

SECOND AMENDED AND RESTATED BYLAWS
OF
SPRINGVILLE COOPERATIVE TELEPHONE ASSOCIATION

an Iowa cooperative association
(the "**Cooperative**")

ARTICLE 1
MEMBERSHIP

1.1 Restrictions on Membership. Membership in the Cooperative is restricted to subscribers to membership-eligible service provided by the Cooperative, whose application for membership has been accepted by the Board of Directors, and who otherwise qualify for membership pursuant to the Articles of Incorporation and these Bylaws. As of the date of these Bylaws, the categories of membership-eligible services are wireline telephone service, wireline Internet access service and cable or digital television service.

1.2 Single Class of Membership. Notwithstanding the allocation of patronage across different categories of service, the Cooperative shall have a single class of membership with identical rights. No member may own more than one membership, regardless of the categories of service to which he, she or it subscribes. Membership in the Cooperative affords all of the rights and is subject to all of the limitations, conditions and restrictions on membership included in the Articles of Incorporation and these Bylaws. A member shall not transfer, assign, sell, lease, mortgage, pledge as collateral, or otherwise dispose of or encumber such member's membership, voting rights, patronage dividends, or any other rights of such member to payments or other distributions, rights, or entitlements due, from or in the Cooperative.

1.3 Share Certificates. Membership in the Cooperative is evidenced by shares of common stock, which shall be in such form and contain such provisions as determined by the Board of Directors. Any certificates issued shall be signed by the President and by the Secretary and the corporate seal (if any) shall be affixed thereto. No share certificate shall be issued for less than the membership fee fixed in these Bylaws, nor until such membership fee has been fully paid. In case a certificate is lost, destroyed or mutilated, a new certificate may be issued therefor upon such uniform terms and indemnity to the Cooperative as the Board of Directors may require.

1.4 Joint Membership. Spouses or domestic partners living in the same household may apply for a joint membership and, subject to their compliance with the requirements these Bylaws, may be accepted for such membership. The term "member", as used in these Bylaws, shall be deemed to include spouses or domestic partners holding a joint membership and any provisions relating to the rights and liabilities of membership shall apply equally with respect to the holders of a joint membership. Without limiting the generality of the foregoing, the effect of the hereinafter specified actions by, or in respect of the holders of a joint membership, shall be as follows:

- (a) The presence at a meeting of either or both shall be regarded the presence of one member and shall constitute a joint waiver of notice of the meeting;
- (b) The vote of either separately or both jointly shall constitute one joint vote;
- (c) A waiver of notice signed by either or both shall constitute a joint waiver;

- (d) Notice to either shall constitute notice to both;
- (e) Expulsion of either shall terminate the joint membership;
- (f) Withdrawal of either shall terminate the joint membership; and
- (g) Either, but not both, may be elected or appointed as an officer or director, provided that both meet the qualifications for such office.

1.5 Conversion to Joint Membership.

(a) A membership may be converted to a joint membership upon the written request of the holder thereof and the agreement by such holder thereof and his or her spouse or domestic partner to comply with the Articles of Incorporation, Bylaws, and any rules and regulations adopted by the Board of Directors. Any outstanding share certificate shall be surrendered and may be reissued by the Cooperative in such manner as shall indicate the changed membership status.

(b) Upon the death of either spouse or domestic partner who is a party to the joint membership, such membership shall be held solely by the survivor. Any outstanding share certificate shall be surrendered, and may be reissued in such manner as shall indicate the changed membership status, provided, however, that the estate of the deceased shall not be released from any debts due the Cooperative.

1.6 Membership and Service Connection Fees. The membership fee shall be Twenty Dollars (\$20.00), upon the payment of which a member shall be eligible for one service connection. Additional fees shall be paid for each additional connection, extension and other available service, in accordance with the rules and regulations prescribed by the Cooperative.

