

CODE OF BY-LAWS
OF
CROSS BORE SAFETY ASSOCIATION, INC.

ARTICLE I

Identification

Section 1. Name. The name of the corporation is "Cross Bore Safety Association, Inc." (hereinafter referred to as the "Corporation").

Section 2. Principal Office and Resident Agent. The post-office address of the principal office of the Corporation is 402 Washington Street, Cannelton, Indiana 47520 and the name and post-office address of its Resident Agent is Mark H. Bruce at 402 Washington Street, Cannelton, Indiana 47520.

Section 3. Seal. The seal of the Corporation, if any, shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the upper periphery of the seal should appear the words "Cross Bore Safety Association, Inc." and about the lower periphery thereof the word "Indiana Nonprofit Corporation." In the center of the seal shall appear the word "Seal". The seal may be altered by the Board of Directors at its pleasure and may be used by causing it or a facsimile thereof to be impressed, affixed, printed or otherwise reproduced.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin at the beginning of the first day of January in each year and end at the close of the last day of December.

ARTICLE II

Purposes and Powers

Section 1. Type of Corporation. The Corporation is a public benefit corporation, as such is described in the Indiana Nonprofit Corporation Act of 1991 (the "Act").

Section 2. Purposes. The Corporation is formed to receive and administer funds for scientific, educational and charitable purposes, all for the public welfare within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), and in particular, to further the recognition of potential dangers of utility cross bores, and to establish a community of persons interested in minimizing the risk of loss of life and property damage from utility cross bores. In furtherance of such general purpose, the Corporation shall have the following specific purposes:

(a) To take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein.

(b) To purchase, subscribe for, retain, invest and reinvest in securities or other property wherever situated, and whether or not productive or of a wasting nature, and without any requirement for diversification as to kind or amount. The words "securities or other property" as used herein shall be deemed to include real and personal property, stocks, common or preferred, or any other interest in any

corporation, association, investment trust or investment company, bonds, notes, debentures, or other evidences of indebtedness or ownership, secured or unsecured.

(c) To sell for cash or on credit, convert, redeem, exchange for other securities or other property, or otherwise dispose of any securities or other property at any time held by the Corporation.

(d) To alter, repair, improve, erect buildings upon, demolish, manage, partition, mortgage, lease, exchange, grant options to lease or to buy, sell or dispose of, at public or private sale, and upon such conditions and such terms as to cash and credit as may be deemed advisable, real property.

(e) To pay all administration expenses of the Corporation and any taxes imposed upon the Corporation, and to settle, compromise, or submit to arbitration, any claims, mortgages, debts or damages, due or owing to or from the Corporation, to commence or defend suits or legal proceedings, and to represent the Corporation in all suits or legal proceedings.

(f) To exercise any conversation privilege or subscription right available in connection with any securities or other property at any time held by the Corporation; to consent to the reorganization, consolidation, merger or readjustment of the finances of any corporation, company or association or to the sale, mortgage, pledge or lease of the property of any corporation, company or association any of the securities of which may at any time be held by the Corporation and to do any act with reference thereto, including the exercise of options, the making of agreements or subscriptions, and the payment of expenses, assessments or subscriptions which may be deemed necessary or advisable in connection therewith, and to hold and retain any securities or other property which it may acquire.

(g) To vote personally, or by general or limited proxy, any shares of stock which may be held by to Corporation at any time, and similarly to exercise personally, or by general or by limited power of attorney, any right appurtenant to any securities or other property held by it at any time.

(h) To borrow money in such amounts and upon such terms and conditions as shall be deemed advisable or proper to carry out the purposes of the Corporation and to pledge any securities or other property for the repayment of any such loan.

(i) To hold part or all of the property of the Corporation uninvested.

(j) To employ suitable accountants, agents, counsel and custodians and to pay their reasonable expenses and compensation.

(k) To register any securities held by the Corporation hereunder in the Corporation's own name, or, to the extent permitted by law, in the name of a nominee with or without the addition of words indicating that such securities are held in fiduciary capacity and to hold any securities unregistered or in bearer form.

(l) To make, execute and deliver all instruments necessary or proper for the accomplishment of the purposes of the Corporation or of any of the foregoing powers, including deeds, bills of sale, transfers, leases, mortgages, security agreements, assignments, conveyances, contracts, purchase agreements, waivers, releases and settlements.

(m) To do all acts and things necessary, convenient or expedient to carry out the purposes for which the Corporation is formed.

