



# BOARD POLICIES



NORTH CAROLINA 811, INC.

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## ***EXECUTIVE COMMITTEE POLICIES***

### **POLICY 100 – 01/21/2000 – BOARD MEETING ATTENDANCE**

A member of the Board of Directors is expected to attend all, but not less than 75%, of the scheduled, quarterly meetings during each calendar year in which he or she is a member. Failure to do so will result in an automatic termination from the Board unless excused absences are granted by the President of the Board. Circumstances that qualify as an excused absence (granted at the discretion of the Board President) include: death or severe illness in the family, short-term personal illness, corporate crisis, or natural disaster. If possible, a member should notify the Board President in advance when unable to attend a meeting of the Board. Board members who cannot meet attendance requirements for reasons other than those defined as excused absences, shall advise the Board President of their resignation, and if appropriate, recommend a replacement from their organization to complete his or her term.

### **POLICY 101 – 10/17/08 – PARTICIPATION IN BOARD DISCUSSIONS BY NON-BOARD MEMBERS**

Persons attending any quarterly meeting or special meeting of the Board of Directors who are not members of the Board, the Executive Director or an employee of North Carolina 811 may not participate in any discussion by the Board unless a member of the Board of Directors or the Executive Director requests that a certain person be allowed to address the Board regarding the matter under discussion.

This policy shall not apply to any attendee at a Board meeting who is serving in an official liaison role established by the Board such as NCDOT representative or NC League of Municipality representative. This policy does not apply to the annual meeting.

### **POLICY 102 – 01/19/2024 – BOARD MEMBER EXPENSES**

Certain Board member expenses relative to attending the regular quarterly Board meetings each year will be funded and paid for from the NC811 annual expense budget, these expenses include:

- 1) Lodging and dinner accommodations provided by NC811 for the evening before the day of the Board meeting.
- 2) Breakfast accommodations provided by NC811 for the morning of the Board meeting.
- 3) NC811 will assume the cost for one preregistered guest per Board Member attending the quarterly Board dinners. Any additional travel costs are the responsibility of the Board Member or their guest.

All other transportation, meal, lodging and any other miscellaneous travel expense of Board members (to include any Board member's guest) associated with attending regular quarterly Board meetings or pre-meeting activities, special Board meetings and various Board committee meetings shall be the responsibility of the Board member unless otherwise deemed by the Board to be an element of the NC811 annual expense budget.

Significant, yet reasonable, travel and miscellaneous expenses of a Board member resulting from attendance at related NC811 "special event" sessions other than those noted above, either inside or outside the state of North Carolina, shall be reimbursed from the NC811 general expense budget when such expenses meet the following criteria:

- 1) Attendance at the event is deemed pivotal to the ongoing success of NC811 or critical to the ongoing functions of the Board;
- 2) The NC811 Executive Director has had opportunity for input as to the potential value of a Board member attending the event;
- 3) Attendance has been approved by the Board in advance of the event;
- 4) Only Board member expenses are covered; and
- 5) The related expense reimbursement voucher submitted to the NC811 director is supported with appropriate receipts.

## POLICY 103 – 07/22/11 – BOARD GOVERNANCE

It is the intent of the Board to provide a more diverse makeup of the stakeholders that utilize North Carolina 811, Inc. A Board made up of members of different industry types will provide greater benefit to the operation of NC811, Inc. The Board of Directors will be no more than twenty three Directors.

There will be six (6) “Designated Seat Directors”:

- Five (5) directors shall be appointed by the five (5) members that receive the largest number of Transmissions during the twelve (12) months ended June 30 of the calendar year (“Fiscal Year”) preceding the year in which the terms of office of such directors begin. These directors shall be employees of the member who appointed them, shall serve a term of one (1) year, and may be reappointed for any number of successive terms so long as the appointing member remains one of the five (5) members that are sent the largest number of Transmissions during the Fiscal Year preceding appointment.
- One (1) director shall be appointed by the member that is a Municipality that receives the largest number of Transmissions during the Fiscal Year preceding the year in which the term of office of such director begins. This director shall be an employee of the appointing Municipality, shall serve a term of one (1) year, and may be appointed to any number of successive terms so long as the appointing Municipality continues to be the Municipality that is sent the largest number of Transmissions during the Fiscal Year preceding appointment.

There will be thirteen (13) “Elected” directors that will be elected by the members. The thirteen defined directors are as follows:

- TELECOMMUNICATIONS – An investor owned entity that provides local telephone service and/or long distance telephone service and/or cellular telephone service and/or broadband internet service and/or video service. They must be licensed or authorized to provide services in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- WATER/SEWER CORPORATION/AUTHORITY – A municipality that provides water/sewer service and/or a privately owned association that provides water service to its membership and/or a public body that owns or operates facilities for the treatment and disposal of the sewerage generated by the political subdivisions comprising its district authority. The entity must be licensed or authorized to provide services in North Carolina and must be a member in good standing with North Carolina 811, Inc.
- MUNICIPALITY – A municipal is an incorporated entity that is composed of a clearly defined territory and commonly denotes a city, town or village. For this purpose a municipal must provide services such as water/sewer and/or natural gas and/or power to its population and must be a member in good standing with North Carolina 811, Inc.
- ELECTRIC MEMBERSHIP COOPERATIVE - A consumer owned cooperative that distributes power services to its members. They must be licensed or authorized to provide services in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- ELECTRIC INVESTOR OWNED POWER COMPANY – An investor owned entity that transmits, distributes and or generates power for its consumer base. They must be licensed or authorized to provide services in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- TELEPHONE MEMBERSHIP COOPERATIVE – A consumer owned cooperative that provides local telephone service and/or long distance telephone service and/or cellular telephone service and/or broadband internet service and/or video service to its members. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- NATURAL GAS COMPANY – A Public Utility Company that operates as both a local distribution company and/or a transporter of natural gas to industrial, commercial and residential customers. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- LIQUID OR NATURAL GAS PIPELINE COMPANY – A privately held company that transports liquid petroleum products or natural gas and/or treats these products during its transportation. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- DESIGN/ ENGINEERING COMPANY – A company that provides professional design and/or engineering services. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc. The Nominations Committee will seek the recommendation of the

American Council of Engineering Companies of North Carolina or the Professional Engineers of North Carolina or the North Carolina Section of the American Society of Civil Engineers.

