

**BYLAWS
OF
UTILITY SAFETY & OPS LEADERSHIP NETWORK NFP**

As duly adopted by the Board of Directors
on the date: January 20, 2022

Prepared by
Wagenmaker & Oberly, LLC

TABLE OF CONTENTS

1	Definitions	1
1.1	Act	1
1.2	Corporation	1
2	Corporate Offices	1
3	Corporate Purposes	1
4	Membership	1
4.1	Membership Class & Eligibility	1
4.2	Voting Rights	2
4.3	General Membership Application	2
4.4	Membership Dues	2
4.5	Suspension and Termination of Membership	2
4.6	Rights upon Termination	2
4.7	Reinstatement	2
4.8	Non-assignment of Membership	2
5	Board of Directors	3
5.1	General Powers	3
5.2	Number and Tenure	3
5.3	Qualifications	3
5.4	Election	3
5.5	Fiduciary Duties	3
5.6	Resignation and Removal	4
5.7	Vacancies	4
5.8	Compensation	4
5.9	Confidentiality	4
6	Meetings of the Board of Directors	5
6.1	Annual Meeting	5
6.2	Special Meeting	5
6.3	Notice	5
6.4	Quorum	6
6.5	Manner of Acting	6

6.6	Telephone/Videoconference Meeting	6
6.7	Action Without a Meeting	6
7	Committees	6
7.1	Appointment of Committees and Committee Members	6
7.2	Committees with Corporate Authority	7
7.3	Committees Without Corporate Authority	7
7.4	Committee Meetings	7
7.5	Resignation and Removal	7
7.6	Quorum and Manner of Acting	7
8	Officers and Agents	8
8.1	Officers	8
8.2	Election and Term of Office	8
8.3	Chair	8
8.4	Vice Chair	8
8.5	Secretary	8
8.6	Treasurer	9
8.7	Executive Director	9
8.8	Delegation of Authority	9
8.9	Removal	9
9	Financial Policies	10
9.1	Fiscal Year	10
9.2	Sale of Assets	10
9.3	Contracts	10
9.4	Loans	10
9.5	Checks, Drafts, Etc.	10
9.6	Deposits	10
9.7	Waiver or Reduction of Fees	10
10	Indemnification of Directors and Officers	11
11	Corporate Limitations	11
11.1	Purpose	11
11.2	Distributions and Private Interest	11
11.3	Lobbying and Legislative Activities	12

11.4	Dissolution	12
12	Miscellaneous	12
12.1	Books and Records	12
12.2	Amendments	12
12.3	Corporate Acquisition, Consolidation, Merger, or Dissolution	12
12.4	Seal	12
12.5	Inconsistencies with Articles of Incorporation	12
12.6	Severability	13
	Certification of Adoption of Bylaws	14

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1 DEFINITIONS

The following terms used in these Bylaws shall have the meanings set forth below.

1.1 Act

“Act” means the Illinois General Not for Profit Corporation Act of 1986, as amended.

1.2 Corporation

“Corporation” means Utility Safety & OPS Leadership Network NFP, an Illinois not-for-profit corporation.

2 CORPORATE OFFICES

The Corporation shall continuously maintain in the State of Illinois a registered office and a registered agent whose office is identical with such registered office. The Corporation may have other offices within or without the state and need not be identical with the principal office in the State of Illinois. The address of the registered office and registered agent may be changed from time to time by the Board of Directors.

3 CORPORATE PURPOSES

As set forth in the Articles of Incorporation, the Corporation is organized and operated for the purpose of performing one or more activities within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”). More specifically, the Corporation is organized and operated to serve as a professional association that is devoted to the improvement of business conditions for utilities, contractors and communication providers (hereinafter referred to as the Association Community) who have a common business interest, and further, to establish strong safety leadership, a reliable Certified Utility Safety Professional (CUSP) program, regulatory and best practices support and updates, and to furnish networking resources for the benefit and advancement of its membership.

4 MEMBERSHIP

4.1 Membership Class & Eligibility

Membership in the Corporation is open to business entities and individual utility safety professionals from around the world who are committed to building excellence in the field of utility safety, and who meet eligibility criteria established from time to time by the Corporation. Members may include, but is not limited to:

- 4.1.1 Corporate Members are corporations, limited liability companies, partnerships, associations and other business or nonprofit organizations that have submitted an application for membership in the Corporation and have been accepted by the Corporation; and

4.1.2 Individual Members are natural persons who have submitted an application for membership in the Corporation and have been accepted by the Corporation.

