

**BYLAWS OF THE
POWER DELIVERY INTELLIGENCE INITIATIVE, INC.**

ARTICLE 1 – OFFICES AND DEFINITIONS

Section 1.1 Principal Office. The principal office of the Corporation shall be located at such place as the Corporation’s Board of Directors (the “Board”) may determine. The Corporation may, in addition to its principal office, have offices at such other places within or outside the State of Delaware as the Board may from time to time designate or as the affairs of the Corporation may require.

Section 1.2 Registered Office and Registered Agent. The Corporation shall have and continuously maintain in the State of Delaware a registered office and a registered agent as required by the Delaware General Corporation Law (the “Delaware Law”). The registered office of the Corporation shall be at such place in the State of Delaware as the Board shall determine, and may be, but need not be, identical with the principal office of the Corporation. The address of the registered agent shall be identical with the registered office. The address of the registered office and registered agent, and the identity of the registered agent, may be changed from time to time by the Board.

Section 1.3 Definition of Intelligent Undergrounding. For purposes of these Bylaws, the term “intelligent undergrounding” shall mean the burying of highly reliable insulated cable and accessories when and where it makes sense.

ARTICLE 2 – MEMBERS

Section 2.1 Membership Classes. The Corporation shall have multiple classes of Members: Board Members, Partner Members and Associate Members.

Section 2.1.1 Board Members. A Board Member shall be a business enterprise doing business in the United States, its territories or possessions, Canada, Mexico or elsewhere (i) that is engaged or interested in intelligent undergrounding, (ii) pays the highest level of dues to the Corporation and (iii) meets the other requirements for Membership described in Section 2.2. Each Board Member shall have the right to vote on all matters coming before the Voting Members and shall have the right to have its designated representatives serve on the Board of Directors and committees of the Corporation. Board Members may also be referred to in these Bylaws as “Voting Members.”

Section 2.1.1 Partner Members. A Partner Member shall be a business enterprise doing business in the United States, its territories or possessions, Canada, Mexico or elsewhere (i) that is engaged or interested in intelligent undergrounding, (ii) pays the second

highest level of dues to the Corporation and (iii) meets the other requirements for Membership described in Section 2.2. A Partner Member shall not have the right to vote on matters coming before the Voting Members or to have its designated representatives serve on the Board of Directors or Board Committees of the Corporation. A Partner Member shall have the right to attend meetings of the Voting Members and may attend meetings of the Board of Directors, at the invitation of the Board. To the extent authorized by the Board, designated representatives of Partner Members may serve on Advisory Committees of the Corporation.

Section 2.1.2 Associate Members. An Associate Member shall be a business enterprise doing business in the United States, its territories or possessions, Canada, Mexico or elsewhere (i) that is engaged or interested in intelligent undergrounding, (ii) pays the lowest level of dues to the Corporation and (iii) meets the other requirements for Membership described in Section 2.2. An Associate Member shall not have the right to vote on matters coming before the Voting Members or to have its designated representative serve on the Board of Directors or any committees of the Corporation. An Associate Member shall not have the right to attend meetings of the Voting Members, but may attend meetings of the Board of Directors at the invitation of the Board.

Section 2.2 Qualifications and Application for Membership. Membership in the Corporation shall be open to business enterprises, whether organized as sole proprietorships, corporations, partnerships, limited liability companies or otherwise, meeting the requirements of one of the Membership classes set forth in Section 2.1. All Members must be of good reputation, support the purposes and activities of the Corporation and abide by the policies and procedures of the Corporation, including the Antitrust Policy, which is attached to these Bylaws as Appendix A. Application for Membership shall be made in writing or electronically on such forms as may be prescribed by the Board, which forms shall contain such relevant information as may be required by the Board and shall be accompanied by the appropriate dues payment, if any. The Board shall review all applications for Membership and shall notify all applicants for Membership of the approval or rejection of their applications. The Board may establish a Membership Committee composed of Directors only with the authority to review Membership applications and approve or reject the same. The decision of the Board or Membership Committee with respect to an application for Membership shall be final.

Section 2.3 Dues and Fees. All Members shall be required to pay dues, fees, and other charges for Members established by the Board from time to time.

