



CORPORATE POLICY

SUBJECT Nomination By Petition	NUMBER	203.4
	DATE ISSUED	1/20/2025
	SUPERSEDES	
	ISSUANCE DATED	4/18/2016
	DATE ISSUED	1/20/2025

I. PURPOSE

To establish the procedure for a member of Midwest Energy, Inc. (Midwest Energy), or an employee, partner or director of a member of Midwest Energy, (“member’s representative”) to place a name in nomination for election as a Director.

II. POLICY

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

1. Not more than 150 days prior to the Annual Meeting, advise the Nominating Committee Chair or the Chief Executive Officer (CEO) that the member or member’s representative desires to be nominated by petition. The Nominating Committee Chair shall, upon determining that the member or member’s representative is qualified to serve as a Director in accordance with Corporate Policy No. 201.1 Qualification For Directors, provide the member or member’s representative with the form of Nomination by Petition prepared for that purpose.
2. A corporate member who designates an employee or director as its representative shall furnish the Nominating Committee Chair or CEO of Midwest Energy 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. A partnership or sole proprietorship which designates an employee, owner or partner as its representative shall furnish the Nominating Committee Chair or CEO of Midwest Energy 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 nominee and will state the name and address of the member, district and county within which the nominee resides, date of Annual Meeting, and in the case of a designated member representative, the name of the person designated to represent the member.



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5. Nominations by petition must bear the signatures of not less than fifty (50) members of record on the last business day of March preceding the Annual Meeting and be filed with the Nominating Committee Chair or CEO at least 90 days prior to the date of the Annual Meeting of the members.
6. The Board 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 that more than one member is nominated by petition, the names listed in the Certificate of Nomination by Petition shall be listed by district in alphabetical order by last name.
7. The Board Secretary shall post or cause the Certificate of Nomination to be posted 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 Board 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 nominated by petition in each district, the names shall be listed in alphabetical order by last name.
9. The forms of Nomination by Petition and Certificate of Nomination by Petition mentioned herein may be modified by the CEO with the review of Corporate Counsel and notice to the Board and shall become an attachment to this policy.

III. RESPONSIBILITY

- A. The Board 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 CEO shall be responsible for the administration of this policy. The CEO 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.

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

Approved by the Board of Directors this 20th day of January, 2025.

/s/Dale Unruh
Dale Unruh, Chair of the Board

/s/Keith Miller
Keith Miller, Secretary