4.2 Voting Rights

Members of the Corporation shall be entitled to access and participation in the Corporation's programs and other benefits as set forth herein but shall not have statutory voting rights under the Act, but may, at the discretion of the Board, vote to approve advisory opinions.

4.3 General Membership Application

Applications for admission as a member into the Corporation shall be made on forms approved by the Corporation. All applicants eligible and approved by the Corporation or its designee shall, upon payment of the prescribed dues and/or assessments, become members of the Corporation. The Corporation or its designee shall keep all members advised as to the receipt and disposition of the member's respective membership applications.

4.4 Membership Dues

The amount and method of scheduling dues and collection shall be fixed from time to time by the Corporation and set forth in a dues structure document kept current by the Corporation. Membership dues shall be paid to the Corporation and handled as the Corporation may direct, consistent with these Bylaws.

4.5 Suspension and Termination of Membership

Membership in the Corporation may be suspended or terminated for one of the following reasons:

4.5.1 Failure to Pay Dues. A member's failure to pay dues within ninety (90) days after the due date;

4.5.2 With or Without Cause. The Board of Directors may, by affirmative vote of a majority of all the directors present at a meeting at which a quorum is present, suspend or terminate a member with or without cause.

4.6 Rights upon Termination

All rights of membership in the Corporation or in its property shall cease upon suspension or termination of membership.

4.7 Reinstatement

Any terminated member may, upon a majority vote of the Corporation's Board of Directors, be permitted to be reinstated under such terms and conditions as the Board determines are necessary and appropriate, including but not limited to the payment of reinstatement fees by the terminated member requesting reinstatement.

4.8 Non-assignment of Membership

Membership is not transferable or assignable without prior written consent of the Corporation Chief Executive Officer. Each membership terminates on the dissolution of a Corporate Member or the death of the Individual Member. Membership is not a property right that may be transferred after such termination.

5 BOARD OF DIRECTORS

5.1 General Powers

The affairs, business, and all legal matters of the Corporation shall be managed by its Board of Directors.

5.2 Number and Tenure

The Board of Directors shall be composed of nine (9) directors and may increase to fourteen (14) by a resolution of the Board of Directors without amending the Bylaws. The Board of Directors may amend these Bylaws to change the minimum and maximum number of directors, but in no case shall the number be less than three (3).

Each director shall hold office for a term of three (3) years unless the Board shall expressly resolve to elect a director for a shorter term. Directors' terms shall be staggered so that approximately one-third of the director seats are up for election at each annual meeting of the Board. Directors may serve consecutive terms without limit.

5.3 Qualifications

Those who seek to be directors of the Corporation must personally affirm the Corporation's statement of purpose, must abide in all respects with the policies of the Corporation, and must characterize personal commitment to the values of the Corporation. In addition to the foregoing, the Nominating Committee described in section 5.4 below, shall consider the following relevant factors: a director candidate's standing in the community, relevant educational, business or practical experiences in the Corporation, and past contributions to the Corporation.

5.4 Election

- 5.4.1 No less than 120 days prior to the annual meeting of the Board of Directors, to be held during the fourth quarter, the Board shall appoint a Nominating Committee consisting of no less than five members of the Board and up to two additional Members of the Corporation. The Nominating Committee shall develop and distribute a slate of candidates for the Board's consideration no less than thirty days prior to the Board's annual meeting.
- 5.4.2 Directors shall be elected at the annual meeting of the Board by a majority vote, or otherwise as set forth below in Section 5.7. Each director shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided.

5.5 Fiduciary Duties

The following fiduciary duties apply to directors of the Corporation:

5.5.1 Duty of Care

Directors ultimately hold full non-delegable responsibility for the Corporation's actions and well-being. Directors are required to carry out their board responsibilities with careful attentiveness and dedication – attending meetings, actively participating in board deliberations, seeking outside counsel and guidance as appropriate, and ensuring that all state and federal taxes, registrations, returns, and other financial reports required under applicable laws are timely filed.