Section 2.4 Terms of Membership. To enjoy the rights and privileges of Membership, a Member must be in good standing. The Board may determine, and modify from time to time, any additional requirements to remain in good standing. In the event any Member fails to remain in good standing, the Board shall determine, in its sole discretion, what action to take, which may include termination of Membership. No Member shall use or refer to the Corporation's name or logo, the Member's Membership status, or any Corporation material for

any use or purpose without the prior written consent of the Board or its designee. Membership in the Corporation is neither transferable nor assignable.

Section 2.5 Voting Rights; Authorized Representatives. Each Board Member in good standing shall be entitled to one (1) vote on each matter submitted to a vote of the Voting Members. Each Board Member shall designate in writing an authorized representative to represent the Board Member on Membership matters and to vote on its behalf. The Secretary-Treasurer of the Corporation shall maintain a list of such authorized representatives.

Section 2.6 Termination of Membership.

Section 2.6.1 Resignation. Any Member may terminate its Membership at any time by filing a written resignation with the Secretary-Treasurer.

Section 2.6.2 Revocation. The Board, by affirmative vote of two-thirds (2/3) of the total number of Directors, may terminate a Member's Membership for: (a) violation of these Bylaws or any policy or procedure of the Corporation, including its Antitrust Policy (as determined by the Board in its sole discretion); (b) conduct detrimental to the best interests of the Corporation or its Membership (as determined by the Board in its sole discretion); or (c) failure to meet its financial obligations to the Corporation. Termination of a Membership under this Section 2.6.2 shall be final and shall terminate all rights, interests, or privileges of such Member as a Member of the Corporation. Any Member, for whom such is proposed, shall be entitled to not less than thirty (30) days advance notice of the meeting at the vote to revoke its Membership will occur and shall be allowed to appear at such meeting and present oral and written evidence in its defense.

Section 2.6.3 Termination for Non-Payment. Any Member who is sixty (60) days in arrears for dues or any other fees or amounts owing to the Corporation shall be sent written notice of such delinquency. If payment is not received within thirty (30) days thereafter, the Member's Membership shall be automatically terminated and the Member shall be so notified, unless the Board waives such automatic termination or the delinquent Member has entered into a satisfactory arrangement with the Corporation to pay the delinquency.

Section 2.6.4 Effect of Termination. A terminating Member shall forfeit all prior payments made to the Corporation. Termination of Membership shall not relieve the terminating Member from the obligation to pay unpaid dues, fees or other amounts owed by the Member as of the date of termination.

Section 2.7 Reinstatement. Upon written request and completion of all application procedures described in Section 2.2, the Board may, by the affirmative vote of two-thirds (2/3) of the total number of Directors, reinstate a former Member whose Membership was terminated pursuant to Section 2.6.2 or Section 2.6.3 on such terms as the Board may deem appropriate. A former Member whose Membership has been reinstated shall not for a period of twelve (12) months

following reinstatement: (a) be allowed to have its representative hold any position as an Officer or Director of the Corporation; or (b) be allowed to vote on matters submitted to a vote of the Members.

Section 2.8 Meetings of Voting Members.

Section 2.8.1 Annual Meeting. There shall be an annual meeting of the Voting Members for the purpose of appointing Directors and transacting such other business as may properly come before the Voting Members. The date, time and place of the regular annual meeting shall be set by the Board.

Section 2.8.2 Special Meetings. The Board or at least two (2) Board Members may call special meetings of the Voting Members. Only business within the purpose or purposes described in the meeting notice shall be conducted at a special meeting.

Section 2.8.3 Remote Participation by Telecommunications. To the extent authorized by the Board, Board Members may participate in a meeting of the Voting Members by remote communication, provided that reasonable measures have been implemented to verify that such remote participants are designated representatives of Board Members and further provided that such representatives of Board Members are afforded a reasonable opportunity to participate in the meeting and to vote on matters submitted to the Voting Members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. If any designated representative of a Board Member votes or takes other action at the meeting by remote communication, a record of such vote or other action shall be maintained by the Corporation. Participation by such means shall be deemed presence in person at the meeting.

