

The proposed amendments to Texas811's bylaws introduce two new membership classes: Associate Members and Public Safety Members. Here is a summary of the changes relevant to these additions:

Associate Members

1. Purpose and Eligibility:

- Associate Members aim to promote the corporation's goals, much like Sustaining Members, but with a higher level of involvement.
- Eligible entities include corporations, partnerships, and municipal bodies within Texas that align with the corporation's purpose and pay the required fees.

2. Rights and Limitations:

- Associate Members do not have voting rights.
- They are intended to participate more actively than Sustaining Members and are assessed based on their intent and commitment to support the corporation's goals.

3. Services and Responsibilities:

- Associate Members may receive excavation notices, access educational materials, and receive updates on safety and industry developments. They are also required to provide specific information about their facilities for the corporation's notification center systems.

Public Safety Members

1. Purpose and Eligibility:

- Designed for entities prioritizing public safety but restricted from General Membership due to liability concerns.
- Examples include organizations like the US Army Corps of Engineers or those monitoring sensitive excavation zones (e.g., undetonated munitions or levees).

2. Rights and Limitations:

- Public Safety Members have no voting rights.
- Membership is informational in nature, with limited liability and protections against legal claims due to acts or omissions by the corporation or its members.

3. Services and Responsibilities:

- They are eligible to receive educational resources, public safety information, and excavation notices from the notification center, ensuring they can fulfill their safety mandates.

Subject: Proposed Membership Class Additions to Enhance Inclusivity and Public Safety

Dear Texas811 Members,

We are excited to share two proposed additions to Texas811's membership classes, which are designed to expand the corporation's inclusivity and further its mission of promoting safety, damage prevention, and community welfare.

The new **"Associate"** and **"Public Safety"** membership classes aim to enable participation for entities that may not qualify for General Membership but share a strong commitment to advancing public safety and damage prevention efforts within the state of Texas.

- **Associate Membership** is intended for organizations seeking a more active role in supporting Texas811's initiatives, such as private utility locators, neighboring state 811 Notification Centers, fiber optic sensing, or other damage prevention-related services.
- **Public Safety Membership** is intended for entities focused on protecting public areas and critical infrastructure, such as government agencies or public trusts monitoring excavation safety.

These new memberships will provide participants with access to educational materials, safety alerts, and excavation notifications, enabling them to contribute to public safety efforts without being subject to the full requirements or liabilities of General Membership. Notably, these memberships are intended for entities that do not own or operate underground facilities and, as such, do not qualify as General Members of Texas811. Additionally, Associate and Public Safety Members will serve as non-voting roles, granting participation and resource access without extending the voting rights reserved for General Members.

We believe these additions will strengthen Texas811's ability to foster collaboration and innovation within the damage prevention community, while remaining aligned with our mission to promote excavation safety across the state.

These proposals are now presented for a General Membership vote, with the details attached for your convenience. We encourage you to review the proposed changes thoroughly and take an active role in this important decision-making process. All membership, including the new proposed classes, requires Board of Directors approval for acceptance.

Thank you for your ongoing commitment to safety and collaboration. If you have any questions or need additional information, please don't hesitate to reach out.

All membership, including the new proposed classes, requires Board of Directors approval for acceptance.

Chris Stovall
President & CEO
Texas811

ANNUAL MEETING OF GENERAL MEMBERS OF TEXAS EXCAVATION SAFETY SYSTEM, INC.

Bylaws Amendment

BALLOT

Article XI of the Bylaws states that bylaws may be amended by a majority vote of the General Membership of the Corporation at a meeting of the membership provided previous written notice has been given, and copies of the proposed amendments have been sent by mail to the General Membership.

See proposed amendments highlighted on Page 3 and Page 4.

Member Name: City of Hilshire Village

Amount **PAID**: **\$414.60**

(Please do NOT send payment)

Total Votes: 5

Please choose one of the following:

_____ Yes – I APPROVE

_____ No – I REJECT

ANNUAL MEETING OF GENERAL MEMBERS OF TEXAS EXCAVATION SAFETY SYSTEM, INC.

Bylaws Amendment

PROXY

- I. The undersigned hereby appoints and constitutes Curtis Proske and Christopher Stovall, or either of them, as my lawful attorneys and proxies with full power of substitution and revocation, to attend and represent the undersigned at the Annual Meeting of the General Members of Texas Excavation Safety System, Inc. (dba Texas811), a Texas non-profit corporation, on February 25, 2025. Such proxies are authorized to vote the number of votes that the undersigned is entitled to vote pursuant of the Bylaws of the Corporation on any question, election of Directors, amendments to the Bylaws, resolutions, or other matters that may come before the Annual Meeting of the General Members of the Corporation.
- II. This proxy is revocable at any time prior to its use at the meeting and shall be void if the undersigned attends said meeting.

IN WITNESS WHEREOF, this proxy has been executed on the _____ day of _____, 2025.

Member Name: City of Hilshire Village
Amount **PAID**: \$414.60
(Please do NOT send payment)
Total Votes: 5

Signature

Title

Date

ARTICLE VII

Indemnification

Section 4 Limitation on Indemnification. For the avoidance of doubt, no Sustaining Member, Associate Member, or Public Safety Member shall be required to indemnify and hold harmless any General Member or any other member for any claim or damages arising as a result of any act or omissions by a General Member or any other member. The Sustaining Memberships, Associate Memberships, and Public Safety Memberships are purely voluntary and informational in nature and therefore none are entitled to bring any suit, litigation, or action of any kind against the Corporation for damages or injuries, directly or indirectly sustained or incurred, as a result of any act or omission of the Corporation or a General Member.

