

BYLAWS OF THE MISSOURI COMMON GROUND ALLIANCE

Article I: Name

The name of the organization established for such purposes as defined herein shall be known as the "Missouri Common Ground Alliance".

Article II: Mission

The mission of the Missouri Common Ground Alliance is to promote public safety and prevent damage to underground infrastructure by:

- (a) Fostering a sense of shared responsibility for the protection of underground facilities;
- (b) Supporting research;
- (c) Developing and conducting public awareness and education programs;
- (d) Identifying and disseminating best practices for stakeholders; and
- (e) Encouraging damage data collection, analysis, and dissemination.

Article III: Membership

Membership in the Missouri Common Ground Alliance is open to any individual or organization who has an interest in and who supports the promotion of facility damage prevention, infrastructure protection, and the stated mission of the organization. Membership is confirmed by the process established by the Board of Directors and is subject to the timely payment of membership dues as may be required. Membership may consist of the following stakeholder categories with additional categories added by a majority vote of the collective membership present at any official meeting where a quorum has been established.

- (a) Communications Utility
- (b) Electric Utility
- (c) Gas Utility
- (d) Water Utility
- (e) Sewer Utility
- (f) Engineering/Survey
- (g) Contract Excavator (or related association representative)
- (h) Contract Locator (or related association representative)
- (i) Political Subdivisions (e.g. Municipal Utilities, Public Water District, Public Sewer District)
- (j) Governmental Entities (e.g. MO PSC, MO AGO, PHMSA)

- (k) One Call System
- (l) Insurance/Claims
- (m) Transportation (e.g. MODOT, City/County Traffic Agency)
- (n) Pipeline Operators
- (o) Agriculture
- (p) Other Interested Stakeholders

Article IV: Meetings

An annual member meeting will be held during the first meeting of the calendar year. The annual meeting agenda will consist of, but not be limited to: the election of directors, the President's annual report, and the Treasurer's annual report.

Special member meetings may be called by the President, Secretary, or by a majority vote of the executive officers. Member meetings shall be promoted through appropriate mechanisms in a method consistent with directives from the collective membership.

Meetings will be governed by "Robert's Rules of Order" in all cases to which they are applicable and in which they are consistent with these bylaws. The rules may be suspended without objection from unanimous consent of the membership present at any official business meeting of the organization.

Article V: Quorum

Quorum of the Missouri Common Ground Alliance is such a number as must be present in order that business can be legally transacted.

Quorum must be met for any official actions conducted at business meetings, including the annual meeting, and shall be no less than two of the executive officers in addition to enough additional board members to constitute a simple majority.

Article VI: Voting Eligibility

Each member is entitled to one vote. Voting may be conducted in person, by proxy, by mailing, or other means determined by the Board of Directors.

Election of a director is authorized by a majority of the votes cast at a meeting of members where there is a quorum and the members are deemed eligible to vote.

Any member that is a legal entity shall designate the person authorized to vote on the entity's behalf where appropriate. Failure to designate an authorized person could result in any person who asserts that they have the authority to vote on behalf of the entity being deemed to have such authority. Furthermore, a vote by a person so deemed to have such authority shall be absolute and binding on that member.

Article VII: Board of Directors

The business affairs and activities of the Missouri Common Ground Alliance shall be managed by the Board of Directors. The Board will consist of not less than 10 Directors composed of a single representative from the stakeholder categories listed in Article III.

Directors will serve a two-year term and may serve multiple, consecutive terms. Directors cannot serve in tandem with another representative from the same organization. A Director may be removed with or without cause by a two-thirds majority of the members of the Board, or by action of the entire Board at a meeting called expressly for that purpose.

Directors may resign at any time by giving written notice or electronic notice to the Board, the President, or the Secretary.

Meetings of the Board will be held at a time and location determined by the Board. Unless otherwise required by law, a quorum of Directors, for purposes of conducting business, consists of a majority of the Directors present that are entitled to vote.

Directors may participate (and be considered present) in a meeting by any means of communication. Directors may vote through participation in a meeting or through written or electronic means.

Directors will not receive compensation, except for reimbursement of expenses incurred in the performance of their duties. Reimbursement of expenses will be in reasonable amounts as approved by action of the Board. No loans or guaranties of indebtedness will be made by any of the Directors or Officers.