5.5.2 Duty of Loyalty

Directors must always act in the best interests of the Corporation. This applies not only to decisions that involve their own personal or business loyalties, but also those of other key employees, directors, and officers involved in the Corporation. Directors shall comply at all times with any Conflict of Interest Policy adopted by the Board; and shall refrain from making non-program loans, gifts, or advances to any person, except as permitted under the Act.

5.5.3 Duty of Obedience

Directors are required to ensure that the Corporation's activities adhere and conform to the religious, charitable, or educational purposes set forth in the Corporation's purpose statement at Section 3 above; and to utilize the assets of the Corporation for the best interest of the Corporation's beneficiaries. They are to avoid wasting charitable assets. This includes, but is not limited to incurring penalties, fines, and unnecessary taxes and costs.

5.6 Resignation and Removal

Any director may resign at any time by giving written notice to the Chair of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any director may be removed with or without cause at any time by resolution adopted by a majority of the Board.

5.7 Vacancies

Any vacancy occurring in the Board of Directors by reason of any increase in the number of directors or resignation of a director shall be filled by the Board of Directors as soon as is practicable. A director so elected to fill a vacancy may be elected for the unexpired term of his or her predecessor in office.

5.8 Compensation

Directors shall not receive compensation for their services as directors. This limitation shall not preclude any directors from serving the Corporation, however, in any other capacity and receiving reasonable compensation in consideration for the same. By resolution of the Board of Directors, expenses of attendance, if any, may be reimbursed for a meeting of the Board.

5.9 Confidentiality

As part of their fiduciary duties owed to the Corporation, all directors, officers, and key employees of the Corporation are expected to maintain appropriate confidentiality of information related to the Corporation, including, but not limited to, donor and supporter lists and related records, fundraising strategies, financial information about the Corporation, organizational plans, marketing information, expense information, personnel matters, and all credentials used to access physical or digital media containing information related to the Corporation and any software or services owned, leased, subscribed to, or used by the Corporation for the Corporation's purposes. This includes, but is not limited to, computer login identification and passwords, email login identification and passwords,

serial numbers or software keys for local copies of software, and cloud-based services login identification and passwords. The expectation of confidentiality is intended to prevent unauthorized disclosure to any outside party, except to the extent such information is otherwise disclosed in accordance with the ordinary course of business to the public or third parties or otherwise is required to be disclosed under applicable law. Such confidentiality is expected to be maintained at all times subsequent to service to the Corporation. Each director, officer, and key employee shall annually complete a confidentiality agreement. Notwithstanding the dispute resolution provision contained in Addendum B, the Corporation may enforce this provision as it deems appropriate (including mediation and arbitration at its option), and it shall be entitled to recover attorneys' fees and costs against those found liable for violating this provision.

6 MEETINGS OF THE BOARD OF DIRECTORS

6.1 Annual Meeting

An annual meeting of the Board of Directors shall be held at such time and place, during the fourth quarter of the year, as may be designated by the Chair in accordance with the notice provisions herein below, for the purpose of approving an annual budget, for election of directors and officers, and for the transaction of such other business as may come before the meeting.

6.2 Special Meeting

Special meetings of the Board of Directors may be called by, or at the request of, the Chair or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors called by them.

6.3 Notice

6.3.1 Time

Except as otherwise provided herein, written notice of any meeting of the Board of Directors shall be delivered not fewer than five (5) days nor more than sixty (60) days prior to the date of the scheduled meeting.

6.3.2 Email

Notice requirements may be satisfied by sending an email communication in a timely manner to the director's email address on the Corporation's records. Telephone communications may be useful for establishing the time and place of meeting but shall not be used in lieu of the email notice. At any duly convened meeting of the Board a resolution may be approved concerning future meetings of the Board. Timely emailing of the Board minutes to each director may qualify as notice of the next meeting of the Board if the minute concerning the meeting is clearly set forth and concise in its composition.

6.3.3 Extraordinary Notice

Notice of no less than twenty days shall be provided for meetings of directors called for the purposes of amending the Bylaws or removing a director as required under the Act.

6.3.4 Waiver

Notice of any meeting of the Board of Directors may be waived in writing or electronically, by the person or persons entitled to the notice either before or after the time of the meeting. The attendance

of a director at any meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the expressed purpose of objection to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted, 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, unless specifically required by law or by these Bylaws.

