of such quorum shall be sufficient to transact any and all business properly before the Board. In the absence of a quorum at any such meeting, a majority of the Directors entitled to vote who are present may adjourn the meeting from time to time without further notice, until a quorum is present.

Section 6. Action Without Meeting – Any action which might be taken at a meeting of the Board may be taken without a meeting if a memorandum of the action taken is made in writing and signed by all Directors entitled to vote on the action.

Section 7. Compensation – By resolution of the Board of Directors and irrespective of any personal interest of any of the members, each Director may be paid only his expenses, if any, of attendance at each meeting of the Board of Directors. In no event may any Director be paid a stated salary for serving as a Director or a fixed sum for attendance at any meeting of the Board of Directors. Further, no voting Director may be paid any compensation for performing services for the Corporation as an employee or independent contractor.

Section 8. Presumption of Assent – A Director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the Director's dissent shall be entered in the minutes of the meeting or unless the Director shall file his or her written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE VIII

Executive Committee

Section 1. Establishment – The Board of Directors may, by a majority vote of Directors entitled to vote, create an Executive Committee which shall consist of the Chairman of the Board and two (2) other Directors elected by the Board of Directors. Members of the Executive Committee serve at the pleasure of the Board and may be removed, with or without cause, at any time by the vote of a majority of the Directors entitled to vote.

Section 2. Meetings – Meetings of the Executive Committee may be called at any time by the Chairman of the Board who shall also be Chairman of the Executive Committee, the Chairman shall call a meeting of the Executive Committee. Reasonable notice, written or oral, shall be given for each meeting of the Executive Committee. Meetings of the Executive Committee shall be held at the principal office of the Corporation, or at any such place as may be agreed to by a majority of the Committee members.

Section 3. Action Without Meeting – Any action which might be taken at a meeting of the Committee may be taken without a meeting if a memorandum of the action then is made in writing and signed by all Committee Members.

Section 4. Conference Telephone Calls – Members of the Executive Committee may participate in a meeting of such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

Section 5. 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 6. Power and Duties – The Executive Committee shall have full power to act in all matters for the Board of Directors in the interim between the meetings of the Board of Directors. When in these Bylaws power and duties are delegated to the Board of Directors, those powers and duties are delegated to the Executive Committee, except as provided by law. The Executive Committee, however, shall be subject to the control of the Board of Directors, and shall carry out all instructions issued to it by the Board of Directors.

ARTICLE IX

Other Committees

Section 1. Establishment – The Board of Directors shall establish any other committees as it deems appropriate to advise it on matters affecting the business and affairs of the Corporation and the notification center. The members of these committees need not be Directors of the 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 ten (10) days prior written or verbal notice. The chairman of each such committee shall be designated by and serve at the pleasure of the Chairman of the Corporation.

Section 4. Committee Expenses – The Board may, by resolution, approve the reimbursement of expenses incurred by committee members and, in addition, may set reasonable fees for the attendance at committee meetings.

ARTICLE X

Officers and Duties

Section 1. Officers – The officers of the Corporation shall consist of a President, who shall be the Chairman of the Board, one or more Vice Presidents, one of whom shall be the Vice Chairman of the Board of Directors, a Executive Director, a Treasurer and a Secretary. Except for the President and Vice Chairman – Vice President, no officer need be a Director of the Corporation. Any person may hold more than one office except no person may hold the offices of President and Secretary at the same time. Officers shall be chosen by the Board of Directors at the annual meeting of the Board of Directors. A vacancy in any office may be filled by the Board of Directors at any regular meeting or at any such meeting called for that purpose. The Corporation may from time to time have such other officers as the Board of Directors may deem necessary, with terms, authority and duties as may be prescribed by the Board of Directors.

Section 2. President – The President shall be the chief executive officer of the Corporation and shall generally supervise the Executive Director. The President shall see that all orders and resolutions of the Board of Directors are carried into effect and in general shall perform all duties assigned by the Board of Directors.