Section 3. Powers. Subject to any specific written limitations imposed by either the Act, by law, by these Articles of Incorporation or by these By-Laws of the Corporation and in furtherance of the purposes set forth in Section 2 of this Article, the Corporation shall have all the statutory powers specified in the Act.

Section 4. Limitation Upon Purposes and Powers. The following specific limitations shall be imposed upon the foregoing purposes and powers:

(a) The Corporation shall not, by implication or construction, possess the power of engaging in any activities for the purpose of or resulting in pecuniary remuneration to its members, directors, or officers, or any private legal entity, as such; provided, however, that nothing shall prohibit reasonable compensation to members, officers or directors for services actually rendered to or for the Corporation affecting one or more of its purposes, upon approval by the Board of Directors, nor shall the Corporation be prohibited from engaging in any undertaking for profit so long as such undertaking does not inure to the profit of its members. The Corporation shall issue no stock and shall pay no dividends at any time.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements any political campaign on behalf of any candidate for public office.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws.

(d) The Corporation shall not engage in any of self-dealing as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax law.

(e) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax law.

(f) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or corresponding provisions of any subsequent federal tax laws.

(g) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

(h) Notwithstanding any provision of the Articles of Incorporation or of these By-Laws, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 701(c)(2) of the Code and regulations as they not exist or as they may hereafter be amended.

(i) No member, director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. Upon

the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code and its regulations as they now exist or as they may hereafter be amended.

ARTICLE III

Members

Section 1. Admission As A Member. The Corporation shall have two (2) classes of membership. "Full" members will consist of members that have received voting rights with their membership. "Associate" members will consist of members that have not received voting rights from the Board of Directors with their membership. To be eligible as a "Full" member, a person must have shown significant dedication to limiting or eliminating the risks created by utility cross bores. The dedication required to become a "Full" member can be shown through:

- (i) financial contributions to the Corporation,
- (ii) significant contributions of time and or materials towards the purpose of the Corporation, or
- (iii) conducting scientific research that furthers the goals and purpose of the Corporation.

Only persons who have been admitted as a member of the Corporation, are a member in good standing, and currently hold "Full" membership status shall be entitled to vote during such calendar year. The Board of Directors may establish additional classes of membership as it deems fit, on such terms and conditions as the Board by resolution shall determine.

Section 2. Place of Meeting. All meetings of members of the Corporation shall be held at such place, within or without the State of Indiana, as may be determined by the Board of Directors and specified in the notices or waivers of notice thereof or proxies to represent members thereat.

Section 3. Annual Meetings. The annual meeting of members shall be held on the third Thursday in March of each year, if such day is not a legal holiday, or if a legal holiday, then on the next succeeding business day which is not a legal holiday.

Section 4. Special Meetings. Special meeting of members may be called by the President, the Board of Directors, or by petition of not less than one-third of all members entitled to vote at the meeting. At any special meeting of the members, no business other than that for which the meeting is called shall be transacted.

Section 5. Notice of Meetings. Written or printed notice stating the place, day and hour of a meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called shall be delivered or mailed by the Secretary to each member of record of the Corporation entitled to vote at the meeting, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in writing by any member if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting.

Section 6. Voting at Meetings.

(a) Voting Rights. Voting at all membership meetings shall be in person or by proxy by those members entitled to vote, and who are in good standing.

(b) Proxies. A member in good standing is entitled to vote either in person or by proxy, executed in writing by such member or by his or her duly authorized attorney-in-fact and delivered to the Secretary of the meeting. No proxy shall be valid after eleven (11) months from the date of its execution unless a longer time is expressly provided therein.

(c) Quorum and Adjournments. At all meetings of members, a majority of the members entitled to vote at such meetings, represented in person or by proxy, shall constitute a quorum. Any meeting of members, including both annual and special meetings and any adjournments thereof, may be adjourned to a later date without notice other than announcement at the meeting even though less than a quorum is present.

Section 7. Voting Lists. The Secretary of the Corporation shall at all times keep a complete and accurate list of the members of the Corporation entitled by the Articles of Incorporation and by these By-Laws to vote. Such list shall be on file in the principal office of the Corporation and subject to inspection by any member for any proper purpose at any reasonable time.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the members may be taken without a meeting, if prior to such action, a written consent thereto, setting forth the action so taken, is signed by all the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members.