Section 2.8.4 Notice. Written notice of meetings shall state the date, time, and place of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Notice of each meeting shall be given to the Board and Partner Members, by mail, express mail, facsimile, electronic mail, at the respective mailing address, fax number and/or e-mail address shown on the Membership records of the Corporation, or by such other form of communication as agreed upon by any Board or Partner Member in writing, not more than sixty (60) and not less than ten (10) days before the meeting. Unless the Delaware Law or the Certificate of Incorporation requires otherwise, the Corporation is required to give notice only to Board Members entitled to vote at the meeting and Partner Members.

Section 2.8.5 Waiver of Notice.

(a) **Written Waiver.** Whenever any notice is required to be given to any Member under the provisions of these Bylaws, the Certificate of Incorporation, or the Delaware Law, a waiver thereof in writing, executed at any time, specifying the meeting for which notice is waived, signed by the person or persons entitled to such notice, and filed with the minutes or

corporate records, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Voting Members need be specified in the waiver of notice of such meeting

(b) Waiver by Attendance. The attendance of a designated representative of a Voting Member at a meeting of the Voting Members either in person or by remote communication shall constitute a waiver of: (a) objection to lack of notice or defective notice of such meeting unless the Voting Member, at the beginning of the meeting, objects to holding the meeting or transacting any business at the meeting and does not thereafter vote for or assent to action taken at the meeting; and (b) objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Voting Member objects to considering the matter when it is presented.

Section 2.9 Proxy. A Board Member may designate, in writing, a representative to cast the Board Member's vote at any annual or special meeting. No proxy shall be valid after three (3) years from the date of its execution, unless otherwise provided in the proxy. Every proxy shall be revocable at the pleasure of the Board Member.

Section 2.10 Quorum. At any meeting of the Members, a majority of the Board Members represented in person or by proxy at such meeting shall constitute a quorum for the transaction of business.

Section 2.11 Voting. Each Board Member shall be entitled to vote on each matter submitted to a vote of the Board Members. A majority of the votes cast in person or by proxy, at a meeting at which a quorum is present, shall be required for adoption of any matter voted upon, except as otherwise required by the Bylaws, the Certificate of Incorporation or applicable law.

Section 2.12 Action Without Meeting by Unanimous Written Consent. Any action required or permitted to be taken at a meeting of the Voting Members may be taken without a meeting if the action is taken by all Board Members entitled to vote on the matter. The action shall be evidenced by one or more written consents describing the action taken, signed and dated by each designated representative of a Board Member entitled to vote on the action, and delivered to the Corporation for inclusion in the minutes or filing with the corporate records reflecting the action taken. Unless the consent specifies an earlier or later effective date, action taken under this section is effective when the last designated representative of a Board Member entitled to vote on the matter signs the consent. A consent under this section has the effect of a meeting vote and may be described as such in any document.

Section 2.13 Action by Electronic Ballot. If authorized by the Board of Directors, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the designated representative of the Board Member.

ARTICLE 3 - BOARD OF DIRECTORS

Section 3.1 Authority and Responsibility. All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, the Board, subject to the Bylaws, the Certificate of Incorporation, and applicable law.

Section 3.2 Composition; Terms; Qualification. The Board shall consist of a minimum of three (3) Directors and a maximum of nine (9) Directors. The specific number of Directors may be changed from time to time, by a vote of the Board of Directors. Each of the Officers of the Corporation (i.e., the Chair, Vice Chair and Secretary-Treasurer) shall serve as a Director during their term of service as an Officer of the Corporation. Each Director shall serve a one (1) year term. Directors whose terms are expiring shall continue to serve until a successor has been elected or appointed and qualified or until there is a decrease in the number of Directors, if any. No decrease in the number of Directors shall shorten the term of any incumbent Director. Each Director shall be an individual who is a designated representative of a Board Member of the Corporation. No individual shall be named or elected as a Director without his prior consent.

Section 3.3 Appointments and Elections. Each Board Member shall have the right to appoint its designated representative to serve as a Director on the Corporation's Board of Directors. The Directors shall be appointed at the annual meeting of the Board Members.

Section 3.4 Vacancies. A Director's vacancy for any reason may be filled by the Board Member that appointed the Director by the appointment of a successor for the unexpired term of the Director whose place is vacant.

Section 3.5 Resignation; Removal. Any Director may resign at any time by delivering written notice to the Secretary-Treasurer. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. A Director may only be removed by the Board Member that appointed the Director.