6.4 Quorum

A majority of the directors then in office shall constitute a quorum for the transaction of the business at any meeting of the Board of Directors, provided that if fewer than half of the directors are present at the said meeting, a majority of the directors present may adjourn the meeting to another time without further notice.

6.5 Manner of Acting

The act of a majority of the directors present and voting at a duly convened meeting shall be the act of the Corporation unless the act of a greater number is required by statute, these Bylaws, or the Articles of Incorporation. All references to a vote of the directors of these Bylaws shall mean directors present and voting at a duly convened meeting. Directors may not vote by proxy or under any other power of attorney.

6.6 Telephone/Videoconference Meeting

Any meeting of the directors may be conducted simultaneously in multiple locations if the directors are effectively connected by telephonic, videoconference, or other communications equipment, provided that each director has consented to the use of electronic communications pursuant to applicable Illinois law. Directors or non-director committee members may participate in and act at any meeting of the Board or committee through the use of such equipment, provided all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

6.7 Action Without a Meeting

Any action which may be taken at a meeting of the Board of Directors or a committee thereof, may be taken without a meeting if a consent in writing setting forth the action so taken is approved in writing by all of the directors or all of the members of such committee entitled to vote with respect to the subject matter thereof, as the case may be. The consent shall be evidenced by one (1) or more written approvals, each of which sets forth the action taken and provides a written record of approval. Consent provided by reply email from a director's email address shall be sufficient to constitute written consent. All the approvals evidencing the consent shall be delivered to the Corporation's Secretary to be filed in the Corporation's records. The action taken shall be effective when all the directors or the committee members, as the case may be, have approved the consent unless the consent specifies a different effective date.

7 COMMITTEES

7.1 Appointment of Committees and Committee Members

The Corporation's Board of Directors shall have the power to appoint standing and special committees by a resolution of the Board. The resolution of the Board creating the standing or special committee shall specify:

- a) the task(s) assigned to the committee;
- b) whether or not the committee has authority to act on behalf of the Corporation (see Sections 7.2 and 7.3); and
- c) the duration of the committee, which may be generalized to a period necessary to bring the matter to full resolution.

Unless otherwise designated by the Board, all committee members shall be appointed for one (1) year terms by the Board of Directors beginning each year at the Board's Annual Meeting. The Board shall also designate an individual to serve as chair of the committee.

7.2 Committees with Corporate Authority

The Board of Directors may appoint committees that are delegated certain authority generally reserved to the Board, provided such authority is not prohibited for delegation under the Act. Committees with corporate authority shall be composed of two (2) or more directors; a majority of its membership must be directors; and all the committee members shall serve at the pleasure of the Board.

7.3 Committees Without Corporate Authority

The Board of Directors may appoint committees without corporate authority. These committees will generally be responsible for investigating, reporting, and advising the Board on certain activities and programs as well as making recommendations to the Board of Directors or officers for approval. The committees shall not have authority to bind the Corporation. For purposes of clarity, committees without corporate authority should be identified as advisory boards, commissions, task forces, or similar names. These committees may be composed of persons appointed by the Board of Directors for specific skills and need not be directors or officers of the Corporation.

7.4 Committee Meetings

Meetings of any committee may be called by the Chair of the Corporation, the chairperson of the committee, or a majority of the committee's voting members. Notice of the time and place of any meeting of a committee shall be given at least three (3) days prior to the meeting, and otherwise in accordance with Section 6.3.

7.5 Resignation and Removal

Any member of a committee may resign at any time by giving written notice to the chairperson of the committee or to the Secretary of the Corporation. Such resignation, which may or may not be made contingent on formal acceptance, shall take effect on the date of receipt or at any later time specified therein. Any member of a committee may be removed at any time by resolution adopted by a majority of the Board of Directors.

7.6 Quorum and Manner of Acting

Unless otherwise provided in the resolution of the Board designating a committee, a majority of a committee's members shall constitute a quorum. The act of a majority of committee members present at a meeting with a quorum shall be the act of the committee. A committee may otherwise conduct its meetings and act in accordance with Sections 6.6 and 6.7.

8 OFFICERS AND AGENTS

8.1 Officers

The officers of the Corporation shall consist of a:

- a) Chair;
- b) Vice Chair;
- c) Secretary; and
- d) Treasurer.

Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board.