1.7 Purchase of Membership-Eligible Service. Each member shall take one or more membership-eligible services offered by the Cooperative and shall pay for service, at rates and on terms and conditions determined by the Cooperative from time to time. It is expressly understood that amounts paid for membership-eligible service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in the Articles of Incorporation and these Bylaws. Each member shall pay all amounts owed to the Cooperative as and when the same shall become due and payable. If any member refuses or fails to pay his or her assessment or charge for service when due, his or her rights as a member of this Cooperative may be suspended by the Manager or Board of Directors, and service may be denied during the period the assessment or charge for service remains unpaid, all in accordance with applicable laws and regulations. The Cooperative shall have a first lien on memberships, share or equity certificates, patronage capital and other equity interests standing on its books (including any earned but unallocated capital equity to be issued to the members as patronage dividends) for all indebtedness of the respective holders or owners thereof to the Cooperative. The Cooperative shall also have the right, exercisable at the option of the Board of Directors, to set off such indebtedness against the present value of such equity interests as determined from time to time by the Board of Directors; provided, however, that nothing contained herein shall give the holder or owner of such equity interests any right to have such set-off made.

1.8 Termination of Membership. If the Board of Directors determines that a member has become ineligible for membership in the Cooperative or should otherwise be expelled for cause, such member shall have no rights or privileges on account of such membership in the management and affairs of the Cooperative, and the member may be expelled and his, her or its membership may be terminated by

the Board of Directors. Membership may, in accordance with the notice and hearing requirements contained in the Articles of Incorporation, be terminated for cause whenever the Board of Directors, by resolution approved by two-thirds (2/3) of the directors then in office, finds that a member:

(a) has intentionally or repeatedly violated any provision of the Articles of Incorporation, Bylaws or duly adopted policies of the Cooperative;

(b) is a telecommunications carrier or other provider of voice, video or data services that competes with the Cooperative in the provision of voice, video or data services or similar businesses determined by the Board of Directors to be in competition with the Cooperative, or is an affiliate, subsidiary, officer, director or key employee of such a carrier or provider if such person or entity is determined by the Board of Directors to pose a threat to the competitive interests of the Cooperative;

(c) is a telecommunications carrier or other provider of voice, video or data services that leases, resells, or otherwise interconnects with or uses network elements of the Cooperative or is an affiliate or subsidiary of such a carrier or provider;

(d) has failed or ceases to take, receive or pay for membership-eligible service furnished by the Cooperative;

(e) has failed to pay a debt to the Cooperative when due and payable or has otherwise breached or is in default under any contract or agreement between the member and the Cooperative and fails to cure such breach or default within any applicable notice and cure period;

(f) has willfully obstructed any lawful purpose or activity of the Cooperative; or

(g) has died or is legally dissolved;

Upon termination of member's membership, the terminated member shall have no voting rights in the Cooperative. A terminated member's deferred patronage dividends shall be revolved or retired in the same manner as the deferred patronage dividends of other members, subject to any exceptions permitted or required by Iowa Code Chapter 499 and approved by the Board of Directors.

ARTICLE 2

MEETINGS OF MEMBERS

2.1 Annual Meeting. The annual meeting of the members shall be held on a date determined by the Board of Directors in accordance with the Articles of Incorporation, at such time and such place within the area served by the Cooperative as is selected by the Board of Directors and designated in the notice of the meeting. The annual meeting of the members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments. The annual meeting shall be held for the purpose of electing directors, passing upon reports for the previous fiscal year, and transacting such other business as may come before the meeting. It shall be the responsibility of the Board of Directors to make adequate plans and preparations for the annual meeting.

2.2 Special Meetings. Special meetings of the members may be called by resolution of the Board of Directors, or upon a written request signed by any four (4) directors, and shall be called by the

President or the Secretary at the request of at least twenty percent (20%) of all the members, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. Special meetings of the members may be held at any place within the area served by the Cooperative and specified in the notice of the special meeting. A special meeting of the members is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the members have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the members, pose questions, and make comments.

2.3 Notice of Members' Meetings. Written notice stating the place and/or means of conducting the meeting (if the meeting is held by means of the internet or other electronic communications technology), day and hour of the meeting and, in case of a special meeting or an annual meeting at which business requiring special notice is to be transacted, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) days, nor more than twenty (20) days, before the date of the meeting, either personally or by mail, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the persons calling the meeting, to each member. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at the member's address as it appears on the records of the Cooperative, with postage thereon prepaid. The failure of any member to receive notice of any annual or special meeting of the members shall not invalidate any action, which may be taken by the members at any such meeting.

