

**AMENDED AND RESTATED BYLAWS
OF
NORTH CAROLINA 811, INC.**

ARTICLE I: PURPOSES

The corporation is a not-for-profit corporation. Its purposes shall include: (a) operation of a “Notification Center” as such term is described in the Underground Utility Safety and Damage Prevention Act of Chapter 87 of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina (the “Act”); (b) operation of damage prevention training for members; and (c) any other lawful activity related to operation of such a Notification Center.

ARTICLE II: OFFICES

Section 2.1 Principal Office. The principal office of the corporation shall be located at such place as the Board of Directors may fix from time to time.

Section 2.2 Registered Agent/Registered Office. The registered agent of the corporation in the State of North Carolina required to be designated by law and the registered office of the corporation required by law to be maintained in the State of North Carolina shall be as determined from time to time by the:

- a. Board of Directors; or
- b. subject to the authority of the Board of Directors, the President; or
- c. subject to the authority of the Board of Directors and the President, the Executive Director,

and such registered office may be, but need not be, identical with the principal office.

Section 2.3 Other Offices. The corporation may have offices at such other places, either within or without the State of North Carolina, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE III: MEMBERSHIP

Section 3.1 Qualifications for Membership. The following persons and entities shall be eligible to be members of the corporation:

- a. any person or entity that owns or operates a “facility” as defined in N.C. Gen .Stat. §87-117(12) or the corresponding provision of any future law adopted in the State of North Carolina (such facility is hereafter referred to as a “Facility”) (such person or entity is hereafter referred to as an “Operator”);
- b. any person or entity that locates and marks Facility lines for one (1) or more owners of Facilities in the State of North Carolina (a “Contract Locator”); and

- c. any person or entity, other than a Contract Locator, that provides goods and/or services to one (1) or more owners or operators of Facilities and/or to Contract Locators, and any other person or entity, that has an interest in the prevention of damage to Facilities and the promotion of safe excavation practices (an “Associate”).

Section 3.2 Categories of Members. Members shall be divided into three (3) categories, as follows:

- a. Member Operators;
- b. Contract Locator Members; and
- c. Associate Members.

Section 3.3 Application and Admission of Members. Any person or entity that desires to become a member of the corporation shall submit a written application to the corporation in such form as the corporation specifies. The Membership and Nominations Committee of the Board of Directors shall determine whether the applicant meets the qualifications for membership and report its determination and any recommendation regarding admission of the applicant as a member of the corporation to the Board of Directors, or, if there is no such Membership and Nominations Committee or if such Committee fails to act, then the Board of Directors shall make such determination itself. The decision whether to admit an applicant as a member of the corporation shall be made by lawful action of the Board of Directors.

Section 3.4 Voting Rights of Members. Each Member Operator shall be entitled to one (1) vote on each matter upon which members of the corporation have voting rights. Contract Locator Members and Associate Members shall not have voting rights as members of the corporation except as otherwise required by a provision of applicable law that cannot be modified or waived by a duly adopted Bylaw.

Section 3.5 Withdrawal and Termination of Membership. Under the Act, certain Member Operators are required to be members of the corporation and to remain members of the corporation, so long as they meet the criteria described in the Act. Other members of the corporation may, if permitted by the Act, withdraw from membership at any time by giving written notice to the corporation and paying, in full, all sums owed to the corporation. The membership of any member of the corporation may be terminated at any time, with or without cause, by lawful action of the Board of Directors.

Section 3.6 Membership Fees. Each Member Operator shall pay fees to the corporation in an amount which is determined from time to time by the Board of Directors in conformity with N.C. Gen .Stat. §87-120(b) or the corresponding provision of any future law adopted in the State of North Carolina . Contract Locator Members and Associate Members shall pay an annual membership fee in the amount and at the time determined from time to time by lawful action of the Board of Directors.

ARTICLE IV: MEETINGS OF MEMBERS

Section 4.1 Place of Meetings. All meetings of the members of the corporation shall be held at the principal office of the corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by not less than ten percent (10%) of the members entitled to vote at the meeting.

Section 4.2 Annual Meeting. The annual meeting of members of the corporation shall be held in the month of January of each year on any day (except Saturday, Sunday or a legal holiday in the State of North Carolina) in such month determined by the Board of Directors, or, subject to the authority of the Board of Directors, the President, or subject to the authority of the Board of Directors and the President, the Secretary, for the purpose of electing Directors of the corporation and for the transaction of such other business as may be properly brought before the meeting. The date so selected shall be designated in any required notice of the meeting.

Section 4.3 Substitute Annual Meeting. If the annual meeting shall not be held on the date designated by these Bylaws, then a substitute annual meeting of members of the corporation may be called in accordance with the provisions of Section 4.5 of this ARTICLE IV: of these Bylaws. A meeting so called shall be designated and treated for all purposes as the annual meeting.

Section 4.4 Regular Meetings. The Board of Directors may determine a time or times for the holding of regular meetings of members of the corporation.

Section 4.5 Special Meetings. Special meetings of members of the corporation may be called at any time by the President, the Secretary, the Board of Directors or not less than ten percent (10%) of the members entitled to vote at the meeting and shall be called by the Secretary, pursuant to a written request of not less than ten percent (10%) of the members entitled to vote at the meeting that is delivered to the corporation, and held within thirty (30) days after such delivery occurs.

Section 4.6 Notice of Meetings. Written notice stating the date, time and place of each annual, substitute annual, regular or special meeting of members of the corporation shall be given to each member not less than ten (10) nor more than sixty (60) days before the date of the meeting, either by personal delivery, by telegraph, teletype, facsimile transmission, e-mail or other form of electronic communication or by mail or private carrier, by or at the direction of the Board of Directors, the President, the Secretary or other person calling the meeting. If mailed, such notice shall be deemed to have been given when deposited in the United States mail, correctly addressed to the member at the member's address as it appears on the current record of members of the corporation, first class postage prepaid.