Section 3.6 Compensation. By Board resolution, Directors may be reimbursed for their actual expenses, if any, of attendance at each Board meeting. Directors shall not receive any other compensation for personal services as Directors.

Section 3.7 Meetings of the Board.

Section 3.7.1 Meeting Frequency. The Board shall meet at least annually at an agreed upon time and place. The schedule of meetings will be determined by the Board.

Section 3.7.2 Special Meetings. Special meetings of the Board shall be called upon the request of the Chair or at least one-third (1/3) of all the Directors.

Section 3.7.3 Notice. Written notice of Board meetings shall state the date, time, and place of the meeting. Notice of each meeting shall be given to each Director, by mail, express mail, facsimile, electronic mail, at the Director's mailing address, fax number and/or e-mail address shown on the records of the Corporation, not more than thirty (30) days and not less than three (3) days before the meeting. Notice of any meeting may be waived in writing signed by the Director entitled to notice before or after the date of the meeting.

Section 3.7.4 Waiver of Notice.

(a) **Written Waiver.** Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Certificate of Incorporation, or the Delaware Law, a waiver thereof in writing, executed at any time, specifying the meeting for which notice is waived, signed by the person or persons entitled to such notice, and filed with the minutes or corporate records, shall be deemed equivalent to the giving of such notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting.

(b) **Waiver By Attendance.** The attendance of a Director at a meeting of the Board shall constitute a waiver of any required notice to him of the meeting unless the Director at the beginning of the meeting, or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.7.5 Remote Participation by Telecommunications. Any Director may participate in a meeting of the Board by means of a conference telephone or similar communications equipment, if available, which permits all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting and shall be counted toward the required quorum.

Section 3.7.6 Quorum. Except as otherwise provided in the Bylaws, the Certificate of Incorporation, or by Delaware Law, at any meeting of the Board, a majority of the Directors then serving shall constitute a quorum for the transaction of business.

Section 3.7.7 Voting. Each Director shall be entitled to one (1) vote, which shall not be voted by proxy.

Section 3.8 Manner of Acting. The act of the majority of the Directors, present at a Board meeting at which there is a quorum, shall be the act of the Board, unless the vote of a greater number is required by these Bylaws, the Certificate of Incorporation, or the Delaware Law.

Section 3.9 Action of Board Without a Meeting. The Board may take action without a meeting if the action is approved by all Directors. The action shall be documented by one or

more written consents stating the action taken, signed by each Director, and included with all other Board minutes or filed with the corporate records reflecting the action taken. Action taken under this Section 3.10 shall be effective when the last Director signs the consent unless the consent specifies a different effective date, and states the date of execution by each Director. Action taken by written consent shall have the same effect as a vote taken at a meeting of the Board.

Section 3.10 Minutes. The Board shall keep minutes of its meetings and shall cause them to be recorded for that purpose.

ARTICLE 4 - BOARD AND ADVISORY COMMITTEES

Section 4.1 Board Committees. The Board may establish one or more Board Committees to perform such duties as prescribed by the Board, provided that such duties are not prohibited by applicable law. Each Board Committee shall consist of two or more Directors who shall serve at the pleasure of the Board. The creation of a Board Committee and appointment of Directors to it shall be approved by a majority of all the Directors in office when the action is taken. The provisions of these Bylaws governing Board meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board, apply to Board Committees and their members as well. Board Committees may, to the extent specified by the Board, exercise the authority of the Board, but no Board committee may approve or adopt, or recommend to the Board Members, any action or matter expressly required by the Delaware Law to be submitted to Board Members for approval or (ii) adopt, amend or repeal any Bylaw of the Corporation.

The chair of each Board Committee shall be appointed by the Board to serve for a term of one (1) year or such longer period as the Board may determine and shall serve until his or her successor is appointed.

Section 4.2 Advisory Committees. The Board may create one or more other Advisory Committees to the Board comprised of representatives of Board and Partner Members of the Corporation who shall serve at the pleasure of the Board. At least one Director shall also serve on each such Advisory Committee, and a Director shall serve as the chair of the committee. Advisory Committees shall have no power to act on behalf of, or to exercise the authority of, the Board, but may make recommendations to the Board.

