

without interest or dividends thereon; fifth, the remainder of such assets shall be distributed among those who are members at the date of dissolution or liquidation in the proportion to the deferred patronage dividends held by each member at the time of dissolution or liquidation. In case the assets are insufficient to pay any of the foregoing classes in full, payment to such class shall be prorated.

### **ARTICLE XIII ▪ Bylaws**

The Board of Directors by a vote of 75% of the Directors may adopt, alter, amend, or repeal Bylaws for this Cooperative, which shall remain in force until altered, amended or repealed by a vote of 75% of the members present or voting by mail or other electronic means as may be approved by the Directors at any annual meeting or special meeting of the members, provided the notice of any such meeting of members contains a copy of the proposed alteration, amendment or repeal, or summary thereof.

### **ARTICLE XIV ▪ Personal Liability of Directors, Officers, Employees or Volunteers**

Except as otherwise provided in Iowa Code Chapter 499, a director, officer, employee, or member of the association is not liable on the association's debts or obligations, and a director, officer, member, or other volunteer is not personally liable in that capacity, for a claim based upon any action taken, or any failure to take action in the discharge of the person's duties, except for the amount of a financial benefit received by the person to which the person is not entitled, an intentional infliction of harm on the association or its members, or an intentional violation of criminal law.

The Cooperative may indemnify any present or former director, officer, employee, member or volunteer in the manner and in the instances authorized in Section 499.59A of the Code of Iowa (2005).

### **ARTICLE XV ▪ Dispute Resolution**

The Cooperative shall attempt to resolve any claim or dispute which may arise between the Cooperative and a member, former member, or customer who has received electric service in a good faith manner. In resolving such disputes, the Cooperative shall give consideration to: (1) applicable laws; (2) rules and regulations imposed by state and federal agencies;

(3) these Articles of Incorporation; (4) the Cooperative's Bylaws, policies, practices, plans, and procedures; (5) industry standards; and (6) the individual facts and circumstances regarding the claim or dispute.

If a member, former member, or customer who has received electric service is not satisfied with the Cooperative's resolution of the claim or dispute, all matters subject to the jurisdiction of the Iowa Utilities Board shall be resolved by the Iowa Utilities Board or, if and when appropriate, the applicable regulatory body with jurisdiction over the Cooperative and the matter.

All other claims and disputes shall, at the request of either the Cooperative or the member, former member, or customer who has received electric service, first be submitted to mediation conducted by an impartial mediator agreed to by the parties. In the event the claim or dispute is not resolved through mediation, then such shall, at the request of either the Cooperative or the member, former member, or customer who has received electric service, be submitted to binding arbitration to be conducted in accordance with the policies adopted by the Board of Directors of the Cooperative. In absence of such policies, or in the event such policies are incomplete, the provisions of Iowa Code 679A (Arbitration), as it may be amended from time to time, shall apply to the extent it is not inconsistent with the policies adopted by the Cooperative.

Notwithstanding the foregoing, the Cooperative reserves the right to pursue collection of a debt owed by any member, former member, or customer who has received electric service through other means, including but not limited to use of a collection agency, small claims court, and other applicable courts. Further, any claim where the amount in controversy is less than the small claims jurisdictional amount may be resolved without utilizing the alternate dispute resolution procedures set forth in this Article.

Every member, by becoming or continuing to be a member, agrees to the foregoing, and agrees to be bound by the Bylaws on the Cooperative. The Bylaws and these Articles of Incorporation constitute an agreement between the Cooperative and the members.

## **ARTICLE XVI - Amendments**

These Articles of Incorporation may be amended, altered, changed, or repealed by a vote of 75% of the members present