



BYLAWS

OF

**INDIANA UNDERGROUND PLANT PROTECTION
SERVICE, INC.**

EFFECTIVE DATE: JANUARY 1, 2004



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OF

INDIANA UNDERGROUND PLANT PROTECTION SERVICE, INC.

Article I – Purpose of the Organization

- 1.1 *The name of this Association shall be the INDIANA UNDERGROUND PLANT PROTECTION SERVICE, INC. hereinafter referred to as the “Association”.*
- 1.2 *This Association has the purposes and powers as set forth in its Articles of Incorporation and these Bylaws, and whatever additional powers may be granted by the Law of the State of Indiana.*
- 1.3 *The primary purposes of this not-for-profit Association are to operate and maintain a statewide toll-free one-call notification system to prevent the damage of underground facilities, to facilitate public safety, and for related purposes thereto.*

Article II – Membership

- 2.1 **Qualifications** – *A member may be a corporation, person, association, governmental entity, partnership, or other entity interested in reducing the risk of injury, damages, and utility service disruptions caused when underground facilities are damaged.*
- 2.2 **Voting Member** – *A Voting Member shall be an owner or operator of underground facilities within the State of Indiana and shall be eligible to receive notification of proposed excavations from the Association.*
- 2.3 **Associate Member** – *An Associate Member may not be an owner or operator of underground facilities within the State of Indiana, and shall not be eligible to receive notifications of proposed excavations from the Association except as an assignee of a Voting Member. An Associate Member does not vote, but may receive publications relevant to the purpose for which the Association was formed.*
- 2.4 *Each prospective member must complete a membership application and be accepted by the Board of Directors.*
- 2.5 *Each Voting Member must designate a representative to speak and vote on the member’s behalf at regular and special membership meetings. It is the responsibility of the member to notify the Association of a change in representation.*
- 2.6 *All members shall be obligated to pay fees as approved by the Board of Directors and these fees shall be considered as due and payable per terms indicated on the invoice.*
- 2.7 *The primary benefit of membership, (i.e., the receipt of locate request tickets from the Association), may be suspended or terminated by action of the Board of Directors for non-payment of invoiced fees.*



- 2.8 *On all issues brought before the membership, including the election of Directors and excluding only the calling of a special meeting pursuant to Article 2.12, each Voting Member shall have a number of votes equal to the total number of locate request tickets billed to them in the prior calendar year. All members shall be furnished with information relative to their total number of votes at least fourteen (14) days in advance of the annual membership meeting.*
- 2.9 *There shall be one (1) annual membership meeting at a time and place designated by the Board of Directors. The meeting shall be held within ninety (90) days after the end of the fiscal year adopted by the Association. Every member shall be furnished at least fourteen (14) days' advance notice of any such membership meeting.*
- 2.10 **Quorum** – *The Members present at any membership meeting shall constitute a quorum.*
- 2.11 *At regular membership meetings a majority vote shall decide all business, except as specified elsewhere in these bylaws.*
- 2.12 *In addition to annual membership meeting, special membership meetings may be called, from time to time, as determined to be necessary by any of the following:*
- *A majority vote of the members of the Board of Directors.*
 - *Forty percent (40%) of the Voting Membership.*

Notice of the time and place of any such meeting shall be given to each member by personal delivery, regular U.S. mail, telephone (including facsimile), or appropriately-addressed electronic mail (E-mail) a minimum of fourteen (14) days prior to any such meeting.

Article III – The Board of Directors

- 3.1 **Powers & Duties** – *The activities, property, affairs and business of the Association shall be managed by the Board of Directors. The Board shall actively pursue the purposes of the Association and shall have discretion in the disbursement of its funds. The Board may adopt such additional rules, regulations, and operating procedures for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint, elect or employ such agents or employees as it may consider necessary. IUPPS shall provide the services described in IC 8-1-26-17a by:*
- (1) Recording for the Association members the information required by IC 8-1-26-15.5;*
 - (2) Providing for mutual receipt of notice of excavation or demolition operations under IC 8-1-26-16; and IUPPS shall:*
 - (1) annually update the Association's grid map data, including street addresses; and*
 - (2) make reasonable efforts to reduce incorrect locate requests issued to the Association's members.*