2.4 Quorum. Except as otherwise required by law, the presence of fifteen (15) or more of the members shall constitute a quorum. In determining a quorum at a meeting, if a question is submitted to a vote by mail, members represented by a mail vote shall be counted as present, and if the meeting is held by internet or other electronic communications technology, members attending the meeting via such electronic means shall be counted as present, so long as the method of conducting the meeting is consistent with Section 2.1 or Section 2.2 of these Bylaws. If less than a quorum is present at any meeting, a majority of those present in person or remotely may adjourn the meeting from time to time without further notice. Minutes of each meeting shall contain a list of the members present in person.

2.5 Voting.

(a) Each member shall be limited to one share of voting common stock and shall be entitled to only one vote upon each matter submitted to a vote at a meeting of the members. All matters other than the election of the directors shall be decided by a vote of a majority of the members voting thereon in person except as otherwise provided by law, the Articles of Incorporation, or these Bylaws. At each meeting for the election of directors, each member entitled to vote shall be entitled to cast one (1) vote for as many candidates as there are directors to be elected and for whose election such member has a right to vote, and directors shall be elected by a plurality of the votes cast. In the event candidates are tied with less than a plurality, a second ballot shall be taken between the tied candidates.

(b) The Board of Directors, in its discretion, may permit voting by mail ballot on any issue subject to or requiring a vote of the members. There shall be no voting by proxy or under power of attorney at any annual or special meeting of the Cooperative. Voting by mail ballot may be permitted in cases where, in the notice of the meeting, the Board of Directors shall have submitted a specific issue or issues for mail vote. Any mail vote must be returned to the Cooperative prior to any deadline established for mail votes in the notice of the meeting. In such cases, a mail vote cast by a member shall be the vote of that member as to the specific issue or issues so submitted, provided that any member represented in person at the meeting may revoke the member's mail vote and instead cast the vote of the member in person in the manner prescribed by the President or other person presiding over such meeting. Nothing in this Section shall prevent an annual or special meeting of this Cooperative from considering and acting

upon issues in addition to those submitted for mail vote, to the extent permitted by law and in accordance with the procedures set forth in the Articles of Incorporation and these Bylaws, and such issues shall be voted upon by the members in the manner provided in these Bylaws for other than mail ballots.

2.6 Order of Business. The order of business at the annual meeting of the members and all other meetings of the members shall be determined by the President or other designated chairperson of such meeting, except as may otherwise be determined by the Board of Directors. At a meeting of the members, only such business shall be conducted as has been properly brought before the meeting.

2.7 Conduct of a Meeting. The Board of Directors may adopt by resolution such rules and regulations for the conduct of a meeting of the members as it shall deem appropriate. Except to the extent inconsistent with these Bylaws or any rules and regulations adopted by the Board of Directors, the President or other designated chairperson of any meeting of the members shall have the right and authority to prescribe such rules, regulations, and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairperson of the meeting, may include, without limitation, the following: (a) the establishment of a limited agenda or order of business for the meeting; (b) limitations on attendance at or the manner of participation in the meeting; (c) restrictions on entry to the meeting after the time fixed for the commencement thereof; (d) limitations on the time allotted to questions or comments by participants; (e) rules and procedures for maintaining order at the meeting and the health and safety of those present; and (f) rules and procedures for ensuring compliance with all applicable requirements of law. For purposes of the preceding clause "(f)," "requirements of law" include without limitation (i) Iowa Code Chapter 499 and the organizational documents of the Cooperative and (ii) any local, state, or federal law, regulation or ordinance, any ruling or order of any court or other governmental authority, or any Executive Order issued by the President of the United States or the Governor of the State of Iowa, in each case applicable to or binding upon the Cooperative.

ARTICLE 3

DIRECTORS

3.1 General Powers. The business and affairs of the Cooperative shall be managed by a board of seven (7) directors, which shall exercise all of the powers of the Cooperative, except such as are by law, the Articles of Incorporation, or these Bylaws, conferred upon or reserved to the members. The directors may, but shall not be required to, select an executive committee from their own number and prescribe its authority, which may be coextensive with that of the whole board

3.2 Election and Tenure of Office. Directors shall be elected by written ballot at the annual meeting of the Cooperative and shall serve until the expiration of their terms or until their successors are elected and have qualified. Each director shall be elected by the direct vote of the entire membership and not by separate categories of service. Directors shall serve a term of three (3) years. The terms of the directors shall be staggered, with the terms of approximately one-third (1/3) of the directors expiring each year.

