

Revised September 17, 2015

**BY LAWS
OF THE
UTILITIES SERVICE
PROTECTION CENTER
OF
DELMARVA, INC.**

**UTILITIES SERVICE PROTECTION CENTER OF DELMARVA, INC.
INDEX OF BY-LAWS**

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ARTICLE ONE - NAME, PURPOSE, AND STATUS

Section 1: Name. The name of the Corporation shall be Utilities Service Protection Center of Delmarva, Inc. With the approval of the Board of Directors, other names may be used for promotional purposes.

Section 2: Purpose.

- a) To educate members of the public, contractors, utilities, locators, and other persons and/or entities who would be involved in planned or emergency excavation or emergency demolition activities regarding the legal requirements and mechanics of underground facility identification. The term "underground facility" shall mean an underground or submerged conductor, pipe or structure used in providing electric or communications service (including, but not limited to, traffic control loops and similar underground or submerged devices), or an underground or submerged pipe used in carrying, providing, or gathering gas, oil or oil product, sewage, storm drainage, water or other liquid service (including, but not limited to, irrigation systems), and appurtenances thereto.
- b) To promote public safety by providing education regarding underground facility location and identification, encouraging membership and full participation of underground facility owners and operators in the Corporation.
- c) To serve the public and its members by seeking methods to prevent the interruption of utility and other services, and injury or damage associated with the lack of identification of underground facilities.

Section 3: Status. This is a nonprofit Corporation. No part of its net earnings inures to the benefit of any shareholder or private individual.

ARTICLE TWO - MEMBERSHIP

Section 1: Member. There shall be one (1) type of member in the Corporation. Persons who participate voluntarily in a one call center because they have an interest in the protection of lines or facilities, or because they have a statutory responsibility to protect lines or facilities.

Section 2: Application and Approval for Membership. Any Firm, Corporation, Governmental Entity or person desiring to become a member within any category stated herein, shall file an application with the Board of Directors, on a form provided therefore by the Board of Directors. All applications for membership shall be presented to the Board of Directors for their action. Upon the approval of the application, by a majority vote of the Board of Directors and the payment of appropriate fees, if any, the applicant shall become member, as per the appropriate type, of the Corporation.

Section 3: Representative. All members shall appoint in writing, a representative for the purpose of attending meetings and serving as a liaison between the Corporation and the member.

Section 4: Meetings of Members.

- a) **Annual Meeting.** The annual meeting of members shall be held during the month of January of each year at a date, time and place to be selected by the Board of Directors. The Board shall give the members notice by posting the date, time and location of the annual meeting on the USPCD website. Additionally, email notification will be sent to all members contained in the USPCD database and USPS mail to those so desiring,

providing they have informed the Secretary. Should the Board fail to convene the annual meeting by the last day of the month of March of any year, any member may call the annual meeting. At the annual meeting, the Board shall make a report to the members concerning the activities of the Corporation during the preceding calendar year. The report shall include a written statement of the income and expenditures of the Corporation during the preceding calendar year. The members may also transact such other business as may be properly presented to the meeting.

- b) **General Membership Meetings.** A meeting of the members of the Corporation shall be held at a time and place to be determined by the Board of Directors, usually on the third Thursday of the month, to discuss and review the operation of the Corporation and any concerns of its members.
- c) **Special Meetings.** In addition to the annual meeting, special meetings of the members may be held at such dates, times and places as may be selected by the Board of Directors. Special meetings may also be requested by a member who presents such requests to the Board of Directors. The Board of Directors by majority vote shall approve or deny such request. If approved, provide at least fifteen (15) days notice by posting the date, time, purpose and location of the meeting on the USPCD website. Additionally, email notification will be sent to all members contained in the USPCD database and USPS mail to those so desiring, providing they have informed the Secretary. At a special meeting, the members may transact only that business stated in the notice of the meeting as a purpose for the meeting.
- d) **Board Meetings.** Board members will meet as necessary to conduct the business of the Corporation. Attendance at the meeting may be restricted for the discussion of contracts, personnel issues, or other items where the early dissemination of information may be detrimental to the Corporation.
- e) **Quorum:** A quorum of the Members necessary to conduct the annual or a special meeting shall consist of at least 10 Members who collectively received at least thirty percent (30%) of the total tickets delivered to all Members during the preceding twelve (12) month period.
- f) **"Ticket".** As used in these By-Laws, the term "ticket" shall mean a notification of excavation or demolition work at a specific location received by the notification center and forwarded to an individual member.