- PLUMBING OR IRRIGATION CONTRACTOR – A company that plans and/or constructs and/or installs and/or maintains, plumbing, sewer, water, water conditioning, wells, irrigation systems, and lawn irrigation systems. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc. The Nominations Committee will seek the recommendation of the North Carolina Landscape Contractors Association or the North Carolina Chapter of Plumbing Heating Cooling Contractors Association.
- ROAD BUILDER – A privately owned company that is in the business of planning and building roads. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- EXCAVATION CONTRACTOR – A privately owned company that utilizes manual and/or mechanized equipment to disturb the ground. They must be licensed or authorized to do business in the state of North Carolina and must be a member in good standing with North Carolina 811, Inc.
- CONTRACT LOCATOR – A privately owned company that performs underground utility locate services to a member of North Carolina 811, Inc.

There will be two (2) “Appointed” Directors:

- One (1) director shall be an employee of the North Carolina Department of Transportation appointed by the Highway Administrator.
- One (1) director shall be a representative of the North Carolina League of Municipalities appointed by its Executive Director.

The Elected and Appointed directors noted above will serve a 3 year term. Any member can nominate a candidate for an elected Board position.

The utilization of two (2) at-large seats on the Board of Directors will be at the discretion of the Board and may be filled at any time to a term whose length is at the discretion of the Board, but not to exceed three (3) years. An at-large position(s) recommendation may be made by any member, and shall be elected to the Board by the Board of Directors. Action by the Board of Directors to fill an at-large seat will be conducted by secret ballot.

All potential candidates must be reviewed and approved by the process and procedures of the Nominations Committee (see Job Descriptions Board Officers Policy – VP of Nominations)

To allow for stability and continuity on the Board, there will be staggered elections – each year 1/3 of the elected and appointed Director’s positions will be up for (re)election to serve a term of three years.

#### POLICY 104 – 10/18/2019 – JOB DESCRIPTIONS – BOARD OFFICERS

Attached are the job functions for the officers of the Board and committee responsibilities for the Board committees:

Vice President – Operations and Long Range Planning Committee  
Vice President – Finance and Treasurer and Finance Committee  
Vice President – Public Affairs/Legislation and Legislation Committee  
Vice President – Membership and Nominations Committee Secretary

This will also be the order of ascension should the President be unable to perform his duties. The Board will elect officers at the annual meeting.

Each committee chairperson is allowed to select their committee members. The immediate past President shall serve on the Executive Committee and Membership Nominations Committee for 1 year.

## JOB FUNCTIONS FOR PRESIDENT

### I. PRESIDENT

- a. This position is elected by the Board of Directors of North Carolina 811, Inc. at the annual meeting of each calendar year and shall be in accordance with the policy for BOARD OFFICER EXPERIENCE AND QUALIFICATIONS unless otherwise agreed to by the Board of Directors.
- b. This position shall be the Chief Executive Office of the Corporation and shall have all the duties and authority normally incident to that office.
- c. This position shall, when present, preside at all meetings of the Board of Directors and members.
- d. This position shall also have such other duties and authority as may be prescribed from time to time by the Board of Directors.
- e. This position is a member of the Executive Committee of the Board of Directors.
- f. This position shall chair the Executive Committee and report any actions taken by the Executive Committee during Executive Session of the next scheduled Board meeting.

## JOB FUNCTIONS FOR VICE PRESIDENT-OPERATIONS AND LONG RANGE PLANNING COMMITTEE

### I. VICE PRESIDENT-OPERATIONS

- a. This position is elected by the Board of Directors of North Carolina 811, Inc. at the annual meeting of each calendar year and shall be in accordance with the policy for BOARD OFFICER EXPERIENCE AND QUALIFICATIONS unless otherwise agreed to by the Board of Directors.
- b. This position is a member of the Executive Committee of the Board of Directors.
- c. This position shall chair any scheduled or called meetings of the Board of Directors when the President of the Board is absent.
- d. This position shall chair the Long Range Planning Committee for North Carolina 811, Inc.
- e. This position is the point of contact for the Executive Director to the Board of Directors.
- f. This position shall, with the assistance of the Executive Director, monitor the operations/results of North Carolina 811, Inc.
- g. This position shall, in conjunction with the Executive Director, establish annual operational objectives for North Carolina 811, Inc.
- h. This position, including the Vice President-Finance shall be the "second signature" for checks exceeding \$25,000.

### II. LONG RANGE PLANNING COMMITTEE

- a. The Long Range Planning Committee shall develop and present to the Board of Directors for their approval, a long range plan of operations for North Carolina 811, Inc.
- b. The committee members shall be selected by the chair of the committee.
- c. The President and Vice President-Finance and Executive Director shall be members of the committee.
- d. This committee shall, from time to time, meet for the purpose of monitoring or adjusting the plan.
- e. A report of the status of the current long range plan shall be presented at each regularly scheduled meeting of the Board of Directors of North Carolina 811, Inc. This report shall be presented by the chair of the committee or his designee.

## JOB FUNCTIONS FOR VICE PRESIDENT-FINANCE AND TREASURER AND FINANCE COMMITTEE

### I. VICE PRESIDENT-FINANCE AND TREASURER

- a. This position is elected by the Board of Directors of North Carolina 811, Inc. at the annual meeting of each calendar year and shall be in accordance with the policy for BOARD OFFICER EXPERIENCE AND QUALIFICATIONS unless otherwise agreed to by the Board of Directors.
- b. This position is a member of the Executive Committee of the Board of Directors.
- c. This position shall chair any meeting of the Finance Committee.
- d. This position selects members of the Finance Committee.
- e. This position including the Vice President-Operations shall be the "second signature" for checks exceeding \$25,000.
- f. The Treasurer is the legal custodian of all funds and securities of the Corporation and receives, disburses and deposits them as directed by the Board of Directors.