3.3 Qualification. No person shall be eligible to become or remain a director of the Cooperative, unless such person qualifies for the office of director pursuant to the Articles of Incorporation. Upon establishment of the fact that a director is holding office in violation of the Articles of Incorporation, the Board of Directors shall immediately remove such director from office. Nothing

contained in this Section shall affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

3.4 Removal of Directors. Directors may be removed by the Board of Directors or by the members as provided in the Articles of Incorporation.

3.5 Vacancies. Unless otherwise provided in these Bylaws, any vacancy in the Board of Directors shall be filled by a majority vote of the remaining directors then in office, and directors thus elected shall serve the remainder of the vacant term and until his or her successor shall have been elected and qualified.

3.6 Compensation. Directors shall not receive any salary for their services as directors, except that the Board of Directors may by resolution authorize reasonable compensation for each day or portion thereof spent on Cooperative business, such as attendance at meetings, conferences, and training programs or performing committee assignments when authorized by the Board of Directors. If authorized by the Board of Directors, directors may also be reimbursed for expenses actually and necessarily incurred in carrying out such Cooperative business or granted a reasonable *per diem* allowance by the Board of Directors in lieu of detailed accounting for such expenses.

ARTICLE 4

MEETINGS OF DIRECTORS

4.1 Regular Meetings. A regular meeting of the Board of Directors shall be held without notice, immediately after, and at the same place as, the annual meeting of the members. A regular meeting of the Board of Directors shall also be held monthly at such time and place within the Cooperative's service area as the Board of Directors may provide by resolution. Such regular monthly meeting may be held without notice other than such resolution fixing the time and place thereof. A regular meeting of the Board of Directors is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the directors have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the directors, pose questions, and make comments.

4.2 Special Meetings. Special meetings of the Board of Directors may be called by the President or by any four (4) directors, and it shall thereupon be the duty of the Secretary to cause notice of such meeting to be given as hereinafter provided. The President or the directors calling the meeting shall fix the time and place for the holding of the meeting. A special meeting of the Board of Directors is not required to be held at a geographic location if the meeting is held by means of the internet or other electronic communications technology in a manner pursuant to which the directors have the opportunity to read or hear the proceedings substantially concurrent with the occurrence of the proceedings, vote on matters submitted to the directors, pose questions, and make comments.

4.3 Notice of Directors' Meetings. Written notice of the time, place and/or means of conducting the meeting (if the meeting is held by means of the internet or other electronic communications technology) and purpose of any special meeting of the Board of Directors shall be delivered to each director not less than two (2) days prior thereto, either personally or by mail or email, by or at the direction of the Secretary, or upon a default in duty by the Secretary, by the President, or the directors calling the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the director at his or her address as it appears on the records of the Cooperative, with postage thereon prepaid.

4.4 Quorum. A majority of the Board of Directors shall constitute a quorum, provided, that if less than such majority of the directors is present at said meeting, a majority of the directors present may adjourn the meeting from time to time; and, provided further, that the Secretary shall notify any absent directors of the time and place of such adjourned meeting. In determining a quorum at a meeting, if the meeting is held by internet or other electronic communications technology, directors attending the meeting via such electronic means shall be counted as present, so long as the method of conducting the meeting is consistent with Section 4.1 or Section 4.2 of these Bylaws. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

ARTICLE 5

OFFICERS

5.1 Number. The officers of the Cooperative shall be a President, Vice-President, Secretary, Treasurer, and such other officers as may be determined by the Board of Directors from time to time. The offices of Secretary and of Treasurer may be held by the same person.

5.2 Election and Term of Office. The officers shall be elected annually by the Board of Directors at the meeting of the Board of Directors held immediately after the annual meeting of the members. The President and Vice President shall be members of the Board of Directors. The Secretary and/or Treasurer may be elected from the Board of Directors, but may be appointed from outside 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 conveniently may be. Each officer shall hold office until the first meeting of the Board of Directors following the next succeeding annual meeting of the members or until his or her successor shall have been elected and shall have qualified. Except as otherwise provided in these Bylaws, the vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

5.3 Removal of Officers and Agents by Directors. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interest of the Cooperative will be served thereby. In addition, any member of the Cooperative may bring charges against an officer, and, by filing with the Secretary such charges in writing, together with a petition signed by the lesser of (a) ten percent (10%) of the members or (b) two hundred (200) members, may request the removal of such officer. The officer against whom such charges have been brought shall be informed in writing of the charges at least ten (10) days prior to the Board of Directors meeting at which the charges are to be considered and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence in respect of the charges; and the person or persons bringing the charges against him or her shall have the same opportunity. In the event the Board of Directors does not remove such officer, the question of his or her removal shall be considered and voted upon at the next meeting of the members.