In the case of a special meeting, the notice of meeting shall include a description of the purpose or purposes for which the meeting is called but, in the case of an annual, substitute annual or regular meeting, the notice of meeting need not include a description of

the purpose or purposes for which the meeting is called unless such a description is required by a provision of applicable law that cannot be modified or waived by a duly adopted Bylaw.

When a meeting of members of the corporation is adjourned to a different date, time or place, notice of the new date, time and place of the meeting need not be given if the new date, time and place are announced at the original meeting before adjournment occurs and if a new record date is not, and is not required to be, fixed for the adjourned meeting. If the new date, time and place are not announced at the original meeting before adjournment or if a new record date is, or is required to be, fixed for the adjourned meeting, then written notice of the adjourned meeting must be given as provided in this Section 4.6 of this ARTICLE IV: of these Bylaws to each member.

Section 4.7 Non-Voting Members. Contract Locator Members and Associate Members are entitled to, and shall, receive any notice of an annual, substitute annual, regular or special meeting of members of the corporation that is given to members and they are entitled to, and may, attend any such meeting without regard to whether they are entitled to vote at the meeting.

Section 4.8 Record Date. The Board of Directors may fix a date as the record date for determining members entitled to notice of a members' meeting, vote at a members' meeting or any rights in respect of any other lawful action. Unless a different date is fixed by the Board of Directors:

- a. members at the close of business on the business day preceding the day on which notice of a meeting is given are entitled to notice of the meeting;
- b. members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting; and
- c. members at the close of business on the day on which the Board of Directors approves any lawful action or the sixtieth (60th) day prior to the date of such action, whichever is later, are entitled to any rights in respect of such action.

A record date may not be more than seventy (70) days prior to the meeting or action for which a determination of members is required.

The record date for members entitled to notice of or to vote at a members' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it shall do if the meeting is adjourned to a date more than one hundred twenty (120) days after the date fixed for the original meeting.

Section 4.9 Waiver of Notice. Any member may waive any notice of a meeting that is required by applicable law, the Articles of Incorporation or these Bylaws either before or after the meeting. The waiver must be in writing, signed by the waiving member and delivered to the corporation for inclusion in the minutes of the associated meeting or filing with the corporate records. A member's attendance at a meeting in person or by proxy waives objection to:

- a. lack of notice or defective notice of the meeting unless the member or such member's proxy objects at the beginning of the meeting, or, if the member or such member's proxy is not present at the beginning of the meeting, promptly upon arrival at the meeting, to holding the meeting or to transacting business at the meeting; and
- b. consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice unless the member or such member's proxy objects to consideration of the matter before it is voted on.

Section 4.10 Members' List. The corporation shall, before each meeting of its members, prepare a list of the members entitled to notice of the meeting that sets forth, in addition to the names of all such members listed in alphabetical order, the address and category of membership of each listed member and the number of votes, if any, that each listed member is entitled to cast at the meeting. The corporation shall further prepare, on a current basis through the time of the meeting, a list of the members, if any, who are entitled to vote at, but were not entitled to receive notice of, the meeting, which list shall be prepared on the same basis as, and be a part of, the list of members entitled to notice of the meeting. Beginning not more than two (2) business days after notice of the meeting is given and continuing through the meeting, the list of members shall be maintained at the principal office of the corporation, or at a reasonable place in the city where the meeting will take place that is identified in the meeting notice, and available for inspection there at any time during normal business hours by any member, either personally or by or with such person's representatives, upon written demand for such inspection and for the purpose of communicating with other members regarding the meeting. The list of members shall also be available at the meeting and subject to inspection there by any member, personally or by or with such person's representatives, at any time during the meeting or any adjournment thereof upon written demand for such inspection.

Section 4.11 Quorum. Ten percent (10%) of the number of members entitled to vote at a meeting of members of the corporation, regardless of membership category, present in person or by proxy at such meeting shall constitute a quorum for the transaction of business there. Once a member is represented for any purpose at a meeting, the member is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is, or is required to be, set for that adjourned meeting.

In the absence of a quorum at the opening of any meeting of members of the corporation, such meeting may be adjourned from time to time by the vote of a majority of the votes cast on the motion to adjourn and, subject to the provisions of Section 4.6 of this ARTICLE IV: of these Bylaws, any business may be transacted at any adjourned meeting that might have been transacted at the original meeting if a quorum is present at the adjourned meeting.

Unless one-third (1/3) or more of the votes entitled to be cast in the election of Directors are represented in person or by proxy at an annual or regular meeting of members of the

corporation, the only matters that may be voted upon at such meeting are those described in the notice of the meeting.

Section 4.12 Proxies. At any meeting of members of the corporation, a member entitled to vote at such meeting may do so by proxy. A proxy shall be in writing and signed by the member granting the proxy. A proxy is effective when received by the corporation and is valid for the meeting for which it is given and any adjournment(s) of such original meeting. Proxies may confer general voting rights or they may be limited to prescribed action on a particular issue. A proxy given by an entity member must be signed on behalf of the entity by the President, a Vice President, the Secretary or the Treasurer of such entity or by the individual designated in writing by such entity as the person to whom notices of meetings of members of the corporation are to be addressed or delivered.

Section 4.13 Voting. Each member entitled to vote shall have one (1) vote on each matter submitted to a vote at a meeting of members of the corporation. Except as provided in Section 5.3 of ARTICLE V: of these Bylaws, if a quorum exists, action on a matter is approved if the votes cast in favor of the action exceed the votes cast opposing the action unless a greater vote is required by applicable law, the Articles of Incorporation or these Bylaws.