- g. The Treasurer is responsible to ensure that accurate financial books are maintained and year end reports of assets and liabilities including returns required by the Federal, State and local laws are completed.
- h. The Treasurer is responsible for obtaining a licensed accountant to perform an annual audit of the corporation books.

II. FINANCE COMMITTEE

- a. The Finance Committee shall develop a proposed budget annually and present to the Board of Directors for their approval.
- b. The Finance Committee monitors the progress of the budget each year and reports their findings at the regularly scheduled meetings of the Board of Directors.
- c. The committee is responsible for proposing revenue increases/decreases.
- d. The committee is responsible for determining the transmissions prices in conjunction with the development of a proposed annual budget.
- e. The committee is responsible for assisting the Treasurer to assist in meeting his/her individual responsibilities.
- f. The President and Vice President-Operations shall be members of this committee.

JOB FUNCTIONS/COMMITTEE RESPONSIBILITIES FOR VICE PRESIDENT-PUBLIC AFFAIRS/LEGISLATION AND LEGISLATIVE COMMITTEE

I. VICE PRESIDENT-PUBLIC AFFAIRS/LEGISLATION

- a. This position is elected by the Board of Directors of North Carolina 811, Inc. at the annual meeting of each calendar year and shall be in accordance with the policy for BOARD OFFICER EXPERIENCE AND QUALIFICATIONS unless otherwise agreed to by the Board of Directors.
- b. This position shall chair any meetings of the Public Affairs/Legislation Committee.
- c. This position is a member of the Executive Committee.

II. PUBLIC AFFAIRS/LEGISLATION COMMITTEE

- a. The primary mission of this committee is to monitor, develop and recommend changes to applicable state law(s) and promote safety in the utility and excavating industries in North Carolina. The inclusion of as many stakeholders as practical from the excavator, utility and general public sectors in fulfilling this mission is encouraged.
- b. The committee members shall be selected by the chair of the committee.
- c. Other essential duties include;
  - 1) promotion of communication among the stakeholders of the various groups with direct or indirect interest in subsurface installations of utilities in the state of North Carolina,
  - 2) monitoring the activities of the various stakeholder groups in the state with regard to potential proposed changes in legislation affecting the safety involved in the placement of underground facilities, locating underground facilities and excavation in the proximity of underground facilities,
  - 3) participating with other stakeholder groups in gathering positions with regard to underground utility safety as well as providing the Boards position to those stakeholder groups,
  - 4) and, monitoring national trends in underground utility safety as well as individual state statutes affecting underground utility safety.
- d. This committee shall present the status of its activities as appropriate at each regularly scheduled meeting of the Board of Directors of North Carolina 811, Inc.

JOB FUNCTIONS/COMMITTEE RESPONSIBILITIES FOR VICE PRESIDENT-MEMBERSHIP AND NOMINATIONS COMMITTEE

I. VICE PRESIDENT-MEMBERSHIP

- a. This position is elected by the Board of Directors of North Carolina 811, Inc. at the annual meeting of each calendar year and shall be in accordance with the policy for BOARD OFFICER EXPERIENCE AND QUALIFICATIONS unless otherwise agreed to by the Board of Directors.
- b. This position is a member of the Executive Committee.
- c. This position shall chair any Membership or Nominations Committee meetings.
- d. This position calls meetings of the Committee as necessary to fulfill the responsibilities of the committee and

makes reports to the Board of Directors as required.

## II. NOMINATIONS COMMITTEE

- a. The mission of the Nominations Committee is to evaluate and seek qualified candidates to nominate for the Board of Directors of North Carolina 811, Inc. to ensure the members have an opportunity to elect candidates who are competent and committed to representing the collective interest of the membership.
- b. It is the responsibility of the committee to identify and select qualified candidates to stand for election or to fulfill an unexpired term created by the loss of a duly elected member of the Board of Directors.
- c. It is the responsibility of the Nominations Committee to obtain the appropriate documentation and biographies of prospective candidates for a seat on the Board of Directors of North Carolina 811, Inc. and to present them as appropriate for election or to fulfill an unexpired term.
- d. The Nominations Committee shall present a slate of qualified candidates at the third quarter meeting of the Board of Directors for terms due to expire in January of the upcoming calendar year.
- e. It is the responsibility of the Nominations Committee to ensure that a true and accurate ballot and proxy is developed and presented or mailed to each voting member for the annual election of members of the Board of Directors of North Carolina 811, Inc.
- f. It is the responsibility of the Nominations Committee to audit the results of the annual election of members of the Board of Directors of North Carolina 811, Inc.
- g. The Nominations Committee shall recommend a slate of candidates to the Board of Directors for the Executive positions for their consideration at the annual meeting.
- h. A member of the Nominations Committee should participate with the Executive Director in providing an orientation session with any new Board members.
- i. Prior to seeking candidates for election, the Nominations Committee will meet to review the representation and skills of the Board of Directors.
- j. During the 3Q Board Meeting, the list of candidates whose terms expire by the next election will be presented.
- k. In conjunction with the staff of North Carolina 811, the Nominations Committee will prepare a bio of each candidate, ballots, assist in the mailing, counting and certifying the election results.
- l. When a Board Member leaves the position while seated on the Board, the Nominations Committee will evaluate and recommend a replacement for the unexpired term.

## III. MINIMUM REQUIREMENTS FOR CANDIDACY

- a. Employee of a member company of North Carolina 811, Inc.
- b. Experience with underground damage prevention for at least a year. The experience may include overseeing the underground damage prevention for a company, served on a Board similar to North Carolina 811, Inc., and/or participated on committees associated with underground damage prevention.
- c. Mid-Level Manager or higher in his/her company.
- d. A letter of support from CEO, COO, City Manager, General Manager, etc.
- e. Experience serving on various committees in his/her community.

