

**BY-LAWS OF
FLATHEAD VALLEY UTILITIES COORDINATING COUNCIL, Inc. (FVUCC)
aka UDIG**

Flathead Valley Utility Coordinating Council (FVUCC)
In care of: Mountain Paging Network, Inc.
P. O. Box 7968
Kalispell, MT 59904-0968

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ARTICLE I

MISSION

The mission of the Flathead Valley Utility Coordinating Council is to provide a forum for member owners of underground facilities to jointly conduct actions necessary to establish and promote use of a "One Call" system for notification of these members regarding excavation near these facilities.

ARTICLE II

MEMBERSHIP

Section 1 - Type A Membership: Owners of buried facilities valued in excess of fifty million dollars or serving in excess of 5,000 customers may request a Type A membership. This request will be voted on by the voting members of the Organization. Type A members shall be entitled to one vote for matters which come before the Organization. To exercise this right, a representative designated by the governing body managing the business of the Member must be present at the meeting when the vote is taken. Absentee votes authorized by proxy or other means shall have no standing in any vote taken by the FVUCC.

Section 2 - Type B Membership: Owners of buried facilities valued in excess of fifteen million dollars or serving in excess of 1,500 customers may request a Type B membership. This request will be voted on by the voting members of the Organization. Type B members shall be entitled to one vote for matters which come before the Organization. To exercise this right, a representative designated by the governing body managing the business of the Member must be present at the meeting when the vote is taken. Absentee votes authorized by proxy or other means shall have no standing in any vote taken by the FVUCC.

Section 3 - Associate Membership is available to private or public water and sewer districts, companies, organizations, homeowners associations, other entities securing a right to bury underground facilities in the public right-of-way and construction and line locating contractors. The UDIG call center operator shall be an associate member of the organization with the annual membership fee waived. Associate members shall have no voting rights in the Organization.

Section 4 - Applications for Membership may be submitted to the officers of the Organization for consideration at any time. The officers or their agent shall respond to the applicant regarding the request within 30 days of receipt of the application. Applicants denied membership may appeal the denial to the

membership of the Organization by submitting a petition to the Secretary of the Organization for consideration at the next regularly scheduled meeting by the membership of the Organization. The petitioner may present its case for membership at the meeting. Following the petitioner's presentation and discussion of the petition, the Organization will determine its decision regarding the petition by secret ballot according to voting rights as defined in Sections 1, 2, and 3 above.

Section 5 - Expulsion from Membership. Any Member who does not abide by the by-laws of the Organization, or fails to render annual dues within 90 days of assessment, or fails to pay the Call Center Service Provider for services rendered, or otherwise does not comply with responsibilities of membership within the Organization, or is found to be conducting themselves in a manner contrary to the mission or best interest of the Organization may be expelled by a majority vote those members present and voting at the next regularly scheduled meeting of the Organization. The expelled member shall forfeit any dues or assessment balances held by the Organization to the Organization. Expelled Members may apply to re-join the Organization after having completed whatever action may be necessary to correct the circumstances which led to the expulsion by submitting a petition to the Secretary of the Organization for consideration at the next regularly scheduled meeting by the membership of the Organization. The petitioner may present its case for re-admission at the meeting. Following the petitioner's presentation and discussion of the petition, the Organization will determine its decision regarding the petition by secret ballot according to voting rights as defined in Sections 1, 2, and 3 above.

Section 6 - Use of the "One Call" center designated by the FVUCC shall be reserved solely for use by FVUCC members. Type A, Type B, and Associate members are entitled to use of the designated "One Call" center, provided that "Membership Responsibilities" described in the following (Article III) are satisfied.

ARTICLE III

MEMBERSHIP RESPONSIBILITIES

Section 1 - All members shall pay dues, Call Center invoices, and special assessments within reasonable time limits or as specified within these by-laws, or as may be determined from time to time by the voting membership.