Section 4.14 Informal Action by Members. Any action that is required or permitted to be taken at a meeting of members of the corporation may be taken without a meeting if one (1) or more written consents, describing the action so taken, shall be signed by all of the members who would be entitled to vote on such action at a meeting and shall be delivered to the corporation for inclusion in the minutes of any associated meeting or filing with the corporate records, whether done before or after the action so taken. A member's consent to action taken without a meeting may be in electronic form and/or delivered by electronic means. If not otherwise established, the record date for determining members entitled to take such action without a meeting is the date on which the first member signs a written consent. A written consent signed as provided in this Section 4.14 of this ARTICLE IV: of these Bylaws shall have the effect of a vote at a duly called and held meeting and may be so described in any document.

Section 4.15 Action by Written Ballot. Without regard to the requirements set forth in Section 4.14 of this ARTICLE IV: of these Bylaws, any action that is required or permitted to be taken at a meeting of members of the corporation, including the election of Directors, may be taken without a meeting if the corporation delivers a written ballot to every member entitled to vote on the matter. Such a written ballot shall set forth each proposed action and provide a space thereon for the member to note, by mark, a vote for or against each of them. Approval by written ballot shall be valid only when the number of votes cast by such ballot equals or exceeds the quorum required to be present at a meeting at which the approval of such action was voted on and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at such a meeting at which the same total number of votes was cast. All solicitations for votes by written ballot shall indicate the time by which a ballot must be returned to the corporation in order to be counted. A written ballot may be in electronic form and/or delivered/returned by electronic means. The Board of Directors may adopt policies and impose requirements with

respect to member actions taken by written ballot as set forth in this Section 4.15 of this ARTICLE IV: of these Bylaws that are not inconsistent with applicable law, the Articles of Incorporation or these Bylaws.

ARTICLE V: BOARD OF DIRECTORS

Section 5.1 General Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors. In furtherance and without limitation of the foregoing, the Board of Directors is specifically authorized to adopt written policies with respect to the business of the corporation, not inconsistent with applicable law, the Articles of Incorporation or these Bylaws, which shall govern interactions between the corporation and members of the corporation incident to the corporation's conduct of its business and be binding upon the corporation and such members.

Section 5.2 Number and Qualifications. The total number of Directors constituting the Board of Directors shall be not less than twenty-one (21) and not more than twenty-three (23), as may be determined from time to time by lawful action of the Board of Directors of the corporation. Directors need not be residents of the State of North Carolina. All Directors shall be entitled to vote upon all matters submitted to the Board of Directors for a vote. Subject to the limitation that in no event may two (2) or more employees of a single member of the corporation serve as Directors at the same time, the Board of Directors shall be composed as follows:

- a. One (1) Director shall be appointed by each of the five (5) Member Operators of the corporation, other than Member Operators that are a city, town or village incorporated under the laws of the State of North Carolina ("Municipalities"), to which (or to whose Contract Locator) the corporation sent the largest number of transmissions concerning excavation ("Transmissions") during the twelve (12) months ending on June 30 of the calendar year ("Fiscal Year") preceding the year in which the term of office of such Director begins. This will be a total of five (5) appointed Directors. Each such Director shall be an employee of the Member Operator of the corporation that appoints such Director, shall serve a term as provided in Section 5.4 of this ARTICLE V: of these Bylaws, and may be reappointed for any number of successive terms so long as the appointing Member Operator of the corporation remains one of the five (5) Member Operators, other than a Municipality, to which (or to whose Contract Locator) the corporation sent the largest number of Transmissions during the Fiscal Year preceding appointment and so long as the Director remains an employee of such appointing Member Operator.
- b. One (1) Director shall be appointed by the Member Operator that is a Municipality to which (or to whose Contract Locator) the corporation sent the largest number of Transmissions during the Fiscal Year preceding the year in which the term of office of such Director begins. Such Director shall be an employee of the Member Operator of the corporation that appoints such

Director, shall serve a term as provided in Section 5.4 of this ARTICLE V: of these Bylaws, and may be appointed to any number of successive terms so long as the appointing Member Operator of the corporation remains the Municipality to which (or to whose Contract Locator) the corporation sent the largest number of Transmissions during the Fiscal Year preceding appointment and so long as the Director remains an employee of such appointing Member Operator.

Any of the Directors appointed as provided in either of Section 5.2a or Section 5.2b of this ARTICLE V: of these Bylaws is sometimes hereafter referred to as a “Designated Seat Director” and any two (2) or more of them are sometimes hereafter referred to as “Designated Seat Directors”.

- c. Thirteen (13) Directors shall be elected by the members of the corporation, subject to the following (“Membership Categories”):
 - (i) one (1) of such Directors shall be an employee of a member of the corporation that is engaged in the telecommunications business;
 - (ii) one (1) of such Directors shall be an employee of a member of the corporation that is engaged in the business of distributing and selling natural gas;
 - (iii) one (1) of such Directors shall be an employee of a member of the corporation that is an investor-owned electric power company;
 - (iv) one (1) of such Directors shall be an employee of a member of the corporation that is a Municipality which sells natural gas or electric power to its residents;
 - (v) one (1) of such Directors shall be an employee of a member of the corporation that is a telephone membership corporation organized under Chapter 117 of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina;
 - (vi) one (1) of such Directors shall be an employee of a member of the corporation that is an electric membership corporation organized under Chapter 117 of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina;
 - (vii) one (1) of such Directors shall be an employee of a member of the corporation engaged in the business of transmission of natural gas or liquid petroleum by underground pipelines;
 - (viii) one (1) of such Directors shall be an employee of a member of the corporation engaged in the business of providing design and engineering services to the utility industry;

