

**BYLAWS
OF
NEVADA REGIONAL COMMON GROUND ALLIANCE
(A Nevada Nonprofit Corporation)**

Preamble to the Bylaws

The name of the Corporation shall be NEVADA REGIONAL COMMON GROUND ALLIANCE.

ARTICLE I.

Section 1.01 *Purpose*

The purpose of the Nevada Regional Common Ground Alliance (herein referred to as the Alliance) shall be to promote damage prevention of underground infrastructure by: (a) fostering a sense of shared responsibility for the protection of underground facilities; (b) supporting the Common Ground Alliance (CGA) and promoting communication about damage prevention Best Practices; (c) supporting research and development of damage prevention methods and technologies; and (d) developing and conducting public awareness and education programs.

ARTICLE II

Section 2.01 *Membership*

Membership is open to any individual, organization, municipality or corporation who has an interest in and who supports the promotion of facility damage prevention, infrastructure protection and the stated purpose of the Alliance. Legal entities (e.g. corporation, nonprofit organization, partnership, association, limited liability company or other entity) may have multiple individuals participating under their membership. All applicants will be required to complete an application, and to designate the industry stakeholder group they represent. Membership shall be confirmed by the process established by the Board of Directors.

Section 2.02 *Type of Member*

There shall be two membership types in the Alliance:

- (i) The Stakeholder Member supports the purpose and activities of the Alliance, and represents the industry stakeholder groups established by the Alliance including Electric; Engineering/Design; Excavator; Gas; Locator; One-Call; Pipeline; Public Works; Road Builder; Sewer; State Regulator; Telecommunications; and Water. The Stakeholder Member shall be allowed to participate in all activities including committee and subcommittee meetings, and [1] has the exclusive right to vote for the Board of Directors; [2] can be elected to serve as a Director; and [3] can be designated as Chair, Vice-Chair or as a stakeholder group committee member on any committee.
- (ii) The Associate Member supports the purpose and activities of the Alliance, and is not a part of any established Alliance industry stakeholder group. Examples include vendors of services and supplies, emergency responders, equipment manufacturing and suppliers, etc. The Associate Member shall not

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be considered a stakeholder group for the purpose of representation on the Board of Directors, and no Board seat will be designated to represent the Associate Member group. The Associate Member shall be allowed to participate in activities including committee and subcommittee meetings, but shall have no rights to [1] vote for any Director; [2] serve as Chair, Vice-Chair or as a Stakeholder group committee member of any committee.

Section 2.03 Fee and Dues

Each member must pay, as determined by and within the time and on the conditions set by the Board of Directors, an initiation fee, if any, and monthly and/or annual dues to be determined and fixed from time to time by the Board of Directors.

Section 2.04 Membership Term

The term of any membership shall be: (i) the term designated by action of the Board of Directors; and (ii) coterminous with the payment cycle of any fees or dues assessed against such member; provided, however, that if any member shall fail to pay dues or assessments at the time designated by the Board, then such member's membership shall automatically terminate without any further action of the Board or notification to such member, unless such member pays its outstanding dues and any other assessments that may be imposed by the Board. Any member may resign at any time upon written notice to the Secretary (any resignation to take effect as specified or, if not so specified, upon receipt by the Secretary), and any member may be removed at any time, with or without cause, by action of the entire Board of Directors then in office.

Section 2.05 Rights and Duties of Members

Each member shall abide by the Bylaws and the rules and regulations as they may from time to time appear.

- Stakeholder Members in good standing shall have the exclusive right to vote for Directors. Stakeholder Members can vote on all issues required of the membership. Only a Stakeholder Member in good standing shall be eligible to be a member of the Board of Directors or appointive office in the Alliance. Only Stakeholder Members can serve as the Chair or Vice-Chair of any committee.
- Associate members in good standing shall have the right to vote on all issues required of the membership. Associate Members can attend any meeting of the membership to participate in the activities or provide information as needed or requested by the members or the Board of Directors. Associate members cannot vote for any Director, serve as Directors or Officers, or as Chair or Vice-Chair of any committees.

Section 2.06 Members in Good Standing

For the purposes of these Bylaws, a member in good standing is one who has paid their current dues, abides by the rules and participates regularly in the activities of the Alliance. A Director in good standing is one who, in addition to the efforts above, ensures the Stakeholder Members having interest in the industry stakeholder group the

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Director represents, are provided information on industry issues pending review of the Board in a timely manner so they may have a voice before a vote is cast by the Director.

Section 2.07 Entity Participation, Authority and Representation.