Directors may be removed by the Board whenever it is judged by a consensus of the remaining Board that the best interests of the membership will be served and when adequate notice is given for a meeting called specifically for the purpose of removal.

Unless prohibited by law, the Missouri Common Ground Alliance will indemnify any Director or Officer, past or present, against expenses and liabilities in connection with claims, actions, suits, or proceedings. Indemnification will not apply where the affected person is found to be guilty of criminal offense or liable out of his/her own gross negligence or intentional or willful misconduct.

Article VIII: Committees

The Board of Directors may appoint one or more committees of two or more Directors or members to act on behalf of the Board. By action of the Board, other committees not having and exercising the authority of the Board may be appointed. Such committees shall have a chairperson and may be comprised of persons who are a member in good standing with the Missouri Common Ground Alliance.

The Board shall also elect an Executive Committee of the Board, consisting of the Executive Director, President, Vice President, Secretary, Treasurer, and one at-large Director. The President will also serve as an ex-officio member of all committees.

Article IX: Officers, Agents, and Employees

The Board of Directors will elect a President, a Vice President, a Secretary, and a Treasurer. Unless otherwise provided by action of the Board, officers will be elected at the annual meeting of the Board. Officers may be removed by the Board whenever it is judged by a consensus of the remaining Board that the best interests of the membership will be served and when adequate notice is given for a meeting called specifically for the purpose of removal.

The President will be active in the management of the business of the Missouri Common Ground Alliance. The President will ensure that all actions of the Board are carried out, and otherwise carry out the business of the organization. The President may also be designated as the Chief Executive Officer. The President will preside over all general and special meetings of the organization. He/she shall appoint committees for activities and designate committee chairpersons. The President shall have the authority to supervise and conduct the business affairs between meetings and to establish the time and agenda of said meetings. The President shall have the authority to assign members to serve in place of any absent officers at business meetings, subject to a two-thirds majority vote for confirmation by the remaining members of the Board. The President will also serve as the CGA representative/liaison to the Common Ground Alliance.

The Vice President shall assist the President in the management of the organization and will preside at all meetings in the absence of the President. The Vice President will perform such duties as may be prescribed by the President, as well as performing duties due to disability or incapacity.

The Secretary shall be responsible for the maintenance of records of meetings of the organization and its committees, for preparing and issuing notices of all meetings of the Board of Directors and members, for the preparation of any written reports concerning the general activities of the organization as required by law, and for other duties usually pertaining to the office of the Secretary or designated by the Board.

The Treasurer will oversee the financial affairs and records of the organization. This will be done either directly or through the use of employees, agents, accountants, advisors, or volunteers. The Treasurer may be designated Chief Financial Officer. He/she will account for any monetary or in-kind contributions or expenditures made by or on behalf of the organization and report such contributions or expenditures to the membership at each meeting. The Treasurer shall maintain records of any transactions and the financial account(s), if one so exists. The Treasurer shall also produce written financial records to a requesting entity or individual upon request in a timely manner and file any legally required financial information in compliance with state and federal laws. In the event a Treasurer is not elected, the President will serve in that capacity until a Treasurer is elected and qualified. The Treasurer will also perform other duties requested by the Board or the President.

The Board of Directors may appoint agents and employees who will have the authority and duties prescribed by the Board. These employees and agents may be removed by the Board at any time without cause, without prejudice to any contractual rights.

Article X: Finance

The financial affairs of the organization shall be managed by the Board of Directors consistent with the duties defined in Article VIII.

The fiscal year of the organization shall run from January 1st to December 31st.

All expenditures exceeding \$5,000 shall require the signature of two officers from the Executive Committee. For expenditures less than \$5,000, the Executive Director, President or Treasurer shall have authority to disburse funds as appropriate.

Article XI: Bylaws

The bylaws of the Missouri Common Ground Alliance may be amended, repealed, or replaced by action of two-thirds majority of the Board of Directors. Such amendments shall be presented in writing to the Secretary of the Board at least two business days prior to such meeting called for that purpose.

Article XII: Dissolution

In the event of dissolution, any asset remaining after such dissolution and the satisfaction of all debts and liabilities shall be transferred to the Common Ground Alliance or other organization with similar purposes which is established as a non-profit under Internal Revenue Service code. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.