The mission of the Nominations Committee is to evaluate and seek qualified candidates to nominate for the Board of Directors of North Carolina 811, Inc. to ensure the members have an opportunity to elect candidates who are competent and committed to representing the collective interest of the membership. This committee is charged with presenting a slate of candidates at the third quarter Board Meeting for terms that are due to expire in January of the upcoming calendar year. The job functions/committee responsibilities for the Vice President-Membership and Nominations Committee are outlined in the Board Policy Manual, page 9 (Policy 104, Job Descriptions-Board Officers).

The Board of Directors of North Carolina 811 approved a change in the make-up of the Board on October 17, 2008. This change limits to number of directors to “no more than twenty-three (23), (Section 4.2) excepting a transition period as defined in Section 4.2. These twenty-three seats are defined as six (6) designated seats (Section 4.2, a and b); fifteen (15) elected seats who shall be from certain membership categories (Section 4.2, c); two (2) “appointed seats” (Section 4.2 d and e). Two (2) of the elected seats are designated for “at-large” members and by agreement will be filled at the discretion of the Board of Directors.

The following is intended to define certain processes and guidelines for the Vice-President-Membership and Nominations and his/her committee.



#### TIME FRAME FOR DECLARATION OF INTENT TO SEEK ELECTION/RE-ELECTION TO THE BOARD OF DIRECTORS.

Any member that wishes to seek election or re-election to the Board of Directors must advise the Vice President-Nominations no later than October 1<sup>st</sup> of the year before the seat is to be filled by the electoral process and provide the required documentation for the committee's review. This will allow the committee to perform the required "due diligence" to determine if a candidate meets the requirements.

#### TIME FRAME FOR PRESENTING SLATE OF CANDIDATES FOR ELECTION/RE-ELECTION TO THE BOARD OF DIRECTORS AND DEFINING WHEN THE NOMINATIONS PROCESS IS CLOSED.

The Vice-President (or his designated representative) will present a slate of candidates at the third quarter Board of Directors Meeting for election/re-election for seats that expire at the conclusion of the annual meeting that is held in January of the following year (the fourth quarter/annual meeting). At such time this slate of candidates is presented to the Board of Directors for their approval, the nominations process for those available seats is closed.

#### AT-LARGE MEMBERSHIP SEATS

The utilization of the two (2) at-large seats on the Board of Directors is at the discretion of the Board and may be filled at any time to a term whose length is at the discretion of the Board, but not to exceed 3 years. An At-Large position(s) recommendation may be made by any member and shall be processed, provided that the Vice-President-Membership and Nominations and his/her committee is provided the required documentation and given sufficient time to perform the required due diligence to present a recommendation to the Board of Directors at a regularly scheduled or called Board meeting. Action by the Board of Directors to fill an at-large seat will be conducted by secret ballot.

#### JOB FUNCTIONS FOR SECRETARY

##### I. SECRETARY

- a. This position is elected by the Board of Directors of North Carolina 811, Inc. at the annual meeting of each calendar year and shall be in accordance with the policy for BOARD OFFICER EXPERIENCE AND QUALIFICATIONS unless otherwise agreed to by the Board of Directors.
- b. This position is a member of the Executive Committee of the Board of Directors.
- c. This position shall have the responsibility and authority to maintain and authenticate the records of the corporation;
- d. This position shall ensure accurate records are kept of the acts and proceedings of all meetings of members, directors and committees.
- e. This position shall sign instruments requiring the signature of the Secretary of the Corporation.

#### POLICY 105 – 04/20/2007 – EXECUTIVE DIRECTOR ANNUAL EVALUATION

The Executive Committee shall be responsible for the preparation and presentation of the Executive Directors annual evaluation. The Vice President of Operations will survey the full Board prior to the completion of the written evaluation for their input. The Executive Committee will summarize this input and include it in the final evaluation.

#### POLICY 106 – 07/16/10 – BOARD MEETING AND ANNUAL MEETING MINUTES

Board meeting and annual meeting minutes should be prepared and distributed within thirty (30) days of the adjournment of a scheduled Board meeting.

#### POLICY 107 – 10/17/2024 – BOARD MEETINGS

The Board of Directors of North Carolina 811, Inc. conducts four (4) regularly scheduled quarterly meetings per year. These meetings are open to all members and guests that have an interest in North Carolina 811, Inc. safety and damage prevention. The meetings are held in the months of April, July, October and January of the following year. The January meeting is considered the annual meeting in accordance with the bylaws of the corporation.

## **OPERATIONS AND LONG RANGE PLANNING COMMITTEE**

### **POLICY 200 - 04/15/1993 – RECORD RETENTION**

Each and every record (written or electronic, or by whatever means received or transmitted) having to do with transmissions concerning excavation shall be retained by the company for a period of forty-eight (48) months from the date of receipt or transmission of such record.

### **POLICY 201 – 03/01/2025 – HOURS OF OPERATION**

North Carolina 811, Inc. will be open for regular hours between ~~7:00 a.m. and 7:00 p.m.~~ 7:00 a.m. and 6:00 p.m. Monday through Friday for the purpose of receiving underground utility locate requests and transmitting them to its appropriate members. During the time outside these hours and Saturdays and on Sundays, only emergency requests, 3 hour notices and damage reports will be taken. Any changes to the aforementioned will be subject to Board of Director approval.

### **POLICY 202 – 04/14/2000 -- OBSERVED HOLIDAYS**

The holidays recognized and observed by North Carolina 811, Inc. will be as follows:

- a. New Year's Day
- b. Good Friday
- c. Memorial Day
- d. Independence Day
- e. Labor Day
- f. Thanksgiving Day
- g. Friday after Thanksgiving (center open with skeletal staffing)
- h. Christmas Eve Day
- i. Christmas Day
- j. One (1) optional holiday (with management's approval)

If any NC811 holiday falls on a Saturday, observance of that holiday will be Friday, the preceding day. If the NC811 holiday falls on a Sunday, observance of the holiday will be on Monday, the next day

### **POLICY 203 – 01/22/1994 – SAFETY AND DAMAGE PREVENTION POLICY**

In the interest of public safety, North Carolina 811, Inc. will strive to promote "call before you dig" at every opportunity.