Any member that is a legal entity (e.g. corporation, nonprofit organization, partnership, association, Limited Liability Company or other entity) may have multiple participants under their membership as defined under Section 2.01 of these Bylaws, but shall designate an individual authorized to vote for the election of Directors and non-industry issues on the entity's behalf. Should the member fail to designate an authorized representative, the member will waive the right to cast a vote. A legal entity can have interest in multiple industry stakeholder groups; however, the entity's sole representation on the Board shall be limited to the industry stakeholder group designated by the entity on the membership application.

Section 2.08 Meetings

Meetings shall be held on such date as shall be determined by action of the Board of Directors. Schedules will be defined under Standing Rules, to be developed by the Board.

Section 2.09 Special meetings

Special meetings of the members may be called by the Chair, Vice Chair, the Secretary, or by action of the Board of Directors.

Section 2.10 Place and Time of Meetings

Meetings of members may be held at such place and at such hour as may be fixed in the notice of the meeting by action of the Board of Directors.

Section 2.11 Notice of Annual and Special Meetings

Written or printed notice stating the time and place of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) or more than fifty (50) days before the date of the meeting, either personally, by e-mail, via facsimile, by posting on the Alliance's website, or by mail, by or at the direction of the Chair, Vice Chair, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at its address as it appears on the membership records.

Section 2.12 Waiver of Notice

Whenever any notice is required to be given to any member, a waiver in writing signed by the member entitled to such notice, whether before, at or after the stated time, shall be the equivalent to notice. The presence of any member at a meeting, in person, by teleconference or by proxy, without objection to the lack of notice of such meeting, shall also waive notice by the member.

Section 2.13 Quorum

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A majority of industry stakeholder groups represented by the Stakeholder Members present in person, by teleconference, or by any other means determined by the Board of Directors shall constitute a quorum at a meeting. No member or their alternate may by participation or failure to participate boycott or prevent the election of any Directors. Failure to elect a Director shall be considered a vacancy and shall not preclude the conduct of any business.

Section 2.14 Vote

Stakeholder Members and Associate Members in good standing or employed by a legal entity member in good standing shall have the right to one vote on matters pertaining to general affairs or non-industry issues on which a vote of the Members is required or requested by the Board of Directors. Stakeholder Members shall have the exclusive right to vote for Directors. Legal entity Stakeholder Members with multiple participants shall have one vote in any membership decisions including the election of Directors.

Voting will be conducted in person, by telephone, or by any other means determined by the Board of Directors. There shall be no cumulative voting in elections for Directors. Whenever any election of Directors is to be taken by vote of the Stakeholder Members, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of members by the members. Should only one candidate be nominated for Director, that candidate will be ratified by the Board of Directors.

Section 2.15 Meetings by Conference Telephone

Members may participate in any meeting by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and such participation shall constitute presence in person at a meeting.

ARTICLE III

Board of Directors

Section 3.01 Power of Board

The property, business and activities of the Alliance shall be governed by the Board of Directors. The Board of Directors shall have full power and authority to manage and conduct same, subject to the instructions of the Board. The Board of Directors shall have the sole vote on industry-issues of the Board.

Section 3.02 Number of Directors

The Director is the individual elected from and by the Stakeholder Members to serve as the representative of the industry stakeholder group to which they are elected. The 13 industry stakeholder groups established by the Alliance are: Electric; Engineering/Design; Excavator; Gas; Locator; One-Call; Pipeline; Public Works; Road Builder; Sewer; State Regulator; Telecommunications; and Water. The number of Directors may be increased or decreased at any time by action of the entire Board of Directors. No decrease in the number of Directors shall have the effect of shortening the

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term of any incumbent Director. The number of Directors shall never be less than three (3) nor more than twenty-five (25).

Section 3.03 Qualification of Directors

Only current Stakeholder Members in good standing can be elected as a member of the Board of Directors representing the industry stakeholder group designated in the Member's membership application. Any participant of a current legal entity Stakeholder Member can be elected to serve as Director, representing the industry stakeholder group designated in the entity's membership application. Directors shall be natural persons and shall be primarily employed by the industry stakeholder group to which they are elected to represent. A minimum of one active Director will be a resident of the State of Nevada.

Section 3.04 Rights and Duties of Directors

The Director has the exclusive right to vote on industry issues. It is the responsibility of the Director to provide timely information to their industry stakeholder group members so they are informed on industry issues pending Board review, and allowed time to respond back to the Director with concerns or suggestions accordingly. A Director has the right to assign a representative to conduct business in their absence. This assigned alternate holds the same rights and duties of an elected Director. It is the responsibility of the Director to attend regular membership meetings.