- (ix) one (1) of such Directors shall be an employee of a member of the corporation engaged in the business of constructing roads and highways and shall be a current Licensed Qualifier holding a Highway License Classification in the State of North Carolina under Chapter 87 of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina;
 - (x) one (1) of such Directors shall be an employee of a member of the corporation that is an excavation contractor and shall be a current Licensed Qualifier holding a Public Utilities License Classification in the State of North Carolina under Chapter 87 of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina;
 - (xi) one (1) of such Directors shall be an employee of a member of the corporation that is either a plumbing contractor licensed under Article 2 of Chapter 87 of the North Carolina General Statutes, or the corresponding provision of any future law adopted in the State of North Carolina, or an irrigation contractor licensed under Chapter 89G of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina;
 - (xii) one (1) of such Directors shall be an employee of a member of the corporation that is a water and/or sewer authority organized under Article 1 of Chapter 162A of the North Carolina General Statutes or the corresponding provision of any future law adopted in the State of North Carolina; and
 - (xiii) one (1) of such Directors shall be an employee of a member of the corporation that is a Contract Locator which performs work for a member utility.
- d. If it is determined, as provided above in this Section 5.2 of this ARTICLE V: of these Bylaws, that there shall be either twenty-two (22) or twenty-three (23) Directors, then such twenty-second (22nd) Director or each of such twenty-second (22nd) and twenty-third (23rd) Directors, as may be applicable, shall be elected by the members of the corporation as an “at large” Director subject to the following Membership Category requirement: each such Director shall be an employee of a member of the corporation.

Any of the Directors elected as provided in either of Section 5.2c or Section 5.2d of this ARTICLE V: of these Bylaws is sometimes hereafter referred to as an “Elected Director” and any two (2) or more of them are sometimes hereafter referred to as “Elected Directors”.

The Membership and Nominations Committee of the Board of Directors, or, if there is no such Membership and Nominations Committee of if such Committee fails to act, then the Board of Directors, shall solicit all members of the corporation to recommend persons to

serve as the Elected Director(s) for each of the Membership Categories. The Membership and Nominations Committee shall consider the responses received and then recommend, to the Board of Directors, persons to be presented by it to the members of the corporation for election to the Elected Director positions.

- e. One (1) Director who is an employee of the North Carolina Department of Transportation shall be appointed by the Highway Administrator.
- f. One (1) Director who is a representative of the North Carolina League of Municipalities shall be appointed by its Executive Director.

Either of the Directors appointed as provided in either of Section 5.2e or Section 5.2f of this ARTICLE V: of these Bylaws is sometimes hereafter referred to as an "Appointed Director" and both of them are sometimes hereafter referred to as "Appointed Directors".

Section 5.3 Election and Appointment. All Directors shall, except as provided in Section 5.8 of this ARTICLE V: of these Bylaws, be elected or appointed, as the case may be, at the annual meeting of members of the corporation. Members do not have the right to cumulate their votes for the seats held by Elected Directors. The person(s) who receive(s) the highest number of votes for a seat as an Elected Director that are cast by the members entitled to vote in the election shall be deemed to have been elected.

Section 5.4 Term of Office. Each Designated Seat Director shall serve until the first annual meeting of the members of the corporation following the Director's appointment (provided that the term of such Director shall continue thereafter until a successor is duly appointed and qualified or until there is a decrease in the number of Directors of the corporation) or until such person's earlier death, resignation, retirement, removal or disqualification. Each Elected Director and Appointed Director shall serve until the third annual meeting of the members of the corporation following the Director's election or appointment, whichever is applicable (provided that the term of such Director shall continue thereafter until a successor is duly elected or appointed, whichever is applicable, and qualified or until there is a decrease in the number of Directors of the corporation) or until such person's earlier death, resignation, retirement, removal or disqualification. The term of office of all Directors shall begin immediately following the annual meeting at which the Director is elected or appointed, whichever is applicable. A Director may serve any number of successive terms as long as such person remains qualified for the particular seat.

Section 5.5 Resignation. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the corporation. A resignation takes effect upon receipt of such written notice of resignation by the Board of Directors, the President or the corporation or at a later date, or upon the occurrence of a later event, if so specified in the notice. Acceptance of such resignation shall not be necessary for it to be effective.

Section 5.6 Removal. Any Director may be removed from office at any time, with or without cause, by lawful action of the Board of Directors. A Director may not be

removed by the Board of Directors at a meeting unless notice of the meeting is given to all Directors and such notice states that a purpose of the meeting is removal of the Director.

Section 5.7 Staggered Terms. It is the intent of the corporation to arrange the election and appointment of Directors other than Designated Seat Directors as follows so that the terms of office of such Directors shall be staggered. The Elected Directors and Appointed Directors shall be divided into three (3) groupings, as nearly equal in number as possible, and Elected Directors and Appointed Directors in one (1) of such groupings shall be elected each year. In the event of any increase or decrease in the number of Elected Directors or Appointed Directors, the additional or eliminated directorships shall be classified or chosen so that all groupings of Elected Directors and Appointed Directors shall remain or become as nearly equal in number as possible.

Section 5.8 Vacancies. Any vacancy on the Board of Directors shall be filled for the unexpired portion of the term by lawful action of the Board of Directors. In filling any such vacancy, the Board of Directors shall appoint a person who meets the qualifications for election or appointment to the vacant seat as set forth in Section 5.2 of this ARTICLE V: of these Bylaws.

Section 5.9 Compensation. No Director shall receive any compensation for such person's service in such capacity, except that the Board of Directors may provide for the reimbursement of actual travel and lodging expenses incurred by a Director in the performance of such person's duties.