Any two (2) or more offices may be held by the same person, except that the offices of Chair and Secretary may not be held by the same person concurrently. Directors of the Board may simultaneously serve as officers,

8.2 Election and Term of Office

The officers of the Corporation shall be elected by the Board for a term of one (1) year at the annual meeting of the Board of Directors. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be convenient. Each officer shall hold office until the first of the following to occur: until his or her successor shall have been duly elected and shall have qualified; until his or her death or disability; until he or she shall resign in writing; or until he or she shall have been removed in the manner hereinafter provided. Election or appointment of an officer or agent shall not in itself create contract rights.

8.3 Chair

The Chair shall be a director and may serve as the chief executive officer of the Corporation, unless the Board otherwise authorizes an Executive Director to do so. Subject to the control of the Board, the Chair shall preside at all meetings of the Board as chair of the Board. The Chair may sign documents on behalf of the corporation, as provided below in Section 9. The Chair shall discharge 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.

8.4 Vice Chair

The Vice Chair shall exercise all of the functions of Chair during the absence or disability of the Chair. He or she shall have such powers and discharge such duties as may be assigned to him or her from time to time by the Board.

8.5 Secretary

The Secretary shall:

- a) be responsible for the keeping of the minutes of the Board and committee meetings in one (1) 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 custodian of and maintain copies of all corporate records, including all notices and voting records, whether in electronic or paper form; and
- d) in general, discharge all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Chair or by the Board.

8.6 Treasurer

The Treasurer shall:

- a) monitor the financial books of the Corporation;
- b) keep regular books of account and make them available for inspection at all times to the directors of the Corporation;
- c) render to the Board quarterly or as requested of him or her, an account of the financial condition of the Corporation; and
- d) in general, discharge all duties incident to the office of Treasurer, and such other duties as may be assigned to him or her by the Chair or by the Board.

8.7 Executive Director

If an Executive Director is hired, he or she shall be a non-voting officer and shall supervise and be principally responsible for the day-to-day administrative management of the Corporation. The Executive Director shall work closely with the Chair to ensure that all corporate functions are adequately carried out. The duties and responsibilities of the Executive Director shall include:

- a) carrying out all policies established by the Board;
- b) selecting, employing, training, controlling and discharging all other employees of the Corporation;
- c) attending all meetings of the Board and committees of the Board;
- d) preparing and presenting to the Board regular reports reflecting accomplishment of corporate goals and the Corporation's mission; and
- e) any other duties and responsibilities as may be assigned to him or her by the Chair or by the Board.

8.8 Delegation of Authority

In case of the absence of any officer of the Corporation, or for any other reason that it may deem sufficient, the Board may either delegate the powers or duties of such officer to any director or employee of the Corporation, for the time being, or may eliminate some or all of such powers or duties of such officer, provided a majority of the Board concurs therein.

8.9 Removal

Any officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interest of the Corporation shall be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

9 FINANCIAL POLICIES

9.1 Fiscal Year

The fiscal year of the Corporation shall be from January 1st to December 31st.

9.2 Sale of Assets

A sale, lease, exchange, mortgage, pledge or other disposition of property or assets of the Corporation outside the normal course of business may be made by the Board upon such terms and conditions and for such considerations, which may consist in whole or in part of the money or property, real or personal, as may be authorized by the Board; provided, however, that a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only upon a two-thirds vote of the directors.

9.3 Contracts

The Chair may sign contracts with another officer of the Corporation provided, however, that the Board has authorized him or her, any other officer or officers, or agent or agents to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the Corporation, individually or together, and such authority may be general or confined to specific instances.

9.4 Loans

No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

9.5 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

9.6 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

9.7 Waiver or Reduction of Fees

The Corporation, being organized exclusively for such purposes as set forth in Section 3, shall strive to make its charitable services and programs available to the appropriate general public without undue obstacles to access. It is the general policy of the Corporation that any fees or charges associated with the tax-exempt services and programs of the Corporation shall be waived or reduced in accordance with each recipient's ability to pay. The administrative staff shall have the necessary discretion to make such waivers or reductions when appropriate to ensure the maximum distribution of the Corporation's charitable services and programs.