Section 3.05 Nomination of Directors

The Board of Directors shall appoint the Chair of the Nominating Committee and the Chair shall appoint the remaining members. The Nominating Committee shall consist of at least three (3) Stakeholder Members representing a diversity of the industry stakeholder groups established by the Alliance. No Member of the Nominating Committee may be a candidate for a Board of Directors position. The members of the Nominating Committee shall select candidates for each of the Director positions to be filled at the next scheduled election. The Nominating Committee shall determine how many candidates it will nominate for each position. Current Officers are not eligible to serve on the Nominating Committee. The Nominating Committee shall cease to exist upon filing its report to the Members. If there are more nominations than posts to be filled, those nominees receiving the highest number of votes will be elected to the vacant posts.

Section 3.06 Election and Term of Director.

Elections can occur as determined by the Board of Directors; however, normal elections will occur during the first full meeting of the members during the given year. Approximately one-half of the Directors will be elected each year, on an alternating schedule. Each Director shall be elected to a two (2) year term of office.

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Section 3.07 Removal of Directors

A Director may be removed with or without cause by a majority vote of the members of which the primary stakeholder represents. A Director may also be removed with or without cause at any time by action of the Board, provided that such action of the entire Board of Directors is taken at a meeting called expressly for that purpose.

Section 3.08 Resignations

Except as otherwise required by law, any Director may resign at any time by giving written notice to the Board, the Chair, Vice Chair, or to the Secretary. The resignation shall take effect at the time specified, and unless otherwise specified, no acceptance of such resignation shall be necessary to make it effective.

Section 3.09 Vacancies

Any vacancy occurring in the Board of Directors to be filled by reason of an increase in the number of Directors may be filled by a majority of the votes cast by members entitled to vote for such Director. A Director elected to fill a vacancy shall be elected for the unexpired term of the Director's predecessor in office and until the Director's successor is elected and qualified.

Section 3.10 Meetings of the Board

The Board of Directors will meet annually. In addition, special meetings of the Board of Directors may be called by the Chair, Vice Chair, the Secretary, or by action of the Board of Directors. Meetings of the Board of Directors may be held at such place, and upon such notice as may be prescribed by action of the Board of Directors. A Director's attendance at any meeting shall constitute waiver of notice of such meeting, excepting such attendance at a meeting by the Director for the purpose of objecting to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors need be specified in the notice or waiver of such meeting except as provided by Section 3.07.

Section 3.11 Quorum of Directors for Non-Industry Issues

At least two-thirds (2/3) of the Directors represented in person, by teleconference or by proxy shall constitute a quorum at a meeting for the election of Officers, or for any other non-industry issue vote required of the Board. No Director or their alternate may, by participation or failure to participate, boycott or prevent the election of any Directors or Officers. Failure to elect an Officer shall be considered a vacancy and shall not preclude the conduct of any business. The Directors present at a duly organized meeting may continue to elect Officers until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. If a meeting cannot be organized because a quorum has not attended, those present may adjourn the meeting until such time a quorum is present.

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Section 3.12 Quorum of Directors for Industry Issues

For industry issues, all or 100% of all Directors must be represented in person, by alternate, by teleconference, or by proxy to constitute a quorum at a meeting of Directors for voting on industry issues required of the Board. If a meeting cannot be organized because a quorum has not attended by the above means, the Chair or Vice-Chair will adjourn the meeting until such time a quorum is present.

Section 3.13 Industry Issues

For the purposes of these Bylaws, an industry issue is one that will affect the Stakeholder Members' operations, including but not limited to: proposed modifications to NRS 455 and NAC 455; any adoption or deletion of future NRCGA Best Practices or existing or future CGA Best Practices. An industry issue also includes: modification of these Bylaws, Articles of Incorporation or Standing Rules; increase or decrease in established industry stakeholder groups; and, increase or decrease in number of Directors.

Section 3.14 Vote

Each Director shall have one vote. The Director may vote on all matters of the Board including the election of Officers. Such voting may be conducted in person or by alternate, by teleconference, by proxy, by mail ballot or such other means determined by the Board of Directors and communicated to the Directors in advance of the vote. There shall be no cumulative voting in elections for Officers. Whenever any election of Officers is to be taken by vote of the Directors, it shall, except as otherwise required by law, be authorized by a majority of the votes cast at a meeting of the Directors. For industry issues required of the Board, there must be 80% consensus for the issue to be considered passed or accepted by the Board.