- 3.2 **Industry Group Directors** – The following industry groups are established for the purpose of assuring widespread industry representation on the Board of Directors:
- Electric Power
 - Natural Gas/Pipeline Transmission
 - Telecommunication/Cable Television
 - Water/Sewer
 - Municipalities
- 3.3 **Number, Designation & Eligibility** – The Board of Directors will consist of not less than twelve (12,) nor more than twenty-five (25) Directors, as determined by the Voting Members from time to time. Each Director will be elected for a term of three (3) years. The term of office for all Directors will begin April 1 following their election. The Board of Directors shall be comprised of the following:
- (A) Up to five (5) members representing the Electric Power industry group, other than municipal electric utilities, including corporations organized or operating under IC 8-1-13, or corporations organized under IC 23-17, some of whose members are local district corporations (as described in IC 8-1-13-23),
- (B) Up to five (5) members representing the Natural Gas/Transmission Pipeline industry group, other than municipal natural gas distribution utilities,
- (C) Up to five (5) members representing the Telecommunications/Cable Television industry group, at least one (1) of which is a provider of cable television service,
- (D) Up to five (5) members representing water or sewer utilities, other than municipal water or sewer utilities, and
- (E) Up to five (5) members representing political subdivisions, including municipal utilities, one (1) of which must be the political subdivision that owns the largest waterworks utility in Indiana.
- All Directors shall be elected/appointed from the voting membership.
- 3.4 Election of Directors shall be conducted at the regular, annual membership meeting. Ballots for such elections will be mailed to all Voting Member companies along with the notice of the time and place of the regular annual membership meeting at least fourteen (14) days in advance of the meeting. For those member companies who cannot attend, a proxy vote may be made by sending the ballot to the Secretary at least one (1) week in advance of the meeting date.
- 3.5 **Vacancies on the Board** of Directors shall be filled by appointment of a candidate selected by the Board Development Committee. The newly appointed Director shall serve for the un-expired term of his/her predecessor in office.
- 3.6 **Removal of Directors** – Any Director may be removed from the Board by a two-thirds (2/3) vote of the Directors present at any Board meeting or special meeting. A Director may be removed at the Boards discretion if he/she fails to faithfully and diligently perform the duties of his/her position on a regular basis, or if he/she engages in any conduct reflecting adversely upon the Association or engages in any activity that is contrary to the articles of incorporation or these Bylaws.



- 3.7 **Conflict of Interest** - Directors of the Board have a duty to subordinate personal interests to the welfare of the Association. Conflicting interests include, but are not limited to financial, personal relationships, status or power. All Directors must sign a "Conflict of Interests" statement.
- 3.8 Each Director shall have one (1) vote at all Board meetings.
- 3.9 **Quorum** – A majority of the Board shall constitute a quorum at all Board Meetings. A majority vote of the Board Members present at all Board Meetings shall decide all business, (quorum of the Board must be present), except as specified elsewhere in these Bylaws.
- 3.10 The Officers of the Association shall be elected by the Board of Directors and shall include a Chairperson, a Vice-Chairperson, a Secretary, and a Treasurer. An individual shall be an active Director in good standing in order to be eligible for election as an Officer. All Officers of the Association shall be elected for a term of one (1) year. Additionally, the Board of Directors may employ the services of an Executive Director.
- a. **Executive Director** - The Executive Director shall be selected and compensated by the Board of Directors and shall report to the Board of Directors on a regular basis and to the membership annually. The Executive Director shall also automatically serve, by virtue of his/her position, as Assistant Secretary/Assistant Treasurer during his/her tenure.
- b. **Chairperson** - The Chairperson shall preside at all membership and Board meetings. He/she shall perform such duties as may be set forth in the Articles of Incorporation, these Bylaws, the operating policies of the Association, or as otherwise directed by the Board of Directors.
- c. **Vice-Chairperson** – The Vice-Chairperson shall perform all duties and exercise all powers of the Chairperson when the Chairperson is temporarily absent or is otherwise unable to act. The Vice-Chairperson shall perform any other duties that may be required by these Bylaws or as directed by the Board of Directors. The Vice-Chairperson shall automatically succeed to the office of Chairperson in the event of a permanent vacancy in that office.
- d. **Secretary** – The Secretary shall keep minutes of all meetings of the membership and of the Board of Directors and shall serve as custodian of the corporate records, shall give all notices as are required by law or by these Bylaws, and shall perform all other duties incident to the office of Secretary and any other duties as may be required by these Bylaws, or as directed by the Board of Directors.



- e. **Treasurer** – *The Treasurer shall oversee, but not manage the financial records of the Association, shall ensure that the Board receives regular and accurate reports of the financial condition of the Association and shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned him/her by the Chairperson or by the Board of Directors.*

The Treasurer may delegate all or a portion of these duties to the Executive Director. However, the Treasurer shall remain responsible for full compliance with his/her duties as set forth herein.