Section 4.3 Reports of Committees. Each committee shall submit a written report to the Board at least once each fiscal year covering the committee activities since the previous report. Each committee shall report to the Board at any time as required by the Board.

ARTICLE 5 – OFFICERS

Section 5.1 Elected Officers and Duties. The officers of the Corporation (the “Officers”) shall be appointed directly by the Board of Directors from among the current Directors and shall consist of a Chair, a Vice Chair and a Secretary-Treasurer. Each Officer shall serve concurrently as a Director of the Corporation. No person shall hold more than one Office at the same time.

Section 5.1.1 Chair. The Chair shall be the chief executive officer of the Corporation and shall, in general, perform all duties incident to the office of Chair and such other duties as may be assigned to him or her by the Board from time to time. The Chair shall preside over meetings of the Board and meetings of the Voting Members, unless another Officer is appointed or designated by the Board to preside over any such meeting. The Chair shall have authority to sign contracts and other documents, except when the signing and execution thereof have been expressly reserved by the Board, delegated by the Board or by these Bylaws to some other Officer or agent of the Corporation or are required by law to be otherwise signed or executed by some other Officer or in some other manner.

Section 5.1.2 Vice Chair. The Vice Chair, unless otherwise determined by the Board, shall, in the absence or disability of the Chair, perform the duties and exercise the power of the Chair. The Vice Chair shall also generally assist the Chair and exercise such other powers and perform such other duties as are delegated to him by the Chair and as the Board shall prescribe. The Vice Chair shall also assume the Office of the Chair in the event of a vacancy in that Office.

Section 5.1.4 Secretary-Treasurer. The Secretary-Treasurer shall be appointed by the Board and have charge and be responsible for all funds of the Corporation, oversee the receipt and disbursement of all such funds and the maintenance of financial records and statements and submit an annual financial statement and budget and such other statements to the Board as it may require. In addition, the Secretary-Treasurer shall: (a) prepare and keep the minutes of meetings of the Board and of the Voting Members in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be responsible for custody of the corporate records of the Corporation; (d) keep a record of the post office address of each Director and Member; (e) certify the authenticity of Board actions and Officer signatures; and (f) in general perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the Chair or by the Board or as prescribed in these Bylaws

Section 5.2 Elections; Terms. At the first meeting of the Board of Directors each year following the election or appointment of the Directors, the Board shall elect the Officers for a one (1) year term and until their successors are chosen and qualified.

Section 5.3 Vacancies. A vacancy in any Office, except as otherwise provided in the Bylaws, may be filled by the Board by the appointment of a successor for the unexpired term of the vacating Officer.

Section 5.4 Resignation; Removal. Any Officer may resign at any time by delivering written notice to the Secretary-Treasurer or the Board. Such resignation shall take effect at the time specified in the notice or, if no time is specified, upon delivery. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Once delivered, a notice of resignation is irrevocable unless revocation is permitted by the Board. An Officer may only be removed from Office by the Board of Directors.

Section 5.5 Additional Officers and Agents. The Board may appoint vice-presidents, assistant secretaries, assistant treasurers and such other officers and agents as it shall deem necessary and appropriate from time to time. Such other officers and agents shall hold office for such period, have such authority, and perform such duties as may be provided by resolution of the Board not inconsistent with these Bylaws; provided that such additional officers and agents shall not have the rights or powers of elected Officers or Directors under these Bylaws.

Section 5.6 Expenses and Compensation. By Board resolution, Officers may be reimbursed for their actual expenses, if any, incurred in the performance of their Office. Officers may also receive compensation for their personal services rendered to the Corporation, as the Board may approve from time to time.

ARTICLE 6 - FINANCIAL MATTERS

Section 6.1 Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year.

Section 6.2 Audit. Financial statements of the Corporation may be audited by an independent certified public accountant approved by the Board.

Section 6.3 Compensation and Reimbursement. Directors and Officers shall not receive any compensation for their services, but the Board shall, by resolution, adopt policies for the reimbursement of expenses incurred in the performance of their duties. Such policies shall prescribe procedures for approval of payment of such expenses. Nothing shall preclude a Director from serving the Corporation in any other capacity and receiving compensation for such services.