North Carolina 811, Inc. will also in the interest of its members establish safety and damage prevention programs that can be disseminated at member locations, contractor safety meetings, as well as public events. North Carolina 811, Inc. will also pro-actively seek out opportunities to partner with appropriate other organizations and associations to educate the digging public with regard to "call before you dig". It is through these activities that reduced damages to member facilities will be achieved as well as public safety enhanced.

North Carolina 811, Inc. will make an effort to notify all members in a geographic area of any upcoming events, sponsored or orchestrated by North Carolina 811, that it will be participating in. Any member who wishes to have input or participation at such an event will be allowed to as long as it is within good business practices, and is in the interest of the total membership.

### **POLICY 204 – 01/20/1995 – MEMBER EQUIPMENT**

Any member originating or receiving 100 or more tickets per month will have North Carolina 811, Inc. approved receiving equipment. Each member is responsible for keeping the equipment in good working order and supplying an alternate means of contact when the equipment is out of service.

POLICY 205 – 04/14/2000– RTE (REMOTE TICKET ENTRY) Updated 1/19/2018

North Carolina 811, Inc. encourages the use of the web based remote ticket entry (RTE) process to both members and excavators who meet and abide by the standards established by North Carolina 811, Inc. Members and Excavators who utilize RTE will be required to enter into an RTE Agreement. The authorized user designated by the Member/Excavator will also be required to enter into an RTE User Agreement. North Carolina 811, Inc. may suspend an RTE user account at any time for failure to comply with standards established by North Carolina 811, Inc. or as otherwise deemed reasonably necessary.

POLICY 206 – 01/22/1994 – COMPUTER MODERNIZATION

North Carolina 811, Inc. will stay abreast of current technology in computer and computer programs pertaining to the one call industry. North Carolina 811, Inc. will supply such equipment as the membership requires for efficient and effective service.

POLICY 207 – 01/22/1994 TELEPHONE SYSTEM MODERNIZATION

North Carolina 811, Inc. will utilize a telephone system as required for efficient and effective service of the center. The system must provide the necessary management tools to ensure monitoring effectiveness.

POLICY 208 – 07/15/2020 – TRADE SECRET/CONFIDENTIAL/PROPRIETARY INFORMATION POLICY

Due to technology, the form of information frequently changes the nature and exact scope of the terms “Confidential, Proprietary and Trade Secret” Information. In general, these terms include the following types of information concerning North Carolina 811, Inc., as well as information acquired by North Carolina 811, Inc. concerning or regarding its members:

1. Any “trade secret” which is defined under the federal Uniform Trade Secrets Act (18 U.S. Code § 1839) to mean all forms and types of financial, business, scientific, technical, economic or engineering information, including patterns, plans, data compilations, program devices, formulas, designs, prototypes, methods, techniques, processes, procedures, programs, or codes, whether tangible or intangible, and whether or how stored, compiled, or memorialized physically, electronically, graphically, photographically, or in writing, if (a) the owner thereof has taken reasonable measures to keep such information secret, and (b) the information derives independent value, actual or potential, from not generally being known to, and not being readily ascertainable through, proper means, by the public;
2. Any “trade secret” which is defined under the North Carolina Trade Secrets Protection to N.C. Gen. Stat. § 66-152 et seq. mean any information, including formula, pattern, program, device, compilation of information, method, technique, or process that (a) derives independent actual or potential value from not being generally known or readily ascertainable through independent development or reverse engineering by persons who can obtain economic value from its disclosure or use; and (b) is the subject of efforts that are reasonable under the circumstances to maintain in secrecy; and
3. Any and all information disclosed to any director, officer, employee or agent of North Carolina 811, Inc. in the regular course of their duties to North Carolina 811, Inc. that is not generally known to the general public, which includes North Carolina 811 Inc.’s entire data base, as well as other information about North Carolina 811 Inc.’s members, strategic plans, finances, processes, computer programs, research projects, financial data, personnel information, accounts, billing methods, data security methods, internal affairs, legal affairs, operating procedures, budgets, and detailed member information.
4. Any trade secret, confidential or proprietary information which is acquired by any employee, vendor, officer or director of North Carolina 811, Inc. in the ordinary course of performance of their duties on behalf of North Carolina 811, Inc. shall be held in the strictest confidence by such individual. Such individual shall only disclose such trade secret, confidential or proprietary information to the specific officer, director, and/or employees of North Carolina 811, Inc. as required to perform their specified duties. Any other disclosure is strictly prohibited. No employee, vendor, officer, or director of North Carolina 811, Inc. shall reproduce, summarize or copy any Confidential, Proprietary or Trade Secret information of North Carolina 811, Inc. or of its members, except as expressly authorized by North Carolina 811, Inc.’s Executive Director.

5. North Carolina 811, Inc. may only disclose detailed member information to the respective member, or with the respective member's prior written authorization.
6. Nothing contained in this Policy 210 prevents North Carolina 811, Inc. from disclosing aggregate data or trends that does not contain specific member information.
7. Nothing contained in this Policy 208 prevents North Carolina 811, Inc. from responding to a court order or a valid and effective subpoena, provided that North Carolina 811, Inc. will take all reasonable efforts to limit disclosure to the minimum amount of information required, if any, and to seek recovery of associated costs, per Policy 210. North Carolina 811, Inc. reserves the right to notify members prior to disclosure in the event specific member information is sought *via* court order, subpoena or through other legal process.

#### POLICY 209 – 01/01/2001 – TERM OF A LOCATE

The term of a locate shall be defined by the existing N.C. underground damage prevention act. In the absence of specificity in current legislation, the general industry standard of 15 days shall prevail (15 working days from the date of initial notification).

#### POLICY 210 – 07/15/2020 – INFORMATION DISBURSEMENT

1. Members of North Carolina, 811 are entitled to information concerning their own data free of charge, unless the request involves information concerning other members or requires assistance from North Carolina 811, Inc.'s legal counsel.
2. North Carolina 811, Inc. will provide information to third parties, including non-members, that pertains to services required by N.C. Gen. Stat. § 87-120 and the public policy set forth in N.C. Gen. Stat. § 87-116 upon proper service of valid subpoena or court order. North Carolina 811, Inc. will require third parties to reimburse for all reasonable costs incurred in providing the requested information, including attorneys' fees, as appropriate, including an hourly rate of staff members, as determined from time to time by the Board of Directors.
3. North Carolina 811, Inc. will take all reasonable efforts to limit disclosure to the minimum amount of information required, and to prohibit disclosure of information for commercial purposes.