ARTICLE IV

Directors

Section 1. Number and Term of Office. The Board of Directors shall consist of not less than three (3) and members and not more than twenty-nine (29) members, the exact number of Directors for such year shall be determined by the Board of Directors prior to the annual meeting or at any special meeting of the Board of Directors. The Directors shall be elected by the members at their annual meeting and shall hold office until the next ensuing annual meeting of members or until their successors have been duly elected and qualified. A Director may be removed at any time, with or without cause, by a majority vote of the members of the Corporation.

Section 2. Vacancies. Vacancies occurring in the membership of the Board of Directors caused by resignation, death, other incapacity, or removal shall be filled by a majority vote of the remaining members of the Board until the next annual meeting of the members. Any vacancy in the Board caused by an increase in the number of Directors shall be filled at the next annual meeting of members or a special meeting held for that purpose.

Section 3. Annual Meetings. The Board of Directors shall meet annually, without notice, immediately following, and at the same place as, the annual meeting of the members.

Section 4. Regular Meetings. Regular meetings shall be held at such times and places, either within or without the State of Indiana, as may be determined by the President or Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be called by the President or by two (2) or more members of the Board of Directors, at any place within or without the State of Indiana, upon twenty-four (24) hours' notice, specifying the time, place and general purposes of the meeting, given to each Director personally, by telephone, telegraph, cable or wireless; or notice may be given by mail if mailed at least three (3) days before such meeting.

Section 6. Waiver of Notice. Any Director may waive notice of any meeting in writing. Attendance by a Director at a meeting shall constitute a waiver of such meeting.

Section 7. Quorum. A majority of the entire Board of Directors then qualified and acting shall constitute a quorum and be sufficient for the transaction of any business, except for filling of vacancies in the Board of Directors which shall require action by a majority of the remaining Directors. Any act of the majority of the Directors present at the meeting at which a quorum shall be present shall be the act of the Board unless otherwise provided for by law or by these By-Laws. A majority of the Directors present may adjourn any meeting from time to time. Notice of an adjourned meeting need not be given other than by announcement at the time of adjournment.

Section 8. Committees. The Board of Directors may, by resolution adopted by a majority of the actual number of Directors elected and qualified, from time to time, designate two (2) or more of its number to constitute an Executive Committee, and two (2) or more of the members of the Corporation to constitute such other committees as the Board may determine, which committees shall have the powers and authority and shall perform, the duties specified in the resolution. The designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed upon it or him by the Indiana Nonprofit Corporation Act of 1991, as amended.

Section 9. Action by Written Consents. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if prior to such action, a written consent thereto is signed by all the members of the Board or of such committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board or Committee.

Section 10. Compensation. Directors shall be entitled to no Compensation for services rendered as a Director, but shall be entitled to reimbursement for mileage and any advancements made by the Director on behalf of the Corporation. A Director may serve the Corporation in any other capacity and shall be entitled to receive such compensation for services rendered to the Corporation in any capacity other than as a Director, as may be provided from time to time by the resolution of the Board.

ARTICLE V

Officers

Section 1. Number of Officers. The officers of the Corporation shall consist of the President, one or more Vice Presidents, a Secretary, a Treasurer, and such officers or assistant officers as the Board shall from time to time create and so elect. Any two (2) or more offices may be held by the same person, except that the duties of President and Secretary shall not be performed by the same person. The President shall be chosen from among the members of the Board of Directors.

Section 2. Election and Terms. Each officer shall be elected by the Board of Directors at the annual meeting thereof and shall hold office until the next annual meeting of the Board or until his successor shall have been elected and qualified or until his death, resignation or removal. Any officer may be removed at any time, with or without cause, by vote of a majority of the whole Board of Directors.

Section 3. Vacancies. Whenever any vacancy shall occur in any office by death, resignation, increase in the number of officers of the Corporation, or otherwise, the same shall be filled by the Board of Directors, and the officer so elected shall hold office until the next annual meeting of the Board of Directors or until his or her successor is duly elected or appointed.

Section 4. Appointive Officers. The Board may appoint such officers as it may deem necessary or advisable for the conduct of the affairs of the Corporation in furtherance of the corporate purposes. Each appointed officer shall hold office for such of the affairs of the Corporation in furtherance of the corporate purposes. Each appointed officer shall hold office for such period and perform such duties as the Board shall determine.

Section 5. Compensation. Elective Officer shall be entitled to no compensation for services rendered in such capacity, but shall be entitled to reimbursement for mileage and any advancements made by the elective officer on behalf of the Corporation. The compensation of appointive officers, if any, shall be fixed from time to time by the Board of Directors.