10 INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the fullest extent permitted by law, the Corporation shall have powers to indemnify any director, officer, former director or officer of the Corporation, or any person who may have served at its request as a director or officer of another entity or joint venture, whether for profit or not-for-profit, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he or she is made a party by reason of being or having been such director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or intentional misconduct in the performance of a duty.

Such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under agreement, recommendation of the Board of Directors, or otherwise. No indemnification or advancement of expenses shall be made under this Section if such indemnification or such advancement of expenses would be inconsistent with: (i) the provisions of Section 501(c)(6) or Section 4958 of the Code or the Treasury Regulations promulgated thereunder; (ii) a provision of the Corporation's Articles of Incorporation or these Bylaws; (iii) applicable state law; or (iv) a resolution of the Board of Directors or other proper corporate action, in effect at the time of the occurrence of the event giving rise to the alleged cause of action asserted in the threatened or pending action or proceeding, which prohibits or otherwise limits such indemnification or such advancement of expenses.

11 CORPORATE LIMITATIONS

11.1 Purpose

The Corporation, being organized for the purpose of performing one or more activities within the meaning of Section 501(c)(6) of the Code, shall not engage in activities or use its assets in manners that are not in furtherance of one or more exempt purposes, as set forth above and defined by the Code, the Treasury Regulations promulgated thereunder, and/or any related IRS pronouncements, except to an insubstantial degree.

The Corporation shall not engage in price-fixing, anti-competitive agreements, or any other unfair methods of competition that restrain trade and are prohibited under the Sherman Act, Federal Trade Commission Act, and/or other current or future federal and state antitrust laws.

11.2 Distributions and Private Interest

The Corporation shall not pay dividends or other corporate income to its officers or otherwise accrue distributable profits or permit the realization of private gain. The Corporation shall have no power to take any action that would be inconsistent with the requirements for tax exemption under Section 501(c)(6) of the Code.

The Corporation shall also have no power to:

- a) Distribute its assets on dissolution, other than described herein;
- b) Permit any part of the net earnings of the Corporation to inure to the benefit of any private individual; and
- c) Serve a private interest other than one that is clearly incidental to an overriding public interest.

11.3 Lobbying and Legislative Activities

The Corporation shall be permitted to engage in lobbying and other legislative activities provided such activities further its corporate purposes and comply with section 501(c)(6) of the Code and other applicable federal tax provisions. No part of the activities of the Corporation shall be participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

11.4 Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively as an exempt organization(s) under Sections 501(c)(3) or 501(c)(6) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for exempt purposes.

12 MISCELLANEOUS

12.1 Books and Records

The Corporation, at its offices, shall keep correct and complete books and records of account, minutes of the proceedings of its Board and committees, and a record of the names and addresses of all Board and committee members. All books and records of the Corporation may be inspected by a director, or his or her agent or attorney, at any reasonable time.

12.2 Amendments

The Articles of Incorporation and these Bylaws may be altered, amended or repealed, and new Articles and Bylaws may be adopted by a two-thirds vote of the directors. Notice of the proposed amendment (including the suggested text of the change) shall be given in writing to all directors per the requirements of Section 6.3 herein, and shall identify the persons proposing the amendment.

12.3 Corporate Acquisition, Consolidation, Merger, or Dissolution

In the event of a proposed acquisition, consolidation, merger or dissolution, the Board of Directors shall adopt a plan setting forth the terms and conditions of the proposed transaction and such other provisions with respect to the proposed transaction as are deemed necessary under applicable state law or desirable. No acquisition, merger, or other dissolution shall be adopted unless approved by a two-thirds vote of the directors.

12.4 Seal

The Corporation shall not maintain a corporate seal.

12.5 Inconsistencies with Articles of Incorporation

If any provision of these Bylaws is inconsistent with a provision of the Corporation's Articles of Incorporation, as amended from time to time, the Articles of Incorporation shall govern.

12.6 Severability

The invalidity or unenforceability of any provision in these Bylaws shall not affect the validity or enforceability of the remaining provisions.

CERTIFICATION OF ADOPTION OF BYLAWS

The undersigned, being a duly elected officer of Utility Safety & OPS Leadership Network NFP, an Illinois not-for-profit corporation, hereby certifies that the attached Bylaws were adopted by the official act of the Board of Directors and the same do constitute the Bylaws of the Corporation.

1/20/2022

Date

Jeff Clemons

Signature

Chairman of Board

Title