#### POLICY 211 – 10/17/08 – LOCATE CONTRACTOR MEMBERS LOCATING FOR NON-MEMBERS UTILIZING A MEMBERS TRANSMITTED DATA

A locate contractor member may not locate facilities for a non-member by using a member transmission received by the locate contractor member on behalf of a member. Failure to comply with this policy, at the discretion of the Board, may result in (a) interruption of transmission delivery or (b) termination of membership.

Nor can a member provide to a non-member a copy of a locate notification for the purpose of a non-member locating their lines.

#### POLICY 212 – 07/21/1995 – SURVEY LOCATE REQUESTS *Eliminated, 10/18/2013*

~~It is the policy of North Carolina 811, Inc. to take any and all request for underground facility locates. For those that are for survey activity, the caller will be advised that the member utilities affected will be notified and should respond within 10 working days.~~

#### POLICY 213 – 10/17/08 – SUSPENSION OF TRANSMISSION DURING DISASTERS

Any member may request NC811 to suspend transmissions to all or any portion of its service area due to emergencies such as natural or man-made disasters. Such a request may be made by any form of communication available to the member at the time of the request but shall be followed up with a written confirmation to the Executive Director of NC811 within 24 hours. If transmissions for the member are sent to a locate contractor, a request for suspension shall be made only by the member utility and shall not be accepted from the locate contractor. The member utility company shall also advise the

Executive Director of NC811 when to resume sending transmissions to the original location, which shall likewise be confirmed in writing within 24 hours of the resumption request.

POLICY 214 – 01/15/1999 – VOICE RECORD OF CALLS

A voice recording shall be maintained of all incoming calls concerning notifications to locate underground facilities.

POLICY 215 – 01/15/1999 – DOCUMENTED OWNER/OPERATOR VERIFICATION OF DATA SUBMITTED BY FACILITY OWNER/OPERATORS

North Carolina 811 shall return the geographic description database documentation to the member facility owner/operator annually and after each change for verification and approval prior to inclusion to the database.

POLICY 216 – 01/15/1999 – SINGLE TOLL FREE STATEWIDE NUMBER WITH NATIONWIDE ACCESS

North Carolina 811 shall have a single toll free statewide number with nationwide access.

POLICY 217 – 01/15/1999 – DOCUMENTED OPERATING PROCEDURES AND TRAINING MANUAL

North Carolina 811 shall have documented operating procedures and training manuals on file in the center and they shall be available for all employees and members.

POLICY 218 – 01/15/1999 – DATABASE

The participating members of North Carolina 811 shall be responsible for indicating the areas of the state, by place or grid or street that they wish to receive locate notifications from North Carolina 811.

POLICY 219 – 01/15/1999 – ADVISE CALLER OF MEMBER NOTIFICATION

North Carolina 811 will provide the caller with the ticket number and names of the facility owners/operators who will be notified for each locate request.

POLICY 220 – 10/20/2000 – AFTER-THE-FACT LOCATE REQUESTS

After-the-fact locate requests will not be accepted by North Carolina 811, Inc. except in the case of emergency excavations.

~~POLICY 221 – 07/01/2008 – TICKET START TIME Eliminated, 07/15/2015~~

~~It is the policy of North Carolina 811, Inc. that all notices of intent to excavate received by it are deemed to have been received at 12:01 A.M. on the next working day following the day of actual receipt (the “ticket start time”), and that the 2-day and 10-day statutory periods are calculated from the ticket start time.~~

POLICY 222 – 01/19/2018- USE OF ARTIFICIAL INTELLIGENCE BY MEMBERS FOR PURPOSE OF NOTIFICATION REQUEST

North Carolina 811, Inc. will establish and document guidelines and procedures governing the introduction and use of artificial intelligence (“AI”) by members and other excavators utilizing AI to generate notification requests.

Any member or other excavator choosing to utilize AI to generate notification requests must provide written notice to North Carolina 811, Inc.’s Executive Director with notice of intent to use AI and to commence AI testing with North Carolina 811, Inc. in a controlled environment for a period of time designated by North Carolina 811. Such members/excavators further agree to enter into an agreement with North Carolina 811, Inc. concerning the use of AI to generate notification requests, which includes, but is not limited to hold harmless and indemnification of North Carolina

811, Inc. for the member/excavator's use of AI to generate notification requests, absorption of any additional costs above and beyond the operational costs allocated for other methods of online notification request creation, and compliance with North Carolina law and North Carolina 811, Inc.'s policies, guidelines and procedures. North Carolina 811, Inc. may suspend a member/excavator's use of AI to generate notification requests at any time for failure to comply with standards and/or guidelines established by North Carolina 811, Inc. or as otherwise deemed reasonably necessary.

POLICY 223 – 7/19/19 – POSITIVE RESPONSE CODES

Changes or additions to Positive Response Codes shall be brought before the Board of Directors and must be approved by simple majority vote. Requests for changes or additions shall be accompanied by written explanation of the purpose/intent for the changes or additions and will be documented with date approved.

The following codes marked PP (pre Policy), which have been used prior to this policy's creation, were formally approved by the Board of Directors on July 19<sup>th</sup> 2019 for use by the Notification Center.