Section 2 - All members shall immediately notify the Call Center Service Provider of any changes in Member Vital Information. This information includes but is not limited to: address, routine phone number, emergency phone number, organization contact person, emergency contact person or department, and any special procedures needed to assure notification of appropriate personnel within the Members company, organization or designated agent responsible for handling and/or performing routine and/or emergency locates on behalf of the Member.

Section 3 - All members shall provide continuous communications services or devices to receive locate notices 24 hours per day, 7 days per week or shall sign a statement acknowledging that such contact is not available. This statement, no part of these BY-LAWS, or any other representation, expressed or implied, by the FVUCC, its officers, or the Call Center Service Provider shall in any way be construed to transfer the Member's obligations under the Montana Code, sections 69-4-501 through 69-4-511 (commonly referred to as the "DIG LAW") to the Flathead Valley Utility Coordinating Council, its officers, or the Call Center Service Provider.

Section 4 - All members shall maintain current, accurate maps outlining the location of their buried facilities at the Call Center.

Section 5 - The Call Center administered by the FVUCC is solely provided as a "ONE CALL" notification center as prescribed in the "DIG LAW". Members retain the sole responsibility to maintain continuous communications systems and contact persons who are to receive these messages. Members shall notify the Call Center promptly of any changes. All members retain sole responsibility as prescribed in the "DIG LAW" for providing information (field locates or drawings) on the location of their facilities to those requesting this information.

ARTICLE IV

MEETINGS

Section 1 - Meetings of this Organization shall be held at least four times per year as determined by the officers of the Organization. These meetings may be scheduled at a time and place as the officers may determine for the purpose of transacting such business as may come before the meeting. Notice of meetings, including their time and place, shall be given to all members of the Organization at least five days prior to the meetings.

Section 2 - Special Meetings may be called by three or more officers of the Organization. Notice of special meetings, including their time and place, shall be given to all members of the Organization at least five days prior to the meetings.

Section 3 - Mailing List. Every member shall furnish the Secretary of the Organization with the address to which notices of meetings and all other correspondence shall be mailed.

Section 4 - Quorum of Membership. The voting membership present shall constitute a quorum for regularly scheduled and special meetings of the Organization and a majority of those present and voting shall determine any issue coming before the membership except amendments of the by-laws as covered in Article IX, Section 3.

ARTICLE V

OFFICERS

Section 1 - Titles. The officers of this Organization shall be President, Vice-president, Secretary, and Treasurer. These officers shall be considered the Board of Directors of the Organization.

Section 2 - Elections. The officers shall be elected from and by the voting members (Type A or Type B) of this Organization. Elections shall be held during the first meeting in January, with terms of officers to commence immediately following the election.

Section 3 - Term of Office. Term of office shall be 2 years, with no term limits.

Section 4 - Impeachment. Any officer in this Organization may be removed for just cause by majority vote of the membership.

Section 5 - Vacancies. Vacant office positions will be filled by election at the next regularly scheduled meeting or special meeting held by the membership. Terms for vacancy replacements shall be for the unexpired term of the office.

Section 6 - Authority. The routine business and affairs of this Organization shall be managed and controlled by the officers of the Organization.

Section 7 - Chain of command. The Vice-President shall, in the absence of the President, preside over any meeting and assume responsibilities of the President. The Secretary shall assume the duties of the President in the absence of both the President and Vice-President.

Section 8 - Duties & Responsibilities of the President. The President of this Organization, subject to control by the voting membership, shall direct day to day business of the Organization. The President shall preside over all meetings of the Organization. The President shall be responsible for the timely and orderly conduct of elections.

Section 9 - Duties & Responsibilities of the Vice President. The Vice-President shall act as an assistant to the President. In the absence of the President, the Vice-President shall preside over any meetings and assume responsibilities of the President.

Section 10 - Duties & Responsibilities of the Secretary. The Secretary of the Organization shall keep a fair and accurate record of all meetings of the Organization. The Secretary shall issue notices of regularly scheduled meeting and special meetings of the Organization. The Secretary shall be responsible for maintaining files on all minutes and other documents relating to the meetings of the Organization.