Section 3. Executive Director – The Executive Director shall, subject to control of the Board of Directors, have general charge and management on a daily basis of the business affairs and property of the Corporation. The Executive Director shall perform all such duties as are incident to such office or as may be properly required by the Board of Directors.

Section 4. Vice President – The Vice President serving by virtue of being Vice Chairman of the Board of Directors shall perform the duties of the President in the President's absence, and, together with any other Vice President, shall have such

powers and discharge such duties as may be assigned from time to time by the Board of Directors.

Section 5. Treasurer – The Treasurer shall have general supervision over the care and custody of the funds and securities of the Corporation and shall deposit the same or cause the same to be deposited in the name of the Corporation in such bank or banks, trust company or trust companies, as the Board of Directors may designate. The Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation. Whenever required by the Board of Directors, the Notification law, or any other law, the Treasurer shall render or cause to be rendered financial statements of the Corporation, and shall perform such other duties assigned by the Board of Directors.

Section 6. Secretary – The Secretary shall keep the minutes and act as secretary of all meetings of the Corporation and of the Board of Directors. The Secretary shall give or cause to be given all notices of meetings of the Members and of the Board of Directors. The Secretary shall be the custodian of the Corporation records and of the corporate seal, and shall in general perform all duties usually incident to the office of the secretary, whose duties are specified in these Bylaws, and such other duties as may from time to time be assigned by the Board of Directors.

Section 7. Compensation of Officers – Except for officers who are also voting Directors, the officers of the 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 the Corporation to give bonds for the faithful discharge of the officer's duties in such form and with such surety or sureties as the Board of Directors may deem advisable.

Section 9. Removal – Any officer except the Executive Director may at any time be removed, with or without cause, by the affirmative vote of a majority of the Directors entitled to vote. The Executive Director may be removed only in accordance with the terms of the Executive Director's contract with the Corporation.

Section 10. Vacancy – A vacancy in any office for any reason may be filled for the unexpired portion of the term of office by the affirmative vote of a majority of the Directors entitled to vote.

ARTICLE XI

Execution of Instruments and Checks

Section 1. Execution of Instruments – The President shall have power to execute on behalf and in the name of the Corporation any deed, contract, bond, debenture, note or other obligation or evidence of indebtedness, or proxy, or other instrument requiring the signature of an officer of the corporation, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the corporation. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the Corporation in any way, to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

Section 2. Checks and Endorsements – All checks and drafts upon the funds to the credit of the Corporation in any of its depositories shall be signed by such of its officers or agents as shall from time to time be determined by resolution of the Board of Directors which may provide for the use of facsimile signatures under special conditions, and all notes, bill receivable, trade acceptances, drafts, and other evidences of indebtedness payable to the Corporation shall, for the purpose of deposit, discount or collection, be endorsed by such officers or agents of the Corporation or in such manner as shall from time to time be determined by resolution of the Board of Directors.

ARTICLE XII

Limits on Indemnification and Personal Liability

Section 1. General – The Corporation shall have the power, rights and obligations and shall be subject to the limitations with respect to indemnification as set forth in this Article XII and as otherwise set forth in the Colorado Nonprofit Corporation Act, including, without limitation, Section 7-22-101.5 of the Colorado Revised Statutes. The Corporation’s Directors, officers, agents and employees shall have the rights with respect to indemnification and the benefits of limitations on personal liability as set forth in the Colorado Nonprofit Corporation Act, including, without limitation, section 7-22-101.5 of the Colorado Revised Statutes.

Section 2. Indemnification for Good Faith Actions – The 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, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that such person is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as an officer, agent, or representative in another corporation, partnership, joint venture, trust or other enterprise, against expenses, judgements, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, including attorneys’ fees, if such person acted in good faith and in a manner he or she reasonably believed to be in or

not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suite or proceeding by judgement, order, settlement, conviction or upon a plea of non 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 the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 3. No Indemnification for Negligence or Misconduct – No indemnification shall be made in respect of 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 or her duty to the Corporation unless and only to the extent that 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 court shall deem proper.