Section 3.15 Action of the Board

Whenever these Bylaws refer to "action of the Board of Directors" it shall mean the action of two-thirds (2/3) of the Directors present at meeting, through written action or telephonic means as provided by these Bylaws. Whenever these Bylaws provide "action of the entire Board of Directors" it shall mean an action which requires the vote of all or 100% of all Directors either elected or appointed, by the means described under Section 3.12 of these Bylaws.

Section 3.16 Meetings by Conference Telephone

Directors may participate in Board meetings or committee meetings by means of teleconference or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting.

Section 3.17 Compensation of Director; Loans to Directors

The Alliance shall not pay any compensation to Directors for services rendered to the Alliance, except that Directors may be reimbursed for expenses incurred in the performance of their duties to the Alliance, in reasonable amounts as approved by action

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of the entire Board of Directors. No loans or guaranties of indebtedness shall be made by the Alliance to or for its Directors.

Section 3.18 Indemnification and Insurance

Unless otherwise prohibited by law, the Alliance shall indemnify any Director or officer, any former Director or officer, any person who may have served at its request as a Director or officer of another corporation, whether for profit or not for profit, and may, by action of the entire Board of Directors, indemnify any employee against any and all expenses and liabilities actually and necessarily incurred by it or imposed on it in connection with any claim, action, suit, or proceeding (whether actual or threatened, civil, criminal, administrative, or investigative, including appeals) to which it may be or is made a party by reason of being or having been such Director, officer, or employee; subject to the limitation, however, that there shall be no indemnification in relation to matters as to which it shall be adjudged in such claim, action, suit, or proceeding to be guilty of a criminal offense or liable to the Alliance for damages arising out of its own gross negligence or intentional or willful misconduct in the performance of a duty to the Alliance. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, counsel fees and other fees; costs and disbursements; and judgments, fines, and penalties against, and amounts paid in settlement by, such Director, Officer, or employee. The Alliance may advance expenses to, or where appropriate may itself, at its expense, undertake the defense of, any Director, officer, or employee; provided, however, that such Director, Officer, or employee shall undertake to repay or to reimburse such expense if it should be ultimately determined that it is not entitled to indemnification under this Article. The provisions of this Article shall be applicable to claims, actions, suits, or proceedings made or commenced after its adoption, whether arising from acts or omissions to act occurring before or after its adoption. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such Director, officer, or employee may be entitled under any statute, Bylaw, agreement, vote of the Board of Directors, or otherwise and shall not restrict the power of the Alliance to make any indemnification permitted by law.

The Board of Directors may authorize the purchase of insurance on behalf of any Director, officer, employee, or other agent against any liability asserted against or incurred by it which arises out of such persons status as a Director, officer, employee, or agent or out of acts taken in such capacity, whether or not the Alliance would have the power to indemnify the person against that liability under law. If any part of this Article shall be found in any action, suit, or proceeding to be invalid or ineffective, the validity and the effectiveness of the remaining parts shall not be affected.

Section 3.19 Conflict of Interest

Any member of the Board who has a pecuniary interest in, or conflict with any matter pending before the Board, of such nature that it prevents the member from acting on the matter in an impartial manner or as a representative of the industry stakeholder group which they represent, must disclose the interest or conflict and be given the opportunity to disclose all material facts to the Directors and members of committees with board

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delegated powers considering the proposed transaction or arrangement. After disclosure of the interest or conflict and all material facts, the board or committee will vote on whether an interest or conflict exists. Should an interest or conflict exist, the member will recuse him/herself prior to any discussion and voting on said matter pending before the board or committee.

If the board or committee has reasonable cause to believe a member has failed to disclose an actual or possible conflict or pecuniary interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If after hearing the member's response and after making further investigation as warranted, the board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE IV

Committees

Section 4.01 Committees; Authority

By action of the Board of Directors, the Board may designate and appoint one or more committees. The designation and appointment of any such committee and any delegation of authority to the Committee shall not operate to relieve the Board of Directors, or any individual Director of any responsibility imposed upon the Director by law.

Section 4.02 Other Committees

Other committees not having and exercising the authority of the Board of Directors in the management of the Alliance may be designated and appointed by action of the Board of Directors. Such committees shall be comprised of persons who may or may not be Directors or members.

ARTICLE V

Officers, Agents and Employees

Section 5.01 Officers

The Board of Directors shall elect by majority a Chair, a Vice-Chair a Secretary/Treasurer, and it may, if it so determines, elect other officers and assistant officers as may be deemed necessary. If the Board of Directors so determines, the officers may be designated by such other titles as may be provided in these Bylaws. Any two or more offices may be held by the same person except the offices of Chair, Vice-Chair and Secretary/Treasurer.