Section 5.10 Executive, Operations and Long Range Planning, Financing, and Membership and Nominations Committee, and Other Committees. Unless otherwise provided in the Articles of Incorporation or these Bylaws, the Board of Directors, by resolution adopted by the greater of a majority of the total number of Directors then in office or the number of Directors required by the Articles of Incorporation or these Bylaws to take action, shall designate or provide for the designation of, from among its members, an Executive Committee, an Operations and Long Range Planning Committee, a Financing Committee and a Membership and Nominations Committee and may designate or provide for the designation of, from among its members, other committees, each consisting of two (2) or more Directors and each of which, to the extent specified and authorized by the Board of Directors or in the Articles of Incorporation or these Bylaws, may exercise the authority of the Board of Directors in directing the management of the business and affairs of the corporation except as to the following matters:

- a. authorization of distributions;
- b. recommendation that the members of the corporation approve its dissolution, merger or sale, pledge or transfer of all or substantially all of its assets;
- c. election, appointment or removal of Directors or filling of vacancies on the Board of Directors or any committee of the Board of Directors;
- d. adoption, amendment or repeal of the Articles of Incorporation or these Bylaws; or

- e. any other matters that are specifically excepted from the authority of such committees by a provision of applicable law that cannot be modified or waived by a duly adopted Bylaw.

Any such committee or any member thereof may be discharged by lawful action of the Board of Directors or as provided by applicable law, the Articles of Incorporation or these Bylaws. A majority of the total number of members of any such committee that is composed of more than two (2) members may determine how such committee can act, when and where its meetings shall be held and how such meetings shall be conducted. Subject to the foregoing and except as otherwise provided in the Articles of Incorporation or these Bylaws or as otherwise determined by the Board of Directors, the provisions in these Bylaws governing meetings of the Board of Directors, action of the Board of Directors without a meeting, notice of meetings of the Board of Directors, waiver of such notice and quorum/voting requirements for meetings of the Board of Directors shall apply to committees established hereunder.

ARTICLE VI: MEETINGS OF DIRECTORS

Section 6.1 Regular Meetings. A regular meeting of the Board of Directors shall be held immediately prior to, and at the same place as, the annual meeting of members of the corporation. The Board of Directors may further provide the time and place, either within or without the State of North Carolina, for the holding of additional regular meetings.

Section 6.2 Special Meetings. Special meetings of the Board of Directors may be called at any time by the President or the Secretary or by that number of Directors which is not less than twenty percent (20%) of the number of Directors then in office and shall be called by the Secretary upon delivery, to the corporation, of the written request of that number of Directors which is not less than twenty percent (20%) of the number of Directors then in office.

Section 6.3 Place of Meetings. All meetings of the Board of Directors shall be held at the principal office of the corporation or at such other place, either within or without the State of North Carolina, as shall be designated in the notice of the meeting or agreed upon by not less than a majority of the number of Directors fixed by or pursuant to these Bylaws or, if no number is so fixed, then agreed upon by a majority of the number of Directors in office immediately before the meeting begins.

Section 6.4 Notice of Meetings. Regular meetings of the Board of Directors may be held without notice except as otherwise provided in Section 5.6 of ARTICLE V: of these Bylaws and in Section 10.3 and Section 10.6 of ARTICLE X: of these Bylaws or unless otherwise required by any other provision of these Bylaws or by applicable law or the Articles of Incorporation.

The person or persons calling a special meeting of the Board of Directors shall, at least two (2) days before the meeting, give notice thereof to all Directors by any usual means of communication. Such notice need not specify the purpose for which the meeting is called except as otherwise provided in Section 5.6 of ARTICLE V: of these Bylaws and in

Section 10.3 and Section 10.6 of ARTICLE X: of these Bylaws or unless otherwise required by any other provision of these Bylaws or by applicable law or the Articles of Incorporation. Any duly convened regular or special meeting may be adjourned by the Board of Directors to a later time without further notice.

Section 6.5 Waiver of Notice. Any Director may waive notice of any meeting of the Board of Directors or any committee of the Board of Directors, either before or after the meeting is held. Except as hereafter provided in this Section 6.5 of this ARTICLE VI: of these Bylaws, any such waiver must be in writing, signed by the Director entitled to the notice and delivered to the corporation for inclusion in the minutes of the associated meeting of the Board of Directors or filing with the corporate records.

The attendance by a Director at, or participation in, a meeting shall constitute a waiver of notice of such meeting except where a Director, at the beginning of the meeting, or, if the Director is not present at the beginning of the meeting, promptly upon that Director's arrival at the meeting, objects to holding the meeting or to the transaction of any business there because the meeting is not lawfully called or convened and does not thereafter vote or assent to action taken at the meeting.

Section 6.6 Quorum. A majority of the number of Directors fixed by or pursuant to these Bylaws constitutes a quorum for the transaction of business at a meeting of the Board of Directors or, if no number is so fixed, then a majority of the number of Directors in office immediately before the meeting begins shall constitute a quorum.

Section 6.7 Manner of Acting. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If, during a meeting, a sufficient number of Directors leaves the meeting such that a quorum is no longer present, then any action taken thereafter shall not be considered to be an act of the Board of Directors unless it is approved pursuant to Section 6.9 of this ARTICLE VI: of these Bylaws.

The Board of Directors may determine that any vote at a meeting shall be taken by ballot or secret ballot and, where some Directors participate in the meeting by telephone conference call as contemplated by Section 6.9 of this ARTICLE VI: of these Bylaws, such ballot may be in electronic form and/or it may be delivered and/or returned by electronic means, which delivery and/or return may occur either during or promptly after the meeting.

Section 6.8 Presumption of Assent. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when action is taken is deemed to have assented to the action taken unless the:

- a. Director objects at the beginning of the meeting, or, if the Director is not present at the start of the meeting, promptly upon that Director's arrival, to holding the meeting or to transacting business at the meeting;
- b. Director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

- c. Director files written notice of dissent or abstention from the action taken with the presiding officer of the meeting before its adjournment or with the corporation immediately after the adjournment of the meeting, but such right of dissent or abstention is not available to a Director who votes in favor of the action taken.

Section 6.9 Action without Meeting; Attendance by Telephone. Action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent to the action in question, describing the action taken, is signed by each of the Directors and filed in the minutes of the proceedings of the Board of Directors or with the corporate records, whether done before or after the action so taken. A Director's consent to action taken without a meeting may be in electronic form and/or delivered by electronic means.