<b>Code</b>	<b>Date Approved</b>	<b>Description</b>
10	PP	No conflict
20	PP	Marked
30	PP	Not complete
32	PP	Locate not complete, additional communication with the excavator required. Unable to contact excavator.
40	PP	Could not gain access to property, locator will contact excavator
45	4/26/19	Railroad Facility Not Marked. Any excavation, access, construction, or installations on railroad property require appropriate railroad permit(s) from railroad owner/operator.
50	PP	Critical facility not marked. The utility owner or their designated representative have contacted the excavator and have agreed to a period that the owner representative must be present during the excavation to identify the unmarked facility and / or monitor the excavation
55	PP	Critical facility marked. The Utility owner of their designated representative have contacted the excavator and have agreed that an owner representative must be present during excavation Facility Operator must be on site during excavation
60	PP	Excavator and Locator have agreed and documented marking schedule.
70	PP	Excavator completed work prior to the due date
80	PP	Member's Master Contractor is responsible for locating facilities.
90	PP	SURVEY DESIGN REQUEST – Facility has been marked in the field.
92	PP	SURVEY DESIGN REQUEST – No Facilities in the area.
94	PP	SURVEY DESIGN REQUEST- Facility records provided
98	PP	SURVEY DESIGN REQUEST – Access to facility Records Provided.
100	PP	Location request denied due to homeland security concern. Member utility operator needs to confirm legitimacy for the proposed excavation and may need additional information.
110	PP	Subaqueous Facilities Present. Member utility owner will locate facilities within 10 full working days.
888	PP	Extraordinary Circumstances Exist member utility owner unable to complete location request until (Date / Time).
999	PP	Member has not responded by the required time.

## **FINANCE COMMITTEE**

### **POLICY 300 – 04/15/1993 – ANNUAL AUDIT**

An audit will be conducted annually after the close of the fiscal year by an independent certified public accountant using general accounting procedures consistently applied. The Treasurer will be responsible for employing the services of an accountant, and for providing or cause to be provided to accountant all necessary financial records and transactions needed to perform a thorough and accurate audit of the corporations' finances.

### **POLICY 301 – 01/22/1994 – BILLING/COLLECTION**

Monthly billing shall be prepared and distributed out within 5 business days after the close of a calendar month.

A summary sheet of the monthly billing invoices shall be maintained by the Executive Director. Deposits shall be made at a minimum of twice a week.

The Executive Director of North Carolina 811, Inc. shall be solely responsible for collection and methods of collection.

### **POLICY 302 – 02/07/2020 – RATES**

The fee structure, formulas, and rates charged for services to the members of North Carolina 811, Inc., will be at the discretion of the Board of Directors. The structure, any formulas used, and rates will be reviewed annually for economic soundness and reasonableness.

### **MEMBERSHIP FEE**

Member utility owner/operators shall not be subject to membership fees. The membership fee for non-utility owner/operators shall be the following: locate contractors shall be \$1200.00 per year; associate members shall be \$250.00 per year.

### **USER FEES**

Non-utility owner/operators shall not be subject to user fees.

Each utility owner/operator will pay a pro-rated share of each year's approved operating annual budget. A determination will be made of the percent of notifications received by each member of the total notifications transmitted during the time frame of July 1<sup>st</sup> of the past year through June 30<sup>th</sup> of the current year. This percent will be applied to the approved operating budget for the upcoming calendar year. This amount divided by 12 will be the monthly amount billed to each utility owner/operator. The calculation will be made each year at the time the annual operating budget is approved by the Board of Directors for the upcoming year (January 1<sup>st</sup> through December 31<sup>st</sup>).

For any member utility owner/operator that does not have a complete fiscal year's transmission history, they will be billed at a per transmission rate determined by dividing the approved upcoming year's annual operating budget by the total of transmissions received during the period of July 1<sup>st</sup> of the prior year to June 30<sup>th</sup> of the current year.

- a. For a Member Operator receiving fewer than 25 tickets during the preceding fiscal year\*, the Member Operator will receive an annual assessment of \$50.00;
- b. For a Member Operator receiving between 25 to 100 tickets during the preceding fiscal year, the Member Operator will receive an annual assessment of \$100.00;
- c. For a Member Operator receiving 101 to 200 tickets during the preceding fiscal year, the Member Operator will receive an annual assessment of \$150.00;
- d. The revised cost allocation became effective January 1, 2020. All minimum assessments will be due and

payable from affected member Operators within 30 days of invoicing.

A member utility owner/operator being billed at a per transmission rate will switch to the percent of transmission calculation when a full year's history is established.

**REGISTRATION FEES** *Eliminated 10/20/2017*

~~N.C. Law requires utility services to be registered with the county register of deeds. The appropriate fee, as determined by the state of North Carolina, will be billed to the member.~~

**POLICY 303 – 01/20/1995 – LATE PENALTY CHARGES FOR OVERDUE ACCOUNTS**

Members' accounts shall be due within 30 days of the date of billing. A late penalty charge of 1.5% will be applied to balances in excess of 60 days. Any accounts in arrears in excess of 90 days will be brought to the attention of the Board of Directors. The Board may impose: (a) an interruption of their transmission delivery or (b) have their membership terminated.

**POLICY 304 – 10/27/1998 – CASH-ON-HAND** *Suspended 04/17/09, Reactivated 7/19/2013*

It shall be the policy of the North Carolina 811 to retain cash equal to a minimum of three (3) months (25% of annual budget) of operating expense in hand.

**POLICY 305 – 09/21/2006 – APPROVAL AUTHORITY**

Upon adoption of the budget by the Board of Directors, the Executive Director is appointed the authority for approving expenses and purchases consistent with that budget on behalf of North Carolina 811.

Checks issued in amounts equal to or exceeding \$25,000, shall require a second signature. The second signature may be either the Vice President-Operations or the Vice President-Finance.

In the case of an emergency, the Executive Director has the authority to approve expenses needed to ensure the safe and efficient operation of NC811 after he has notified the Vice President of Operations (if the Vice President of Operations is not available, the Executive Director will contact the President.)

In the event that funding is required from a line of credit, access to that funding shall require two signatures. The signatures shall be from two of the following; The Executive Director, The Board President, or the Vice President of Finance.

