B-52 Election Policy & Procedures

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I. OBJECTIVE

A. Midwest Energy & Communications ("MEC" or "the Cooperative") and its Board of Directors ("Board") recognize that matters put to a vote of Members ("MEC Elections") are a cornerstone of Democratic Member Control.

This Election Policy and accompanying Election Procedures are intended to ensure that MEC Elections are conducted in a fashion that maximizes and exemplifies Democratic Member Control.

II. CONTENT

A. The procedural policies are detailed in the Election Procedures, a copy of which is attached, and incorporated herein.

B. It is the policy of the Board that MEC Elections shall be administered in as impartial a manner as possible, utilizing the services of an independent, third-party ("Election Service Provider") who will certify the accuracy of voting for both the election of Directors ("Director Election") and elections on issues of importance to the Cooperative ("Non-Director Election").

C. MEC will, through its governing documents, policies and practices, encourage candor and maximum disclosure of actual and potential conflicts of interest by Candidates for MEC Director positions, including incumbent Directors.

III. RESPONSIBILITY

A. Each employee, officer, and Director is charged with knowledge of and shall comply at all times with these policies. The President/CEO will make every reasonable effort to ensure that all concerned are familiar with these policies and aware that any violation of such policies will be investigated and resolved appropriately.

Election Procedures

1 INTRODUCTION

These Election Procedures ("Procedures") are intended to ensure consistent compliance with the MEC's Articles of Incorporation and Bylaws (collectively, "Governing Documents").

2 ROLES AND RESPONSIBILITIES

2.1 Board of Directors

The Board of Directors will:

- Exercise oversight of MEC Elections
- Ensure full compliance with the MEC governing documents and the law
- Designate the MEC Election Service Provider
- Determine the location, date, and time of each year's Annual Meeting
- Direct the General Counsel or MEC Staff to draft any Ballot language needed for a non-Director Elections
- Perform any other functions specified by the Board in these Procedures

2.2 General Counsel

General Counsel within the Election Policy or Election Procedures means the Board of Director's General Counsel whether an employee or outside counsel or their designee.

The General Counsel will:

- Work to ensure MEC Elections are conducted consistent with law, MEC's Governing Documents, Election Policy and Procedures and other directives of the Board
- Work with MEC internal departments to ensure implementation of the Election Policy and Procedures
- Make inquiry into the Bylaw-mandated qualifications of Candidate Applicants (as defined herein) and recommend qualified Candidates to the Board for inclusion on the Ballot, as such duty is delegated by the MEC Chief Executive Officer ("CEO")
- Recommend a slate of Qualified Candidate Applicants to the Board
- Rule on any post-election contest

2.3 MEC Staff

Designated MEC staff, under the direction of the Board of Directors, will:

- Coordinate and administer elections as directed and provided by this Policy and Procedures
- Receive and maintain all records related to Director qualifications and nominations
- Make available to Members all required Director Election Nomination forms and related materials
- Serve as the point of contact to provide answers to any questions about the Election process from Directors, Candidates, Members, or Election Service Provider

2.4 Election Service Provider

The Election Service Provider appointed by the Cooperative will:

- Provide services as specified in the Bylaws, Election Policy and Procedures, consistent with law and its contract with MEC
- Distribute and collect the Ballots
- Tabulate and certify the election results
- Archive and manage all election materials according to terms of its contract with MEC

3 PREPARATION AND APPROVAL OF BALLOT

3.1 Non-Director Elections

The Board may, from time-to-time, submit matters under consideration by the Board to a vote of the Members. The vote in any such Non-Director Election shall be conducted in such cases where a vote of Members is required by law or the MEC Bylaws, such as a vote to amend the MEC Articles of Incorporation. The Board will direct the General Counsel or MEC staff to prepare proposed Ballot wording for any items to be put to a vote in a Non-Director Election. Any such matters will be presented in a way to enhance Member understanding of such measures, including any Board recommendation or position concerning such a vote.

3.2 Director Elections

3.2.1 Posting and Availability

Prior to each election, the following items are made available to MEC Members on the MEC website and in MEC offices: Nominations applications and petitions; Director District map(s); Election timeline; MEC Bylaws; MEC Conflict of Interest Policy; and Conflict of Interest certification and disclosures; MEC Election Policy and Procedures; information about Membership List availability and procedures for use of the list.

3.2.2 Authorization of Background Check

The application form for Board candidacy requires the execution within 5 days of receipt, the authorization, which all persons seeking nomination to the Ballot ("Candidate Applicants") for MEC or its agent to perform background checks to verify the Candidate Applicant meets the Bylaw qualifications to serve as Director.

3.2.3 Affirmation of Eligibility and Adherence to Election Rules

Candidate Applicants must affirm that the Candidate Applicant meets MEC Bylaw eligibility requirements to serve as a Director both at the time the application is filed and after the Candidate becomes a Director, if elected. Each Candidate Applicant must provide their date of birth, address history and other information, including specific questions or requests for information, the General Counsel deems necessary to confirm that the Candidate Applicant meets Bylaw requirements to serve as a Director.