5.4 President. The President shall:

(a) Be the principal executive officer of the Cooperative and, unless otherwise determined by the members of the Board of Directors, shall preside at all meetings of the members and the Board of Directors;

(b) Sign, with the Secretary, share certificates, the issue of which shall have been authorized by the Board of Directors or the members, and may sign any deeds, mortgages, deeds of trust, notes, bonds, contracts or other instruments authorized by the Board of Directors to be executed, except in cases in which the signing and execution thereof shall be expressly delegated by the Board of Directors or

by these Bylaws to some other officer or agent of the Cooperative, or shall be required by law to be otherwise signed or executed; and

(c) In general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

5.5 Vice-President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform the duties of the President, and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall also perform such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

5.6 Secretary. The Secretary shall:

(a) Keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose;

(b) See that all notices are duly given in accordance with these Bylaws or as required by law;

(c) Arrange for the Cooperative to be custodian of the corporate records and of the seal of the Cooperative (if any), and affix the seal of the Cooperative (if any) to all certificates of membership prior to the issue thereof and to all documents, the execution of which, on behalf of the Cooperative under its seal (if any), is duly authorized in accordance with the provisions of these Bylaws;

(d) Arrange for the Cooperative to keep a register of the names and post office addresses of all members;

(e) Sign, with the President, share certificates, the issue of which shall have been authorized by the Board of Directors or the members;

(f) Have general charge of the minute book of the Cooperative;

(g) Keep on file at all times a complete copy of the Articles of Incorporation and Bylaws of the Cooperative containing all amendments thereto (which copy shall always be open to the inspection of any member), and, at the expense of the Cooperative, forward a copy of the Bylaws and of all amendments thereto to each member; and

(h) In general, perform 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 Board of Directors.

5.7 Treasurer. The Treasurer shall:

(a) Have charge and be responsible for all funds and securities of the Cooperative;

(b) Be responsible for the receipt of, and the issuance of, receipts for all moneys due and payable to the Cooperative and for the deposit of all such moneys in the name of the Cooperative, in such bank or banks as shall be selected in accordance with the provisions of these Bylaws; and

(c) In general, perform all the duties incident to the office of Treasurer and such other duties as, from time to time, may be assigned to him or her by the Board of Directors.

5.8 Manager. The Board of Directors may appoint a Manager or Manager(s) who may be, but who shall not be required to be, a member of the Cooperative. The Manager(s) shall, subject to the control of the Board of Directors itself, manage the day-to-day business and affairs of the Cooperative, including oversight of legal and regulatory compliance for the Cooperative's business operations. Such authority shall expressly include but not be limited to the authority to sign all contracts, agreements and other instruments of the Cooperative and to prepare, approve, sign and file such reports, certifications, policies, documents or other instruments as may be required by the Federal Communications Commission, the Iowa Utilities Board, the National Exchange Carrier Association, the Universal Service Administrative Company, the Rural Utilities Service, CoBank, or any other third parties or governmental and regulatory authorities in connection with the day-to-day business operations of the Cooperative; provided that any loan agreements, mortgages, security instruments and other documents for the borrowing of money, guaranteeing of debt or mortgaging or pledging of corporate assets as collateral must be authorized by the Board of Directors. The Manager(s) shall have such other duties and authority as, from time to time, may be assigned by the Board of Directors. The Manager(s) shall keep the Board of Directors fully informed and shall freely consult with them concerning the business of the Cooperative.

5.9 Bonds of Officers. The Treasurer, and any other officer or agent of the Cooperative charged with responsibility for the custody of any of its funds or property, may be required to give a bond in such sum and with such surety as the Board of Directors shall determine. The Board of Directors, in its discretion, may also require any other officer, agent or employee of the Cooperative to give bond in such amount and with such surety, as it shall determine.