Section 6.4 Contracts; Execution of Documents. The Board may, except as otherwise provided in these bylaws, authorize any Officer or agent to enter into any contract or execute any instrument in the name of and on behalf of the Corporation. This authority may be

general or confined to specific instances. Unless authorized in advance by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, to pledge its credit, or to render it liable for amounts in excess of \$5,000.00.

Section 6.5 Checks and Drafts. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name or payable to the Corporation shall be signed or endorsed by one of the Officers, with the prior approval of the other Officers.

Section 6.6 Deposits. All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in those banks, trust companies, or other depositories selected by the Board or Officers designated by the Board.

Section 6.7 Loans or Guarantees. The Corporation shall not borrow money and no evidence of indebtedness shall be issued in its name unless authorized by the Board. This authority may be general or confined to specific instances. The Corporation shall not lend money to or guarantee the obligation of a Director or Officer of the Corporation.

Section 6.8 Gifts and Donations. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation. No Director, Officer, Member, employee or agent of the Corporation may accept a personal contribution, gift or bequest with respect to services rendered on behalf of the Corporation.

ARTICLE 7 - INDEMNIFICATION AND INSURANCE

Section 7.1 Indemnification. The Corporation may indemnify each person described in Section 145 of the Delaware Law, as the same may be amended from time to time, to the fullest extent allowed by Delaware Law.

Section 7.2 Insurance. The Board may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

Section 7.3 Nonexclusivity; Survival; Amendments. The rights conferred on any person by this Article 7 shall not be exclusive of any other right that such person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, Bylaws, agreement, vote of disinterested Directors, or otherwise, both as to action in the person's

official capacity and as to action in another capacity while holding office. The Corporation is specifically authorized to enter into individual contracts with any or all of its Directors, Officers, employees, or agents respecting indemnification and advances, to the fullest extent not prohibited by law. The rights conferred on any person by this Article 7 shall continue as to a person who has ceased to be a Director, Officer, employee, or other agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. Any repeal or modification of this Article 7 shall only be prospective and no repeal or modification hereof shall adversely affect the rights in effect under this Article 7 at the time of the alleged occurrence of any action or omission to act that is the Corporation. If this Article 7 or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, the Corporation shall indemnify each Director or Officer or other agent to the fullest extent permitted (a) by any applicable portion of this Article 7 that shall not have been invalidated or (b) by any other applicable law.

ARTICLE 8 - GENERAL PROVISIONS

Section 8.1 Amendment of the Bylaws. The power to alter, amend or repeal these Bylaws of the Corporation or to adopt new Bylaws shall be vested in the Board Members. Any change in the Bylaws requires approval by a majority of all the Board Members. Any proposed amendment to the Bylaws shall first be recommended by the Board of Directors or sponsored by at least two (2) Board Members and submitted to the Secretary-Treasurer in writing not less than thirty (30) days prior to the meeting of the Voting Membership at which the amendment is to be considered. Whenever an amendment or a new Bylaw is adopted, it shall be copied in the minute book with the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date on which the repeal occurred shall be stated in that book and place.

Section 8.2 Books and Records. The Corporation shall keep as permanent records minutes of all meetings of its Voting Members and the Board, a record of all actions taken by the Voting Members or the Board without a meeting, and a record of all actions taken by any Board Committee on behalf of the Corporation. The Corporation shall maintain appropriate accounting records and such other business and Membership records as required by law, including the Delaware Law, or as may be necessary or advisable, including a record of its Members, in a form that permits preparation of a list of the names and addresses of all Members, in alphabetical order by class, if any. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 8.3 Inspection of Books and Records. A Director is entitled to inspect and copy the books, records, and documents of the Corporation at any reasonable time to the extent reasonably related to the performance of his duties as a Director, including duties as a member of a committee, but not for any other purpose or in any manner that would violate any duty to

the Corporation. All books, records, and accounts of the Corporation shall be open to inspection by the Voting Members in the manner and to the extent required by law.

Section 8.4 Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

The foregoing Bylaws constitute the Bylaws of the Corporation as adopted by the Board of Directors of the Corporation at the organizational meeting of the Board held on July 12, 2016.

APPENDIX A
ANTITRUST POLICY OF THE
INTELLIGENT UNDERGROUNDING ALLIANCE, INC.