ARTICLE THREE - BOARD of DIRECTORS

Section 1: Seats on the Board of Directors. No entity or company may be represented by more than two seats on the USPCD Board of Directors. There shall be at least twelve (12) Directors on the Board of Directors and those seats shall be filled in the following manner:

- a) Verizon, Chesapeake Utilities Corporation, City of Dover, Delaware Electric Cooperative, Inc. and Delmarva Power shall each be entitled to a seat on the Board of Directors. Said Directors shall be confirmed at the annual meeting.
- b) In addition to the five (5) Members entitled to appoint Directors, pursuant to paragraph a) above, four (4) member representatives shall be elected from the membership by the membership to represent all members on the Board of Directors for a period of two (2)

years. Said Representatives shall be nominated prior to the annual meeting and elected at the annual meeting.

- c) In addition to the five (5) Members entitled to appoint Directors, pursuant to paragraph a) and the four (4) elected Directors, pursuant to paragraph b) above, the Board of Directors shall appoint three (3) at large Directors from within or without the Corporation, to seats on the Board of Directors for a period of two (2) years. Said appointees to be appointed prior to the annual meeting and confirmed at the annual meeting on the alternate year from the year that Directors are elected as per paragraph b) above.
- d) Past Presidents of the Corporation may be appointed by the Board of Directors as Honorary Directors at the annual meeting. They will hold their seat for one year and may be reappointed at subsequent annual meetings. Honorary Directors are not eligible to be nominated to an officer position but are allowed to vote on Board of Directors business. unless they exceed the two person representation rule (see above).
- e) A Director may be removed from office, at any time, by the member who appointed the Director, upon written notice by the member to the Corporation, pursuant to paragraph (a). A Director appointed pursuant to paragraph (c) and (d) may be removed by a majority vote of the Directors.
- f) If a Director dies, resigns or is otherwise removed from office; the following procedures will be invoked; pursuant to paragraph (a), the member who appointed the Director shall appoint a new Director to serve for the remainder of the term; pursuant to paragraph (b), a special election will be held by the membership to replace said Director for the remainder of the term; pursuant to paragraph (c), the Board shall appoint a new Director to serve for the remainder of the term.
- g) In the event a member entitled to appoint a Director fails to appoint said Director prior to an annual meeting the Board of Directors may appoint an additional Director to fill a one year term.

Section 2: Duties of the Board of Directors. The Board of Directors shall manage the business and affairs of the Corporation. Their duties shall consist of, but not be limited to, the following:

- a) The Board of Directors shall nominate and elect all officers of the Corporation as herein provided in Article 4. No company may be represented by more than one officer.
- b) The Board of Directors shall operate, or cause to be operated, a notification center for receiving reports of planned or emergency excavation or demolition work and the sending to its Members requests for the location of underground facilities.
- c) The Board of Directors shall annually prepare and adopt a budget for the operation of the Corporation. To be adopted the budget must receive the affirmative vote of the majority of the Directors.
- d) The Board of Directors shall determine and adopt the operating procedures for the notification center including reports, and the form and the frequency thereof that the notification center shall prepare and send to the members.

- e) The Board of Directors shall meet from time to time, and at least once annually, to review and if necessary revise the operating procedures of the notification center as may be deemed applicable.
- f) The Board of Directors shall conduct at least quarterly a meeting at which all members of the Corporation shall be invited to discuss and review the operations of the Corporation and the concerns of its members.
- g) The Board of Directors shall determine and adopt the amount of fees and charges for members and the manner in which said fees and charges are to be billed and collected.
- h) The Board of Directors shall approve all agreements and/or contracts, along with the terms and conditions thereof, upon which the Corporation may enter.
- i) The Board of Directors may take whatever steps it deems necessary; including the expenditure of funds to advertise and/or promote the services offered by the Corporation and notification center and shall make every effort to encourage all owners of underground facilities located on the Delmarva Peninsula to become members of the Corporation.
- j) The Board of Directors shall actively participate and contribute to the goals of the Corporation through attendance at Board meetings and support of Corporation activities.

ARTICLE FOUR - OFFICERS. TERM of OFFICE. AND DUTIES of OFFICE

Section 1: Election of board officers shall normally occur during the board meeting immediately following the January annual membership meeting.

Section 2: President.

- a) **Appointment** - The President shall be elected from within the Board of Directors, by the Board of Directors, to fill the Office of President.
- b) **Term of Office** - The President shall be elected to serve a term of two years, or until a successor is duly elected.
- c) **Duties** - The President shall be the Chief Executive Officer of the Corporation. The President should preside at all meetings of the Board of Directors and/or the membership in general. The President shall sign all agreements and contracts entered into by the Corporation and shall countersign all checks issued by the Corporation. The President may create committees as deemed necessary and will have an ex officio position on each committee. The President shall be entitled to vote on all matters voted on by the Board of Directors.

Section 3: Vice-President.