5.10 Compensation. The powers, duties, and compensation of officers, agents, and employees, shall be fixed by the Board of Directors, subject to the provisions of these Bylaws with respect to compensation for directors and close relatives of directors.

5.11 Reports. The officers of the Cooperative shall submit at each annual meeting of the members, reports covering the business of the Cooperative for the previous fiscal year. Such reports shall set forth the condition of the Cooperative at the close of such fiscal year.

ARTICLE 6

COOPERATIVE OPERATION

6.1 Interest or Dividends on Capital Prohibited. The Cooperative shall, at all times, be operated on a cooperative nonprofit basis for the mutual benefit of its members. No interest or dividends shall be paid or payable by the Cooperative on any capital furnished by its patrons.

6.2 Distribution of Earnings. The directors shall annually dispose of the earnings of the Cooperative in excess of its operating expenses as follows:

(a) to provide a reasonable reserve for depreciation, obsolescence, bad debts, or contingent losses or expenses;

(b) at least ten percent (10%) of the remaining earnings must be added to surplus until surplus equals either (i) thirty percent (30%) of the total of all capital paid in for memberships, plus all deferred patronage dividends, plus certificates of indebtedness payable upon liquidation, earnings from nonmember business, and earnings arising from the earnings of other cooperative organizations of which the Cooperative is a member, or (ii) one thousand dollars (\$1,000), whichever is greater. No additions shall be made to surplus whenever it exceeds either fifty percent (50%) of such total or one thousand dollars (\$1,000) whichever is greater;

(c) not less than one percent (1%) nor more than five percent (5%) of such earnings in excess of reserves may be placed in an educational fund, to be used as the Board of Directors deems suitable for teaching or promoting cooperation; and

(d) all remaining net earnings shall be allocated to the account of each member ratably in proportion to the amount of business the member did with the Cooperative during that year. The Board of Directors shall determine the percentage or the amount of the allocation to be paid in cash. Allocations not paid in cash shall be transferred to a revolving fund and credited to the members. The credits in the revolving fund are referred to as "deferred patronage dividends." The Board of Directors shall, in accordance with Iowa Code Chapter 499, these Articles of Incorporation and the Bylaws of the Cooperative, determine the method, basis, priority and order of retirement, if any, for all deferred patronage dividends.

6.3 In making allocations of net earnings, the Cooperative shall separately allocate the net earnings for separate categories of service and shall allocate the net earnings to member patronage accounts on the basis of the operating expenses and business done within each category of service. The separate categories of membership-eligible service shall be as designated by the Board of Directors in the Bylaws of the Cooperative.

6.4 The members may, at any meeting, control the amount to be allocated to surplus or the educational fund within the limits specified in Section 6.2.

6.5 The Board of Directors may establish and use a revolving fund to pay the obligations or add to the capital of the Cooperative as provided in the Articles of Incorporation and Iowa Code Chapter 499. In such event the deferred patronage dividends shall constitute a charge upon the revolving fund and future additions thereto, and upon future assets subordinate to creditors then or thereafter existing.

6.6 The Cooperative may issue certificates for deferred patronage dividends. Any such certificates shall not mature until the dissolution or liquidation of the Cooperative, but shall be redeemable by the Cooperative prior to dissolution or liquidation.

ARTICLE 7

DISPOSITION OF PROPERTY

The Cooperative may not sell or otherwise dispose of all or substantially all of its property unless and until such action is recommended by the Board of Directors and approved by the members as provided in the Articles of Incorporation.

ARTICLE 8

FINANCIAL TRANSACTIONS

8.1 Contracts. Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Cooperative, and such authority may be general or confined to specific instances.

8.2 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, and all notes, bonds or other evidences of indebtedness issued in the name of the Cooperative shall be signed by

such officer or officers, agent or agents, employee or employees, of the Cooperative, and in such manner as shall, from time to time, be determined by resolution of the Board of Directors.

8.3 Deposits. All funds of the Cooperative shall be deposited, from time to time, to the credit of the Cooperative in such banks or financial institutions as the Board of Directors may select.

8.4 Fiscal Year. The fiscal year of the Cooperative shall begin on the first day in January of each year, and shall end on the thirty first day of December of each year.