**MEMBERSHIP AND NOMINATIONS COMMITTEE**

**POLICY 400 – 01/22/1994 – MEMBERSHIP DEVELOPMENT & ORIENTATION**

It is the intent of North Carolina 811, Inc. to cause each new member to become familiar with the policies and requirements of the organization. Upon the action of the Board of Directors accepting a new member, the President will direct the Executive Director and Vice President of Membership meet with each new member representative for the purpose training and orientation of that new member. The following items shall be issued in writing as a minimum amount of information:

1. Fully Executed Contract
2. Current set of Bylaws
3. Articles of Incorporation
4. Current rate structure
5. Set of most current policies
6. Promotional handouts
  - a. Stickers/Decals
  - b. Posters
  - c. North Carolina 811, Inc. Membership brochure
7. Current slate of Officers and addresses
8. Regular Board Meeting schedule for that calendar year
9. Tour of the Operations Center upon request of that new member



#### POLICY 401 – 01/22/1994 – BOARD MEMBER DEVELOPMENT POLICY

It is the policy of North Carolina 811, Inc. to provide for a smooth transition of its members into the role of Board member. The members elected to the Board of Directors of North Carolina 811, Inc. shall be given at least one hour of orientation by the President and Executive Director, or whoever the President deems appropriate. The purpose of this orientation is to primarily provide for, but not limited to, the following:

1. Responsibilities of Office
2. Attendance Requirements (See Attendance Policy)
3. Board Member Development Resources
  - a. Training Tapes
  - b. Training Resources
  - c. Development Retreats
4. Issuance of important documents and information.
  - a. Bylaws
  - b. Articles of Incorporation
  - c. Copy of most recent policies
  - d. List of Names, Addresses of all Board Members
  - e. Copy of last four quarters minutes
  - f. Copy of current rate structure
  - g. Copy of current year's budget

#### POLICY 402 – 01/15/2016 – TERMINATION OF MEMBERSHIP

The Board of Directors, through the staff of North Carolina 811, Inc., shall send to all Members regular monthly invoices reflecting all amounts owed. Invoices shall be due and payable by the Member under Net 30 terms from the date of the invoice and shall be considered past due 30 days from the date of the invoice.

Invoices which become 120 days or more past due from the original invoice date shall be grounds for the North Carolina 811, Inc.'s Board of Directors to terminate the Member's membership in North Carolina 811, Inc.

The staff of North Carolina 811, Inc. shall distribute past due notices to members reflecting any amounts past due to North Carolina 811, Inc. All invoices and past due notices to Members for membership fees, and/or other approved fees / expenses shall clearly state the above terms and conditions and shall state the Member's current and past due balance, shall indicate the number of calendar days a Member's account balance is past due, and shall state that failure to pay amounts owed to North Carolina 811, Inc. within 120 days of the date of the original invoice may subject the Member to termination of membership by the Board of Directors.

A Member may avoid termination of membership by paying all outstanding amounts owed to North Carolina 811, Inc. to a zero balance within fifteen (15) calendar days of date of the 120-day past due notice to the Member.

Invoices and past due notices shall be sent to the Member's address and authorized representative as listed in the Member's Membership Agreement with North Carolina 811, Inc., or any amendments thereto. Invoices and past due notices are "Notice" per the Bylaws and Membership Agreement. Notice is effective when sent by United States mail, first-class, postage pre-paid; facsimile, hand-delivery; and/or electronic mail.

The Board of Directors may terminate a Member's membership by vote of a simple majority at its regularly scheduled meetings or any meeting properly noticed.

The Board of Directors, acting directly or through its duly authorized agents, may extend the time set forth in this Policy for good cause shown, or as required by law.

North Carolina 811, Inc. is not liable for any damages, costs, fees, or fines that any terminated Member may incur or are proximately caused as a result of termination of membership. Upon termination of membership, North Carolina 811, Inc. will remove a former member's facilities information from North Carolina 811, Inc.'s database and will notify the former

member and the North Carolina Underground Damage Prevention Review Board accordingly.

POLICY 403 – 10/17/08 – BOARD MEMBER MID TERM VACANCY REPLACEMENT

If for any reason, a mid-term vacancy, or vacancies, shall occur on the Board of Directors the vacancy or vacancies shall be filled in accordance with the following procedure:

The member, by whom the former Board member was employed, shall be given an opportunity to nominate a replacement to fill the unexpired term of the vacating Board member. The member shall be given notice of such opportunity. The notice, prepared by the Nominations Committee shall be in writing, and for all purposes herein, shall be accomplished by depositing this notice in a depository for the United States mail, first class postage prepaid, addressed to the member at said member's address as same appears on the records of the company. In this notice, the member shall be notified of the member's opportunity to nominate a replacement director. The member shall have thirty (30) days from the date of the notice, to nominate such replacement, which nomination shall be in writing. If at the expiration of the thirty (30) day period, the member has not responded, then the Board of Directors, based on the Nominations Committee's due process and recommendation, may fill the unexpired period of this vacancy from any member of the same category as the Board, in its sole discretion, determines.

POLICY 404 – 10/18/2019 – BOARD OFFICER EXPERIENCE AND QUALIFICATIONS

It is the intent of the Board of Directors of North Carolina 811, Inc. to establish guidelines identifying desired levels of experience, commitment, and involvement for those directors who are nominated and elected to serve as a Board officer. It is recognized however that deviation from these guidelines might be required when necessary or warranted by circumstances and will be at the discretion of the Board of Directors.

**GUIDELINES**

It is required that Board members complete a minimum of one (1) year of service on the Board prior to serving as a Board officer.

Before serving as the President of the Board of Directors, it is preferred that a Board member has completed at least one (1) year of service as either the Vice-President of Membership, the Vice-President of Legislation, or as Board Secretary. Additionally, before serving as the President of the Board of Directors, it is required that a Board member has also completed a minimum of one (1) year of service as either the Vice-President of Operations or the Vice-President of Finance.

POLICY 405 – 07/15/2005 – MULTI-LOCATION COMPANIES

At times, due to acquisitions, mergers, and other possible causes, separate members of North Carolina 811, Inc. may become part of the same company or corporation. When this occurs, the combined entity shall be considered as one for purposes of voting in general membership elections and for purposes of occupying seats on the North Carolina 811, Inc. Board recommendation of candidates for Board seats will come from and proxies will be sent to a level of management who is over all the various locations.