- a) **Appointment** - The Vice-President shall be elected from within the Board of Directors, by the Board of Directors, to fill the Office of Vice-President.
- b) **Term of Office** - The Vice-President shall be elected to serve a term of two years, or until a successor is duly elected.
- c) **Duties** - In the event of the absence or disability of the President, the Vice- President shall have all the duties and powers of the President during such absence or disability.

The Vice-President should attend all meeting of the Board of Directors and/or the membership in general. The Vice-President shall be entitled to vote on all matters voted on by the Board of Directors. The Vice-President shall also be authorized to countersign checks in the absence or unavailability of the President. The Vice President shall be the Chair of the Public Awareness Committee.

Section 4: Secretary.

- a) **Appointment** - The Secretary shall be elected from within the Board of Directors, by the Board of Directors, to fill the Office of Secretary.
- b) **Term of Office** - The Secretary shall be elected for a term of two years or until a successor is duly elected.
- a) **c) Duties** The Secretary should attend and keep all minutes of meetings of the Board of Directors and/or the membership in general. The Secretary shall be the keeper of the Corporation Seal. The Secretary shall fix said seal, and attest thereto, on all agreements or contracts entered into by the Corporation. The Secretary may, with the approval of the Board of Directors, employ and/or appoint a person to take the minutes of the meetings and to prepare said minutes for distribution to the members. The Secretary shall be entitled to vote on all matters voted on by the Board of Directors.

Section 5: Treasurer.

- a) **Appointment** - The Treasurer shall be elected from within the Board of Directors, by the Board of Directors to fill the Office of Treasurer.
- b) **Term of Office** - The Treasurer shall be elected for a term of two years or until his successor is duly elected.
- c) **Duties** - The Treasurer shall be custodian of all Corporation funds and shall deposit them in a bank as designated by the Board of Directors. The President, Vice-President, and Treasurer shall sign no check or make payment on the Corporation's behalf except pursuant to appropriation and resolutions therefore made by the Board of Directors. The Treasurer shall keep a true and detailed account of all moneys received or expended. The Treasurer shall make such reports and at such times as the Board of Directors may require. The Treasurer should attend all meetings of the Board of Directors and/or the membership in general. The Treasurer shall be entitled to vote on matters voted on by the Board of Directors.
- d) **Bonds** - The Board of Directors shall require the Treasurer to be bonded in such amounts and in such forms and with such surety as the Board shall determine or approve, said bonding to be paid for by the Corporation.

Section 6: Removal of an Officer. The Board of Directors by a majority vote may remove any officer for failure to perform the officers' duties as outlined in Article 4. Any officers so removed shall retain their seat on the Board of Directors.

Section 7: Filling Vacancies. In the event of any vacancy created by death, resignation or otherwise in any office of the Corporation, the Board of Directors shall elect one of its Directors to fill such vacancy for the remainder of the whole term.

ARTICLE FIVE - REPORTS BY MEMBERS

Section 1: Yearly. All Members shall on or before the thirty-first day of January in each year, submit a report in writing to the notification center containing the following information.

- a) Member's emergency telephone number.
- b) Member's email address.
- c) A list of scheduled holidays observed by the Member.
- d) Name, telephone number, and operating hours of Member's center for receiving requests for the location of underground facilities.
- e) An updated listing of map grid numbers or verification of the IMAP polygons in which the Member's underground facilities are located.

Section 2: Monthly. On a monthly basis, all Members shall file a report, in writing, with the Board of Directors reporting all damages that they received to their underground facilities during the preceding month.

Section 3: Other. The Board of Directors may request other reports from its members as necessary.

ARTICLE SIX - ONE CALL CENTER

Section 1: Location. The Board of Directors shall determine the location of the notification center.

Section 2: Hours of Operation. The Board of Directors shall determine and/or approve the hours of operation of the notification center, the holidays to be observed by the notification center and the method and manner in which "after-hours" calls are taken.

ARTICLE SEVEN - AMENDMENTS TO THE BY-LAWS

The Board of Directors may modify, alter, delete from or add to the By-Laws at any time. All such amendments shall require a two-thirds (2/3)-majority vote by the Board of Directors for approval.

ARTICLE EIGHT - CONDUCT OF MEETINGS

- a) All meetings of the Board of Directors and/or the membership in general shall be conducted in accordance with Robert's Rules of Order.
- b) A quorum of the Board competent to transact business shall consist of the smallest number of Directors necessary to constitute a majority of the full Board.

ARTICLE NINE - DISBURSEMENT OF FUNDS

- a) Should this Corporation dissolve or cease to function any assets will be transferred to any other charitable institution or any organization that qualifies for tax exempt status under section 501C of the Internal Revenue Code.

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