The Board of Directors may permit any or all Directors to participate in a regular or special meeting of the Board by, or the Board may conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting, such as a telephone conference call. A Director participating in a meeting by this means shall be deemed to be present in person at such meeting.

ARTICLE VII: OFFICERS

Section 7.1 Officers. The officers of the corporation shall consist of a President, an Executive Director, a Secretary, a Treasurer and such Vice Presidents, Assistant Secretaries, Assistant Treasurers and other officers as may be appointed from time to time by the Board of Directors. Any two (2) or more offices may be held by the same person, but no officer may act in more than one (1) capacity where action of two (2) or more officers is required. All officers of the corporation other than the Executive Director shall be Directors of the corporation.

Section 7.2 Appointment and Term. All officers shall be appointed by the Board of Directors. Each officer shall hold office until such person's successor is duly appointed and qualified or until such person's earlier death, resignation, retirement, removal or disqualification.

Section 7.3 Removal. Any officer may be removed at any time by lawful action of the Board of Directors, with or without cause.

Section 7.4 Resignation. An officer may resign at any time by providing written notice of such resignation to the corporation. A resignation is effective when such notice is received by the corporation or, except as hereafter provided in this Section 7.4 of this ARTICLE VII: of these Bylaws, at a later date, or upon the occurrence of a later event, if so specified in the notice. Acceptance of such resignation shall not be necessary for it to be effective. If a notice of resignation provides that such resignation becomes effective at a later date or upon the occurrence of a later event, the Board of Directors may fill the pending vacancy before such effective date by providing that the successor does not take office until the effective date. Notwithstanding anything to the contrary contained in the foregoing, the

Board of Directors may accelerate a later effective date of a resignation that is specified in the written notice thereof to any earlier time, including the immediate time.

Section 7.5 President. The President shall be the chief executive officer of the corporation and, subject to the authority of the Board of Directors, shall have all of the duties and authority normally incident to that office. The President shall, when present, preside at all meetings of the Board of Directors and all meetings of members of the corporation. The President shall have such other duties and authority as may be prescribed from time to time by the Board of Directors.

Section 7.6 Executive Director. The Executive Director shall be the chief operating officer of the corporation and, subject to the authority of the Board of Directors and the President, shall have all of the duties and authority normally incident to that office. The Executive Director shall supervise and control the operations of the corporation and perform such other duties as may be prescribed from time to time by the Board of Directors or the President.

Section 7.7 Vice Presidents. In case of the absence or death of the President or such person's inability or refusal to act, any Vice Presidents, in the order of their length of service as such unless otherwise determined by the Board of Directors, shall have the authority and perform the duties of the President. Each Vice President shall perform such other duties and have such other powers as are normally incident to the office of Vice President or as shall be prescribed by the President or the Board of Directors.

Section 7.8 Secretary. The Secretary shall have the responsibility and authority to maintain and authenticate the records of the corporation, shall keep accurate records of the acts and proceedings of all meetings of members, Directors and committees of the Board of Directors, shall give all notices required by applicable law, the Articles of Incorporation and these Bylaws, shall have general charge of the corporate records and seal, shall keep all records of members that are required by applicable law, the Articles of Incorporation or these Bylaws, shall sign such instruments as may require the signature of the Secretary and affix the seal of the corporation to any document required to be executed by the corporation under seal and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned to such person from time to time by the President or the Board of Directors.

Section 7.9 Treasurer. The Treasurer shall have custody of all funds and securities belonging to the corporation and shall be responsible for their receipt, deposit and disbursement, shall keep full and accurate accounts of the finances of the corporation in books provided for that purpose, shall generally have charge over the corporation's accounting and financial records, shall cause a true statement of the corporation's assets and liabilities as of the close of each fiscal year, and of the results of its operations and cash flows for such fiscal year, all in reasonable detail, to be prepared as soon as practicable after the end of such fiscal year, shall cause to be prepared and filed all reports and returns of the corporation that are required by applicable law and, in general, shall perform all other duties incident to the office of Treasurer and such other duties as may be assigned to such person from time to time by the President or the Board of Directors.

Section 7.10 Assistant Secretaries and Treasurers. Any Assistant Secretaries and Assistant Treasurers, in the order of their length of service as such unless otherwise determined by the Board of Directors, shall, in the absence or disability of the Secretary or the Treasurer, respectively, have all of the powers and perform all of the duties of those offices and shall, in general, perform such other duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 7.11 Other Officers. The duties of any other officers appointed as provided in Section 7.1 of this ARTICLE VII: of these Bylaws shall be as prescribed by the Board of Directors from time to time.

Section 7.12 Bond. The Board of Directors may require any officer to give bond to the corporation, with sufficient surety as determined by the Board of Directors, conditioned on the faithful performance of the duties of such office and may further require any officer to comply with such other conditions as the Board of Directors may determine from time to time.

Section 7.13 Compensation of Officers. No officer except the Executive Director shall receive any compensation, excluding reimbursement of amounts actually expended on behalf of, or in service to, the corporation and according to policies authorized by the Board of Directors. The Executive Director shall be compensated in such amounts as are determined from time to time by the Executive Committee of the Board of Directors, or, if there is no such Executive Committee or if such Committee fails to act, then as determined by the Board of Directors.

ARTICLE VIII: CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 8.1 Contracts. The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract, or execute and deliver any instrument or agreement, in the name and on behalf of the corporation and such authority may be general or confined to specific instances.

Section 8.2 Loans. No “loan” (as this term is hereafter defined) shall be contracted on behalf of the corporation, and no evidence of a “loan” shall be issued in its name, unless authorized by the Board of Directors, which authority may be general or confined to specific instances. For purposes of this Section 8.2 of this ARTICLE VIII: of these Bylaws, “loan” means an indebtedness for borrowed money and does not include, without limitation, accounts payable or accrued expenses incurred in the ordinary course of the corporation’s business operations.

