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January 24, 2012

Chairman Carl Holmes
House Committee on Energy and Utilities

RE: House Bill No. 2456

Dear Chairman Holmes and Members of the Committee:

I am an attorney representing the Kansas Rural Water Association. KRWA supports House Bill No. 2456.

KRWA has approximately 400 cities and 275 rural water district members. All of the rural water districts and many of the cities are members in the Kansas One-Call underground utility location program and are members of Kansas One-Call System, Inc., a Kansas not-for-profit corporation.

That corporation is governed by a Board of Directors. The Board is elected at the annual meeting of members held each year in Wichita, Kansas.

Like many such corporations, One-Call mails a notice of annual meeting to each of its members and provides a proxy by which members who choose not to attend can vote for candidates running for the Board. However, unlike most corporations that conduct elections in this manner, One-Call's practice has been to provide a proxy to members that says that **failure to attend the meeting and vote in person or to return a signed proxy by default will be counted as a vote in favor of the slate of candidates recommended by the Board.** (Sample notice attached).

One-Call's members are spread across the state, and personal attendance by designated member representative is rare. KRWA believes that many of its members find the proxy solicitation confusing. For others, with only one name on the proxy ballot per Board position, and without a meaningful alternative, simply choose not to return the proxy. Others may simply not care. The result is that unlike virtually any other kind of election, those who choose not to vote have their "votes" counted just like those who do. Inevitably, the result is that the current Board of Directors is able to hand pick successor Boards without much concern for the election process.

This Bill would change that by prohibiting such default proxy election for this corporation.

Every election should be conducted fairly. For many KRWA members, membership in One-Call, Inc. is not voluntary but is compelled by statute. Elections conducted by Kansas One-Call System, Inc. should be made to be held in the same manner by which those that are held in virtually every other corporation in Kansas, and this Bill would insure that to occur.

Very truly yours,

A handwritten signature in blue ink, appearing to read "Gary H. Hanson", is written over a horizontal line.

GARY H. HANSON,
Attorney for Kansas Rural Water Association

GHH/rsh

Enclosure

KANSAS ONE-CALL SYSTEM, INC.**NOTIFICATION OF ANNUAL MEETING
OF
GENERAL MEMBERS AND PROXY SOLICITATION****To the General Membership:**

A meeting of General Members of Kansas One-Call System, Inc. will be held on Tuesday May 17th, 2011 at 10:30 A.M. The meeting will be conducted at the Tallgrass Country Club, 2400 North Tallgrass, Wichita, Kansas, 67226. All General Members of record, in good standing, at the close of business on December 31, 2010, will be entitled to vote in person or by proxy at this meeting. The agenda includes the election of directors for Kansas One-Call System, Inc., reports from the officers of the corporation and other general business matters.

Enclosed is a proxy form that we request be completed and returned in the self-addressed, stamped envelope provided. If you do not return the proxy your inaction will be deemed to be a grant of proxy to the officers of Kansas One-Call System, Inc. to conduct and transact any business that may properly come before the meeting, provided that, if the business is the election of directors your failure to return the written proxy will be deemed a grant of a proxy vote of yes for all nominees for director of Kansas One-Call System, Inc. Nominees are listed on the attached proxy ballot. The written proxy may be signed and returned by mail or fax to:

**Kansas One-Call System, INC.
Attention: Tom Shimon
Executive Director
8100 East 22nd Street North, Bldg. 2300
Wichita, Kansas 67226
Fax: 316-687-0629**

The officers and directors will bring before the meeting business and other matters of interest. The board will utilize your written proxy or proxy by default to address any and all matters which properly come before the meeting, or any adjournment(s). The written proxy or proxy by default shall be valid only for the upcoming meeting of the general members of Kansas One-Call System, Inc.

The 2010 Annual Report will be posted on the website very soon. If you wish to receive a printed copy of the report, contact Kansas One-Call and one will be mailed to you.

By Order of the Board of Directors

Fred Taylor
Secretary

Wichita, Kansas
March 31st, 2011