Section 5.02 Terms of Office and Removal

Each Officer shall be elected or appointed to office by the Directors and shall serve a two (2) year term in office. The Chair and Vice-Chair terms will begin on alternating years. Unless otherwise provided by action of the Board of Directors, all officers shall be elected or appointed at the annual meeting of the Board. The Secretary/Treasurer shall

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serve a two (2) year term in office. There will not be term limits for Secretary/Treasurer; however, when the office of Treasurer is separated into a separate officer, term limits may be imposed at that time if the Board of Directors so determines. Any officer may be removed by the Board of Directors whenever in its judgment the best interest of the Alliance will be served thereby; provided, however, that removal of an officer shall be without prejudice to the officer's contract rights, if any, and the election or appointment of an officer, shall not of itself create contract rights.

Section 5.03 Powers and Duties of Officers

Subject to the control of the Board of Directors, all officers as between themselves and the Alliance shall have such authority and perform such duties in the management of the property and affairs of the Alliance as may be provided in these Bylaws or by action of the Board of Directors and, to the extent not specifically provided, as generally pertain to their respective offices as follows:

A. Chair

The Chair shall be active in management of the business and, when present, shall preside at all meetings of the Board of Directors, see that all orders and resolutions of the Board of Directors are carried into effect, execute and deliver in the name of the Alliance deeds, mortgages, bonds, contracts and other interests in the name of the Alliance except as otherwise directed in a resolution of the Board of Directors. The Chair shall have such other duties and exercise such other powers as the Board of Directors shall prescribe from time to time. The Chair may also be designated as the Chief Executive Officer.

B. Vice-Chair

In the absence of the Chair or in the event of the Chair's inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall perform such other duties and have such other powers as the Board of Directors may prescribe from time to time, or as the Chair may from time to time provide, subject to the powers and the supervision of the Board of Directors.

C. Secretary

The Secretary shall be responsible for the maintenance of the records of the meetings and its committees, for the preparation and the issuance of notices of all meetings of the Board of Directors and the members, and for the preparation of any written reports for all general activities, in addition to any other duties usually pertaining to the office of Secretary or designated by the Board of Directors

D. Treasurer

The Treasurer shall oversee the financial affairs and records either directly or through the use of employees, agents, accountants, advisors or volunteers. The Treasurer shall keep the budget, prepare financial reports as needed, and perform other duties requested by the Board of Directors or by the Chair. The Treasurer may also be designated as the Chief Financial Officer. In the event, for any reason, that the Alliance shall fail to elect a

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Treasurer, the Chair shall serve in such capacity until a successor is duly elected and qualified. The Vice-Chair shall serve in the Chair capacity until a successor of the Treasurer is duly elected and qualified.

Section 5.04 Agents and Employees

The Board of Directors may appoint agents and employees who shall have such authority and perform such duties as may be prescribed by the Board. The Board may remove any agent or employee at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

Section 5.05 Compensation of Officers, Agents and Employees

The Alliance may pay compensation in reasonable amounts to officers for services rendered such amounts to be fixed by action of the entire Board of Directors. The Alliance may pay compensation in reasonable amounts to agents and employees for services rendered such amounts to be fixed by the Board or, if the Board delegates power to any officer or officers, then by such officer or officers.

ARTICLE VI

Miscellaneous

Section 6.01 Fiscal Year

The fiscal year shall be the calendar year or such other period as may be determined by action of the Board of Directors.

Section 6.02 Corporate Seal. The Alliance shall not have a corporate seal.

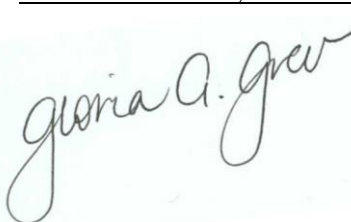
Section 6.03 Amendment of Articles and Bylaw

Bylaws may be adopted, amended or repealed by action of the entire Board of Directors.

CERTIFICATE

The undersigned, being the duly elected Secretary of the NRCGA, certifies that the foregoing Amended Bylaws were adopted by the Board of Directors of NEVADA REGIONAL COMMON GROUND ALLIANCE (NRCGA) on March 8, 2012 and that they have not been revoked, amended, modified or rescinded and are in full force and effect.

Gloria Ann Grev, Southwest Gas Corporation

 , Secretary