Section 8.3 Checks and Drafts. All checks, drafts or other orders for the payment of money issued in the name of the corporation shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall from time to time be determined by or under the authority of the Board of Directors.

Section 8.4 Deposits. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as may be selected by or under the authority of the Board of Directors.

ARTICLE IX: INDEMNIFICATION

Section 9.1 Indemnification and Advancing of Expenses. Any person who at any time serves or has served as a Director, officer or employee of the corporation or who, while serving in such capacity, serves or has served, at the request of the corporation, as a Director or officer (or the comparable position that is applicable) for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall be indemnified by the corporation to the fullest extent permitted by applicable law (but only to the extent not paid or reimbursed by insurance or any other third party) against:

- a. all reasonable expenses, including attorneys' fees, actually and necessarily incurred by such person in connection with any threatened, pending or completed action, suit or proceeding (and any appeal therein), whether civil, criminal, administrative or investigative and whether or not brought by or on behalf of the corporation (a "proceeding" for purposes of this ARTICLE IX: of these Bylaws), seeking to hold such person liable by reason of the fact of such capacity or the fact that such person is or was acting or failed to act in such capacity; and
- b. all payments made by such person in satisfaction of any judgment, money decree, fine, penalty or settlement for which such person may have become liable in any such proceeding.

To the fullest extent permitted by applicable law (but only to the extent not paid or reimbursed by insurance or any other third party), the corporation may pay reasonable expenses (including attorneys' fees) which are incurred by any person who at any time serves or has served as a Director, officer or employee of the corporation or who, while serving in such capacity, serves or has served, at the request of the corporation, as a Director or officer (or the comparable position that is applicable) for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, in defending a proceeding (and any appeal therein) in advance of the final disposition of such proceeding (or any appeal therein) upon receipt from such person of a written affirmation of such person's good faith belief that such person has acted or omitted to act in good faith and receipt of an undertaking by or on behalf of such person to reimburse the corporation for such advanced amounts if it shall not ultimately be determined that such person is entitled to be indemnified by the corporation against such expenses.

Section 9.2 Limitation on Indemnification. Notwithstanding the provisions of Section 9.1 of this ARTICLE IX: of these Bylaws, the corporation shall not be required to indemnify or agree to indemnify any person against reasonable expenses or other liabilities incurred by such person on account of any activities or omissions if:

- a. such activities were not taken or such omissions were not made in good faith;
- b. such person did not reasonably believe:
 - (i) in the case of conduct in such person's "official capacity" (as this term is hereafter defined) with the corporation, that such conduct was in the best interests of the corporation; or
 - (ii) in the case of conduct not in such person's "official capacity" (as this term is hereafter defined) with the corporation, that such conduct was at least not opposed to the best interests of the corporation; or
- c. such person:
 - (i) is adjudged liable to the corporation in connection with a proceeding by or in the right of the corporation; or
 - (ii) is adjudged liable, in connection with a proceeding not by or in the right of the corporation charging such person with improper personal benefit, whether or not involving action in such person's "official capacity" (as this term is hereafter defined), on the basis that personal benefit was improperly received by such person,

nor shall the corporation indemnify or agree to indemnify such person, incident to any criminal action or proceeding, with respect to actions or omissions of such person which such person had reasonable cause to believe were unlawful. Indemnification hereunder in connection with a proceeding by or in the right of the corporation that is concluded without a final adjudication on the issue of liability is limited to reasonable expenses incurred in connection with the proceeding.

Notwithstanding any other provision of this ARTICLE IX: of these Bylaws, the corporation shall neither indemnify any person nor purchase any liability insurance on behalf of any person in any manner or to any extent that would jeopardize or be inconsistent with qualification of the corporation as an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or that would result in imposition of tax or liability under Section 4941 of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 9.3 Other Indemnification Rights. The indemnification provided by this ARTICLE IX: of these Bylaws shall not be deemed exclusive of any other rights to which any indemnified person may be entitled under any applicable law, Bylaw, agreement, vote of members of the corporation, vote of disinterested Directors of the corporation or otherwise and of any other procedure provided for by any of the foregoing, both as to action in such indemnified person's official capacity and as to action in another capacity while holding such office. In addition to the indemnification rights granted in this ARTICLE IX: of these Bylaws, and not in lieu hereof, any person indemnified hereunder shall be entitled

to the same rights with respect to indemnification as are provided by the North Carolina Nonprofit Corporation Act or the corresponding provisions of any future nonprofit corporation law adopted in the State of North Carolina.

Section 9.4 Period of Indemnification. Any indemnification pursuant to this ARTICLE IX: of these Bylaws shall be applicable to acts or omissions which occurred prior to the adoption of such Article, shall continue as to any indemnified person who has ceased to be a Director, officer or employee of the corporation or to serve in another capacity while holding such office and shall inure to the benefit of the heirs and personal representatives of such indemnified person. No repeal or amendment of all or any portion of this ARTICLE IX: of these Bylaws shall affect any right of indemnification of a person with respect to any acts or omissions that occurred prior to such repeal or amendment.

Section 9.5 Reliance. Any person who at any time after the adoption of these Bylaws serves or has served as a Director, officer or employee of the corporation or who, while serving in such capacity, serves or has served, at the request of the corporation, as a Director or officer (or the comparable position that is applicable) for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided in this ARTICLE IX: of these Bylaws.

Section 9.6 Insurance. The Board of Directors may authorize the corporation to purchase and maintain insurance on behalf of any person who at any time serves or has served as a Director, officer or employee of the corporation or who, while serving in such capacity, is or was serving, at the request of the corporation, as a Director or officer (or the comparable position that is applicable) for any other corporation, partnership, joint venture, trust or other enterprise, or as a trustee or administrator under an employee benefit plan, against liability asserted against such person and incurred by such person in any such capacity or arising out of such person's status as such or acts or omissions in such capacity, whether or not the corporation would have had the obligation or power to indemnify the person against such liability under the provisions of these Bylaws or pursuant to applicable law.