- f. **Assistant Secretary / Assistant Treasurer** – *The Executive Director of the Association shall also automatically serve in the capacity of Assistant Secretary / Assistant Treasurer. As such, he/she shall be duly authorized to sign on behalf of the Association, within the limitations specified in the operating procedures, whatever documentation may be required for the prompt and efficient management of business affairs. Additionally, he/she shall be authorized to sign corporate checks for budgeted or non-budgeted items in such amounts as may be permitted by Board approved operating procedures /policies.*

- 3.11 **Term of Office** - *Terms of all officers will be for one year. Officers may be re-elected for additional terms at the discretion of the Board.*
- 3.12 **Officer Authority**- *Officers of the Board are elected to be servant-leaders of the Board of Directors. All authority of the officers is delegated to them by the Board of Directors, and no officer shall have the authority to speak or act on behalf of the Board, or Association, other than that authority which may be specifically granted in these Bylaws, in established Board policy, or by majority vote of the Board of Directors.*
- 3.13 **Vacancies** – *Should a vacancy in any elected office occur due to resignation, death, ineligibility to hold office, or formal removal of an officer by the Board, such vacancy shall be filled by election or appointment, at the earliest practical time. Should such vacancy occur in the office of Chairperson, the Vice-Chairperson will automatically assume the office and duties as soon as the Board declares the position to be vacant. The Vice-Chairperson will hold the office of Chairperson until the Board elects a new Chairperson.*
- 3.14 **Removal of Officers** – *Any Officer may be removed from the Board by a two-thirds (2/3) majority vote of the Directors present at any Board meeting or special meeting. A Director may be removed at the Boards discretion if he/she fails to faithfully and diligently perform the duties of his/her position on a regular basis, or if he/she engages in any conduct reflecting adversely upon the Association or engages in any activity that is contrary to the articles of incorporation or these bylaws.*



Article IV Meetings

4.1 *The Board of Directors shall determine the time, place, and appropriate intervals of Board meetings. A special Board meeting may be called as determined to be necessary by any of the following:*

- *The Executive Director of the Association.*
- *Any Officer of the Board of Directors.*
- *A majority vote of the members of the Board of Directors.*

Notice of the time and place of any such special Board meeting shall be given to each Director by personal delivery, regular U.S. mail, telephone (including facsimile), or appropriately-addressed electronic mail (E-mail) a minimum of seven (7) days prior to any such meeting.

Article V Finance

5.1 *Fee schedules shall be subject to change as approved by the Board of Directors. Any increase or decrease or any other adjustment to the membership dues, rates, tariffs, locate fees or any other charges imposed by IUPPS require the affirmative vote of at least 60% of each category of Board Members as specified in article 3.3*

5.2 *The fiscal year of this Association shall be the calendar year ending December 31 of each year.*

5.3 *The books of the Association shall be kept on a fiscal year basis and shall be closed as of December 31 of each year. An independent, certified public accounting firm, which is selected by the appropriate committee, shall audit the books annually. The audit shall be approved by a two-thirds (2/3) majority vote of the Board of Directors.*

5.4 *The principal place of business of this Association is located at 1040 Sierra Drive, Suite 1200, Greenwood, Indiana, 46143.*

5.5 *The Treasurer, Executive Director, and any person authorized by the Board to sign checks on behalf of the Association shall be bonded in an amount to be determined by the Officers of the Association.*

Article VI Parliamentary Authority

6.1 *The Board shall follow the Roberts Rules of Order procedure during Board meetings.*



Article VII Policies

- 7.1 *The Board, functioning as the IUPPS governing body, is entrusted with the authority to establish policy for the governance of IUPPS. Board policy establishes the parameters and guidelines for Board Members, Committees, Management and Staff.*
- 7.2 *All policy decisions will be made by majority vote of the Board and only at Board meetings. Before adopting any policy, Directors will receive a copy of the proposed policy in advance of the meeting at which the vote is to be taken.*
- 7.3 *Committees of the Board, individual Board members or the Executive Director may recommend policies to the Board. All proposed policies will be researched to ensure that they are legal, and do not contradict already established policy or Bylaws of IUPPS. If approved by the Board, policies will be written, coded, dated at time of approval and included in all copies of the Board Policy Manual.*
- 7.4 *The Executive Director will be accountable to the Board for carrying out policies, ensuring that all policies are effectively explained to the employees and making every reasonable effort to see that they are understood, accepted and complied with.*

Article VIII Amendments to Bylaws

- 8.1 *These Bylaws may be amended by a two-thirds (2/3) vote of the Board of Directors.*

Article IX Dissolution

- 9.1 *Upon dissolution of this Association and after payment of all indebtedness of the Association, any remaining funds, investments and other assets of the Association shall be distributed to its current members in good standing in accordance with their relative percentage of dues paid during the preceding calendar year.*

Article X Certificate of Adoption

- 10.1 *The undersigned, being the duly elected Secretary of the Board of Directors of the Association, hereby certifies that the foregoing Bylaws were properly approved and adopted by a two-thirds (2/3) majority vote of the Board of Directors present at the regular Board meeting held in Greenwood, Indiana on the 10th day of December, 2003 and they shall become effective and in full force on January 1, 2004. These Bylaws shall supersede any and all preceding rules, Bylaws, and any amendments thereto of the Association.*

Dated: _____

Christopher H. Braun
Secretary