Section 6. President. The President shall be the chief executive officer of the Corporation; shall have general and active supervision, control and management of the affairs of the Corporation, subject to the orders and resolutions of the Board; shall have general supervision and direction of all officers, agents and employees of the Corporation; shall see that all orders and resolutions of the Board are carried into effect; and in general shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to him by the Board. The President shall have full authority to execute proxies in behalf of the Corporation, to vote shares of the capital stock owned by it in any other corporation, and execute, with the Secretary or an Assistant Secretary, all documents necessary for and appropriate to the conduct of affairs of the Corporation.

Section 7. Vice Presidents. The Vice President shall assist the President and shall perform such duties as may be assigned to them by the Board of Directors or the President. Unless otherwise provided by the Board, in the absence or disability of the President, the Vice President (or, if there be more than one, the Vice President first named as such by the Board of Directors at its most recent meeting designating Vice President) shall execute the powers and perform all of the duties of the President.

Section 8. Secretary. The Secretary shall attend all meetings of the Board of Directors and of the members and shall act as Secretary of such meetings, shall give or cause to be given all notices provided for in these By-Laws or required by law; shall record all votes and the minutes of all proceedings of the meetings of members and the Board of Directors in a book or books to be kept for that purpose; shall be custodian of the records and the seal of the Corporation; shall affix the seal to all documents, the execution of which under seal is customary or is required by law or is authorized in accordance with these By-Laws; and in general shall exercise all powers and perform all duties as may be from time to time assigned to him by the Board of Directors or by the President.

Section 9. Treasurer. The Treasurer shall keep correct and complete records of account showing accurately at all times the financial condition of the Corporation; shall be the custodian of the corporate funds and securities; shall immediately deposit, in the name and to the credit of the Corporation, all moneys and other valuable effects of the Corporation in such depositories as may be designated by the Board of Directors; shall disburse the funds of the Corporation as may be ordered by the Board or by the President, and in general shall exercise all powers and perform all duties customarily incident to such office and such other powers and duties as may from time to time be assigned to him by the Board of Directors or the President.

Section 10. Assistant Secretaries. The Assistant Secretaries shall assist the Secretary in the performance of his or her duties. In the absence or disability of the Secretary, any Assistant Secretary shall exercise the powers and perform the duties of the Secretary. The Assistant Secretaries shall exercise such other powers and perform such other duties as may from time to time be assigned to them by the Board of Directors, the President or the Secretary.

Section 11. Assistant Treasurer. The Assistant Treasurer shall assist the Treasurer in the performance of his or her duties. In the absence or disability of the Treasurer, any Assistant Treasurer shall exercise the powers and perform the duties of the Treasurer. The Assistant Treasurers shall exercise such other powers and perform such other duties as may from time to time be assigned to them by the Board of Directors, the President or the Treasurer.

Section 12. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any reason that the Board may deem sufficient, a majority of the entire Board may transfer or delegate the powers or duties of any officer to any other officer or officers for such length of time as the Board shall determine.

ARTICLE VI

Membership Certificates

Section 1. Certificates. Certificates of membership of the Corporation shall be in such form as shall be approved by the Board. They shall exhibit the member's name and the calendar year for which shall be signed by the President or a Vice President and the Secretary or an Assistant Secretary.

ARTICLE VII

Corporate Books

Section 1. General Place of Keeping. Except as otherwise provided by the laws of the State of Indiana, by the Articles of Incorporation of the Corporation or by these By-Laws, the books and records of the Corporation may be kept at such place or places, within or without the State of Indiana, as the Board of Directors may from time to time by resolution determine.

ARTICLE VIII

Execution of Instruments

Section 1. Checks, Drafts, etc. All checks, drafts, bills of exchange or other orders for the payment of money, obligations, notes or other evidences of indebtedness of the Corporation shall be signed or endorsed by such officer or officers, employee or employees of the Corporation as shall from time to time be designated by the Board.

Section 2. Contracts. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President or a Vice president and attested by the Secretary or an Assistant Secretary.

ARTICLE IX

Amendment

These By-Laws may be altered, amended or replaced from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of such meeting shall have stated that the By-Laws are to be amended, altered or repealed or if all Directors at the time are present at such meeting.

ARTICLE X

The Indiana Nonprofit Corporation Act of 1991

The provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, applicable to any of the matters not herein specifically covered by these By-Laws, are hereby incorporated by reference in, and made a part of, these By-Laws.

Adopted: August 27, 2007