



CORPORATE POLICY

SUBJECT Nomination By Petition	NUMBER	203.4
	DATE ISSUED	4/18/2016
	SUPERSEDES	
	ISSUANCE DATED	10/15/1984
	DATE ISSUED	4/18/2016

I. PURPOSE

To establish the procedure for a member of Midwest Energy, Inc., (or an employee, partner or director of a member of Midwest Energy, Inc.) to place their name in nomination for election as a director.

II. POLICY

A. Any member who desires to place their name in nomination by petition for election as a director shall:

1. Not more than 150 days prior to the annual meeting advise the Secretary that the member desires to be nominated by petition. The Secretary shall, upon determining that the member is qualified to serve as a director in accordance with Corporate Policy No. 201.1 Qualification For Directors, provide the member with the form of petition prepared for that purpose.
2. Corporate members who designate an employee or director as their representative shall furnish the Secretary of Midwest Energy, Inc., with a certified copy of the resolution adopted by the member's board of directors designating the employee or director as the representative of the member.
3. Partnerships or sole proprietorships which designate an employee, owner or partner as their representative shall furnish the Secretary of Midwest Energy, Inc. with a written statement signed by the managing partner and duly acknowledged before a notary public; designating the employee, owner, or partner as the representative of the member.
4. Each petition shall bear the name of only one member and will state the name and address of the member, district and county within which the director resides, date of annual meeting, and in the case of a designated representative, the name of the person designated to represent the member.
5. Nominations by petition must bear the signatures of not less than fifty (50) members of record on the last business day of March proceeding the annual meeting and be filed with the Secretary at least 90 days prior to the date of the annual meeting of the members.



CORPORATE POLICY

Number	203.4
Page	2 of 2

6. The Secretary, upon determining that the petition is properly filed and bears a sufficient number of qualified signatures as provided in this policy shall prepare a Certificate of Nomination by Petition. In the event more than one member is nominated by petition, the names listed in the Certificate of Nomination by Petition shall be in alphabetical order.
7. The Secretary shall post or cause to be posted the Certificate of Nomination at the same place or places where the list of nominations made by the nominating committee is posted. Such posting of the Certificate of Nominations shall be at least 30 days prior to the annual meeting of the members.
8. The Secretary shall mail or cause to be mailed, a ballot which shall contain the names of the persons nominated for election, specifying separately the nominations made by the nominating committee and the nominations made by petition. In the event more than one person is nomination by petition in each district, the names shall be listed in alphabetical order.

III. EFFECTIVE DATE

This policy shall become effective January 1, 1985.

IV. RESPONSIBILITY

- A. The Board of Directors shall be responsible for reviewing and making necessary changes in this policy as may be recommended or that are required by changing circumstances.
- B. The President shall be responsible for the administration of this policy. He/she shall issue such procedural regulations as may be required to effectively administer this policy and shall be responsible for formulating any recommended changes in policy content which require action by the Board of Directors.

This policy supersedes all previously established policies and all other material in conflict with its provisions.

Approved by the Board of Directors this 18th day of April, 2016.

Keith Miller, Chair of the Board

Charles B. Moore, Secretary