ARTICLE 9

MISCELLANEOUS

9.1 Membership in Other Organizations. The Cooperative may become a member of, or purchase stock in, any other organization on adoption of an appropriate resolution by a majority of the Board of Directors.

9.2 Waiver of Notice. Any member or director may waive in writing any notice of a meeting required to be given by these Bylaws. The attendance of a member or director at any meeting shall constitute a waiver of notice of such meeting by such member or director, except in case a member or director shall attend a meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting has not been lawfully called or convened.

9.3 Rules and Regulations. The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with law, the Articles of Incorporation or these Bylaws, as it may deem advisable for the management of the business and affairs of the Cooperative.

9.4 Accounting System and Reports. The Board of Directors shall cause to be established and maintained, a complete accounting system which shall comply with all applicable laws and with all rules and regulations of any regulatory body having jurisdiction over the operations of the Cooperative. The Board of Directors shall also, after the close of each fiscal year, cause to be made a full and complete audit under the accounts, books, and financial condition of the Cooperative, as of the end of such fiscal year.

ARTICLE 10

AMENDMENTS

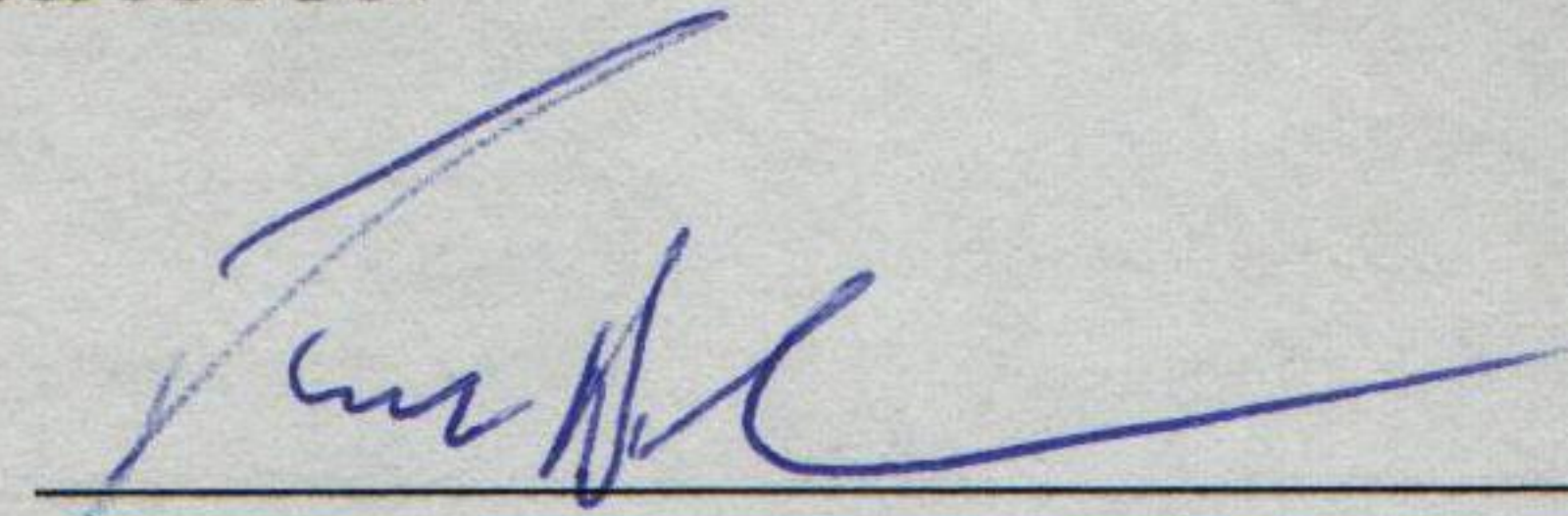
These Bylaws may be altered, amended or repealed by the Board of Directors or the members in the manner now or hereafter prescribed by Iowa Code Chapter 499.

[Signature page follows.]

The attached Bylaws correctly set forth the Bylaws of Springville Cooperative Telephone Association, with the most recent amendments adopted by the Board of Directors on January 20, 2021.

SPRINGVILLE COOPERATIVE TELEPHONE
ASSOCIATION

By:



Paul Schrader, Secretary