The liability, if any, of any Sustaining Member, Associate Member, or Public Safety Member to the Corporation and to each other shall be limited to the amount of their dues and contributions. They shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

Section 7 Mutual Waiver of Claims. The Corporation and the Sustaining Members, Associate Members, and Public Safety Members mutually waive any claims against each other for damages, liabilities, or losses except as expressly provided in these Bylaws or in cases of gross negligence or intentional misconduct.

ARTICLE IX

Admission, Qualification, and Other Membership Rights

Section 2 Classification of Members.

~~(c) **Other Classification of Members.** The Board may designate other classifications of Members, as it may deem necessary.~~

(c) Associate Member. An individual, partnership, corporation, association, cooperative, public trust, governmental agency municipal corporation located within the State of Texas, or other entity, who also wishes to promote the purpose of the Corporation as specified in Article IV of the Articles of Incorporation of this Corporation and has paid any fee or compensation for this class of membership. An Associate Member intends to participate at a higher level of involvement than a Sustaining Member but has no voting rights. Eligibility for an Associate Member is determined by the Board of Directors based on the applicant's commitment to supporting the Corporation's purpose and their stated intent for utilization of the Associate Membership.

(d) Public Safety Member. An individual, partnership, corporation, association, cooperative, public trust, governmental agency, or municipal corporation with facilities, assets, or property who (1) do not qualify as a General Member and for legal reasons will not be considered as either an Associate Member or Sustaining Member, (2) are located within the State of Texas, and (3) are committed to supporting the purpose of the Corporation. Public Safety Members are not subject to General Member indemnifications, as their membership is purely informational in nature and are not entitled to bring any suit, litigation or action of any kind against the Corporation for damages or injuries, whether direct or otherwise, incurred by the Public Safety Member as a result of acts or omissions of the Corporation. Public Safety Members have no voting rights. Entities qualify for Public Safety Membership based on their intent or involvement in public safety as assessed by the Board of Directors and their criteria for evaluating the same.

Section 4 Voting. Only General Members of this Corporation shall be entitled to vote, in person or by proxy, at any Annual or Other Meeting of the members of this Corporation. Each General Member of this Corporation shall be entitled to one (1) vote on all matters submitted, or required to be submitted, to the membership for each One Hundred Dollars (\$100.00), or any portion thereof, paid in membership fees to this Corporation during the twelve (12) month period ending thirty (30) days prior to the date of such meeting. In any election of directors, General Members may cast all of their votes for one candidate or may allocate their votes to candidates in any manner they desire. Sustaining Members, Associate Members, and Public Safety Members may attend and participate in the Annual or Other Meetings of this Corporation but shall have no voting privileges at such meetings.

Section 5 Other Rights and Duties. Associate and Public Safety Members are entitled to: (a) access educational materials, workshops, and seminars; (b) receive newsletters, safety alerts, and industry updates; (c) specific information created by the Corporation's Notification Center for the use of promoting public safety and advancing the Corporation's purpose.

~~Section 6 Facilities Information.~~ ~~The General Member shall be responsible for furnishing such information concerning its underground facilities to this Corporation as may be reasonably required for the operation to the Notification Center. The General Members shall be required to install a TESS-compatible telecommunications device to receive notifications. The Notification Center shall be responsible for notifying the General Member of calls or messages that it has received concerning proposed excavation and shall carry insurance to pay for damages arising from operation of the Notification Center.~~

Section 7 Facilities Information. The General Member, Associate Member, or Public Safety Member shall be responsible for furnishing such information to the Corporation as may be required from time to time. For example, General Members will be required to furnish information concerning their underground facilities to the Corporation as may be reasonably required for the operation to the Notification Center, whereas the specific information provided to the Corporation from Associate and Public Safety Members shall be only those identified as the Associate and Public Safety Members' area(s) of interest and which align with the Company's purpose. The General Members, Associate Members, or Public Safety Members shall be required to install a TESS-compatible telecommunications device to receive notifications. The Notification Center shall be responsible for notifying the General Member of calls or messages that it has received concerning proposed excavation and shall carry insurance to pay for damages arising from operation of the Notification Center. The Notification Center shall notify or otherwise alert Associate Members or Public Safety Members to the extent reasonably necessary based on each such member's particular circumstances as reasonably determined by either the Board of Directors or the officers of the Corporation. The Notification Center will deliver, or will provide permissioned access to, specific information to the Associate and Public Safety Members' telecommunications device(s) that is(are) compatible with the Notification Center's systems.

ARTICLE X

Fees, Assessments, and Conditions of Membership

Section 4 Amendment of Article X. If any material provision of this Article X is amended, it may be accepted or rejected by any General Member that voted against said amendment within sixty (60) days of the date the amendment passed. Failure to give written notice of rejection of any such amendment within sixty (60) days from the date of passage will be considered to be acceptance of the amendment and modification of each General Member's Membership Agreement. If notice is given by a General Member of refusal to accept such material amendment, then it may, within thirty (30) days, terminate its membership by giving written notice of termination to the Corporation. Any such termination shall not relieve the member of the obligation to pay its fees, dues, and assessments prior to the date of such termination. Notwithstanding the foregoing, any amendment of this Article X that exclusively affects only Sustaining Members, Associate Members, or Public Safety Members may be implemented with a majority vote of the Board of Directors.