Section 11 - Duties & Responsibilities of the Treasurer. The Treasurer shall keep accurate accounts for all receipts and disbursements. The Treasurer shall prepare and submit an annual report of the financial condition of the Organization. The Treasurer shall pay all bills in a timely manner. The Treasurer shall maintain any checking and savings accounts held by the Organization.

ARTICLE VI

This section intentionally left blank.

ARTICLE VII

COMMITTEES

Section 1 - Purpose and Appointments. There shall be such number of committees of this Organization, performing such functions as the officers may determine.

Section 2 - Reports of committee progress shall be made at all regularly scheduled meetings.

ARTICLE VIII

FINANCES

Section 1 - Dues Schedule:

Type A members -	\$300/yr.
Type B members -	\$175/yr.
Associate members -	\$25/yr.

Section 2 - Dues Rate Adjustment. The annual membership dues schedule may be adjusted by the Organization at any time by a majority vote of the membership in attendance. Notice of this vote shall be given to all existing members of the association at least two weeks prior to the meeting.

Section 3 - Special Assessments. Occasional levies may be required to finance activities of the Organization. These assessments may be levied to Type A and Type B members. Special Assessments may be levied by a majority vote of the membership in attendance. Notice of this vote shall be given to all existing members of the association at least two weeks prior to the meeting. Associate members shall not be subject to special assessments.

Section 4 - Distribution of Call Center expenses. Associate Members will be assessed at the rate of \$1.00 per call transmitted to them by the call center. The annual dues of \$25 will cover the first 25 locate requests. The balance of Call Center expenses shall be apportioned according to the amount of traffic received by each Type A and Type B member. This distribution schedule may be revised by majority vote of the membership within the bounds of sound business practice and as required to satisfy financial obligations of the Organization under the contract with the Call Center Service Provider. Notice of this vote shall be given to all existing members of the association at least two weeks prior to the meeting.

Section 5 - Disbursement Authority. At least two officers shall maintain signature authority for the Organization's savings and checking accounts. These officers shall have authority to pay all legitimate financial obligations of the Organization. Any officer may authorize legitimate expenses in amounts less than \$100. These disbursements shall be reported to the Treasurer as soon as possible. The Treasurer shall report a summary of disbursements at any time as requested by a member of the Organization.

Section 6 - Expenses for travel, lodging, and meals while attending meetings on behalf of the Organization shall be authorized in advance by a majority vote of the membership. A special meeting may be called to secure this authorization.

Section 7 - Account Location. All moneys of the Organization shall be kept in such bank as the Officers shall designate.

ARTICLE IX

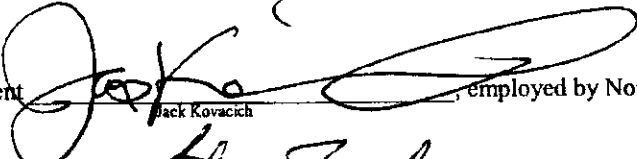
AMENDMENTS


Section 1 - Notice. Amendments, or revised by-laws shall be submitted to the Officers in writing one month in advance of the next regularly scheduled meeting of the Organization.


Section 2 - Discussion. Amendments, or revised by-laws will be discussed at the general membership meeting and voted on at the following membership meeting.

Section 3 - Vote Required. These by-laws may be altered, amended or replaced at any regular or special meeting upon affirmative vote of two-thirds of those members present and voting.

These by-laws, as amended, were adopted by affirmative vote of two-thirds of those members present and voting at the meeting of this Organization held on March 5, 2003.

President , employed by NorthWestern Energy
Jack Kovacich

Vice-President , employed by Flathead Electric Cooperative
Steve Bech

Secretary , employed by CenturyTel Communications
Ken Wilco

Treasurer vacant, employed by