Section 4. Indemnification Required – To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 above, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses actually and reasonable incurred by him or her in connection therewith, including reasonable attorney's fees.

Section 5. Coverage Determined by Board of Directors – Any indemnification under Sections 1 and 2 of this Article X11, unless otherwise ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Sections 1 and 2. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors entitled to vote who were not parties to such action, suite or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors entitled to vote so directs, by independent legal counsel in a written opinion or (c) by the majority vote of the Tier One Members of the Corporation.

Section 6. Advance Payment for Fees and Expenses – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in a specific case upon receipt from the Director, officer, employee or agent of a written affirmation of his or her good faith belief that he or she had met the standard of conduct entitling him or her to indemnification and of a written undertaking to repay such amount if it is determined that he or she did not meet such standard of conduct, such undertaking to remain in

effect until it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article XII.

Section 7. Nonexclusive Remedy – The indemnifications provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Tier One Members or disinterested Directors or otherwise, both as to action in such person’s 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 8. Insurance – The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by such person in any such capacity or arising out of the status of such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article XI.

Section 9. Personal Liability for Breach of Fiduciary Duty – No Director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director except that such exemption from personal liability shall not apply to any such breach:

- (a) regarding the duty of loyalty to the Corporation or its Members;
- (b) arising out of acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law or loans to officers or Directors of the Corporation;
- (c) arising out of any transaction from which the Director derived any improper personal benefit;
- (d) arising out of any act or omission occurring prior to the effective date of this Section 9 of Article XII; or
- (e) as otherwise provided in Section 7-22-101(1) (r) of the Colorado Revised Statutes.

ARTICLE XIII

Books and Records

The Corporation shall keep and maintain accurate and complete books and records of account of the Corporation and shall also keep and maintain Minutes of

the meetings of Members, of Directors and of Committees established by the Board of Directors. The books, records and Minutes shall be kept at such place or places within the State of Colorado as directed by the Board of Directors.

ARTICLE XIV

Fiscal Year

The fiscal year of the Corporation shall commence each January 1 and shall conclude each December 31.

ARTICLE XV

Dissolution

In the event that the Corporation is dissolved as provided under the Colorado Nonprofit Corporation Act, after all debts and liabilities of the Corporation have been paid, the remaining property and assets of the Corporation shall be distributed as provided in the Colorado Nonprofit Corporation Act, as amended from time to time.

ARTICLE XVI

Amendments and Emergency Bylaws

Section 1. Amendments – These Bylaws may be altered or repealed, or new Bylaws may be adopted by the majority vote of Directors eligible to vote at any annual, regular or special meeting of the Board of Directors at which a quorum is present, duly convened after proper notice to the Directors setting out the purpose of the meeting, subject to the power of the Tier One Members to alter or repeal such Bylaws; provided, however, that the Board shall not adopt or alter any Bylaw fixing the number, qualifications, classifications or terms of office of the Directors, but any such Bylaw may be adopted or altered only by the majority vote of a quorum of the Tier One Members at any annual, regular or special meeting duly convened after proper notice to the Tier One Members setting out the purpose of the meeting.

Section 2. Emergency Bylaws – The Board of Directors may adopt emergency bylaws, which shall, notwithstanding any different provision elsewhere, be operative during any emergency resulting from an attack on the United States or any nuclear or atomic disaster and which may make any provision that may be practical and necessary for the circumstances of the emergency. Unless and until the Board adopts emergency bylaws, the provisions set forth in Section 7-23-103 of the Colorado Revised Statutes shall be the emergency bylaw provisions of this Corporation. The emergency bylaws shall remain in effect throughout any emergency and shall cease to be operative upon the termination of the emergency.

CERTIFICATE

The undersigned hereby certifies that the foregoing Bylaws, consisting of 21 pages, including this page, constitute the Revised Bylaws of Utility Notification Center of Colorado, as duly adopted by the Corporation as of the 18th day of September 2007.

Katie Hellfritz, Secretary