Section 9.7 Definition. For purposes of this ARTICLE IX: of these Bylaws, "official capacity" means:

- a. when used with respect to a Director of the corporation, such person's said office; and
- b. when used with respect to an officer or employee of the corporation, the office in the corporation held by the officer or the employment relationship with the corporation undertaken by the employee.

"Official capacity" does not include service for any other corporation or any partnership, joint venture, trust, employee benefit plan or other enterprise.

ARTICLE X: GENERAL PROVISIONS

Section 10.1 Fiscal Year. The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 10.2 Corporate Seal. The official seal of the corporation shall have inscribed thereon the name of the corporation and shall otherwise be as determined by the Board of Directors. It may be used by placing, by any process whatsoever, an impression, facsimile or other reproduction thereof.

Section 10.3 Amendment of Bylaws. These Bylaws may be amended, repealed or restated and new Bylaws may be adopted with approval of the Board of Directors as hereafter provided and without approval of the members of the corporation except as such members' approval is otherwise expressly required by the Articles of Incorporation or by any provision of applicable law that cannot be modified or waived by a duly adopted Bylaw. Such approval of the Board of Directors may occur by the affirmative vote of a majority of the Directors then in office taken at a duly constituted meeting, provided that written or printed notice of the meeting at which such proposed action is to be taken specifying that the purpose, or, if applicable, one (1) of the purposes, of the meeting is to consider an amendment to, or the repeal or restatement of, the Bylaws or the adoption of new Bylaws, as may be applicable, and containing, or being accompanied by a copy, summary or statement of the general nature of, the proposed amendment or containing, or being accompanied by a copy of, the proposed restated or new Bylaws, as may be applicable, is given to all Directors by personal delivery, United States mail, private delivery service, e-mail, facsimile transmission or other form of wire or wireless communication not less than five (5) days before the meeting by or at the direction of the Board of Directors, President, Secretary or other person(s) calling the meeting. In lieu of the holding of a meeting, the approval by the Board of Directors contemplated by this Section 10.3 of this ARTICLE X: of these Bylaws may occur without a meeting pursuant to the provisions of Section 6.9 of ARTICLE VI: of these Bylaws. Any Director may waive notice of any such meeting pursuant to the provisions of Section 6.5 of ARTICLE VI: of these Bylaws, provided that such waiver is in a writing signed by the Director which specifies that the purpose, or, if applicable, one (1) of the purposes, of the meeting is or was, as may be applicable, to consider an amendment to, or the repeal or restatement of, the Bylaws or the adoption of new Bylaws, as may be applicable, and which contains, or is accompanied by a copy, summary or statement of the general nature of, the proposed amendment or contains, or is accompanied by a copy of, the proposed restated or new Bylaws, as may be applicable.

Section 10.4 Activities of the Corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation and the corporation shall not participate, or intervene, in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities which are not permitted to be carried on by:

- a. a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law); or

- b. a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Section 10.5 Dissolution and Distribution of Assets. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the members of the corporation or its Directors, its officers or any other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth herein. The corporation may be dissolved and its assets and liabilities liquidated in such manner as the Board of Directors shall determine, provided that upon dissolution, after payment of all debts, no part of the remaining assets may be distributed to any member of the corporation, or its Director or officer, but shall be distributed as the Articles of Incorporation direct, and in accordance with applicable laws and regulations, to another organization exempt from federal income taxation under Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law), or to the United States and/or any State(s) or local government(s), for a public purpose.


Section 10.6 Amendment of Articles of Incorporation. The Articles of Incorporation may be amended or restated with approval of the Board of Directors as hereafter provided and without approval of the members of the corporation except as such members' approval is otherwise expressly required by the Articles of Incorporation or by any provision of applicable law that cannot be modified or waived by a duly adopted Bylaw. Such approval of the Board of Directors may occur by the affirmative vote of a majority of the Directors then in office taken at a duly constituted meeting, provided that written or printed notice of the meeting at which such proposed action is to be taken specifying that the purpose, or, if applicable, one (1) of the purposes, of the meeting is to consider an amendment to or the restatement of, as may be applicable, the Articles of Incorporation and containing, or being accompanied by a copy, summary or statement of the general nature of, the proposed amendment or containing, or being accompanied by a copy of, the proposed restated Articles of Incorporation, as may be applicable, is given to all Directors by personal delivery, United States mail, private delivery service, e-mail, facsimile transmission or other form of wire or wireless communication not less than five (5) days before the meeting by or at the direction of the Board of Directors, President, Secretary or other person(s) calling the meeting. In lieu of the holding of a meeting, the approval by the Board of Directors contemplated by this Section 10.6 of this ARTICLE X: of these Bylaws may occur without a meeting pursuant to the provisions of Section 6.9 of ARTICLE VI: of these Bylaws. Any Director may waive notice of any such meeting pursuant to the provisions of Section 6.5 of ARTICLE VI: of these Bylaws, provided that such waiver is in a writing signed by the Director which specifies that the purpose, or, if applicable, one (1) of the purposes, of the meeting is or was, as may be applicable, to consider an amendment to or the restatement of, as may be applicable, the Articles of Incorporation and which contains, or is accompanied by a copy, summary or statement of the general nature of, the proposed amendment or contains, or is accompanied by a copy of, the proposed restated Articles of Incorporation, as may be applicable.

The undersigned Secretary of NORTH CAROLINA 811, INC., does hereby certify that the foregoing are the Bylaws of the Corporation as amended and restated on July 18, 2014, by lawful action of the Board of Directors of the corporation taken at a duly called and held regular meeting held on July 18, 2014.

This the 21st day of July, 2014.



Signature



Name: Marc Worth

Title: Secretary

(CORPORATE SEAL)