Candidate Applicants must affirm that the Candidate Applicant will adhere to the policies, rules, requirements, or procedures established by the Cooperative for Director Elections.

3.2.4 Candidate Application – Use of Legal Name

Candidate Applicants shall provide their legal name on the application to indicate the name as they wish it to appear on the Ballot, biography, questionnaire, MEC website and all MEC election materials. Names must be in a form substantially similar to the Member's legal name; however, the name may contain "commonly-known-as" nicknames or abbreviated, diminutive forms of the legal name. Nicknames shall not be allowed if they are created solely for use in a MEC Director election. Titles, forms of address, designations, honorifics, professional titles or other credentials, such as education, military rank, or occupation, are prohibited. MEC shall publicly disclose and use the legal name provided by the Candidate Applicant in all election materials.

3.2.5 Biographical and Platform Materials

Candidate Applicants must provide biographical material in electronic format that can be opened by Microsoft Word to the designated MEC staff member, as part of the application. Biographical materials are limited to 800 words, containing personal background information and the Candidate’s stance on matters of importance to MEC and its Members. Word count will be measured using the Word Count function of Microsoft Word. If a Candidate Applicant submits biographical materials exceeding 800 words, the MEC staff will, if time allows, notify the Candidate Applicant. Candidate Applicants may submit revisions to biographical materials until the deadline for submission of application materials. Each Candidate Applicant is solely responsible for the content of his or her submitted biographical materials (including grammar, spelling, and punctuation) and MEC staff will not proofread, edit or otherwise alter any biographical materials, other than to format MEC election materials in order to efficiently utilize space or provide consistency. If the candidate is confirmed as qualified by General Counsel, the biographical information submitted will accompany the official ballot and may be published to the MEC website or in MEC publications. Information in excess of the 800-word limit will not be included on the ballot if not corrected by the deadline.

3.2.6 Candidate Questionnaire

Candidate Applicants have the option to complete and provide a board Candidate Questionnaire in electronic format that can be opened by Microsoft Word as part of the application. Candidate Questionnaire materials are limited to 400 words excluding questions. Word count will be measured using the Word Count function of Microsoft Word. If a Candidate Applicant submits Candidate Questionnaire materials exceeding 400 words (excluding questions), MEC staff will, if time allows, notify the Candidate Applicant. Candidate Applicants may submit revisions to Candidate Questionnaire materials until the deadline for submission of application materials. Each Candidate Applicant is solely responsible for the content of his or her submitted Candidate Questionnaire materials (including grammar, spelling, and punctuation) and MEC staff will not proofread, edit or otherwise alter any Candidate Questionnaire materials. If the candidate is confirmed as

qualified by General Counsel, the candidate questionnaire submitted will accompany the official ballot and may be published to the MEC website or in MEC publications. Information in excess of the 400-word limit will not be included if not corrected by the deadline.

3.2.7 Petition Process and Signature

To be nominated and included on the Ballot for a Director Election, a Candidate Applicant must submit, on a MEC-provided form or a copy of such form, verifiable signatures of at least 30 MEC Members with Voting Residence (as defined in the Bylaws) within the Director District for which the Candidate Applicant is seeking nomination, along with a conflict-of-interest certification and disclosure form as required by the Bylaws.

Any signatures submitted by a Candidate Applicant must be originals, not copies, submitted on the petition form provided by the Cooperative for that election cycle.

No Candidate Applicant will be given access to a nomination petition form before such time as those forms are made available to all Members on the MEC website and at MEC offices. A Member may sign the petition of more than one Candidate Applicant. For Joint Memberships, as that term is defined in the Bylaws, either spouse may sign a petition, but only one signature from any joint membership will be counted for any Candidate Applicant. Any officer of an entity Member, or any person listed in MEC's records as authorized to act on behalf of an entity Member, may sign a petition on behalf of that entity Member. Petition forms will include spaces for the printed name, signature and address to assist in verification of signatures (see Signature Verification below).

3.2.8 Confidentiality – Candidate Election Material

All Candidate Applicant Petition Materials are confidential until candidates are Qualified and approved for the Ballot.

3.2.9 Deadline for Candidate Application

To be considered for inclusion on the Ballot for election as a Director, a Candidate Applicant must deliver by hand or certified, trackable delivery method with signature required, a completed original application and petitions to the designated MEC staff member detailed in the candidate packet at MEC Headquarters, 60590 Decatur Road, Cassopolis, MI 49031 no later than 5:00 pm. on the designated date established in the director election timeline. Delivery to an alternate MEC address, delivery after the deadline, even if postmarked before the deadline will not satisfy this requirement and will result in the application's rejection.

3.2.10 Signature Verification

Designated MEC staff members will verify the signatures on petitions by Candidate Applicants. A signature will be accepted as an eligible petition signature when the signer is identified in MEC account records as a Member with Voting Residence within the district

for which election is being sought, as determined pursuant to Article III, Section 3 of the Bylaws.

Signatures that cannot be identified because they are illegible or cannot be matched to an active MEC Member will not be counted as verifiable signatures.

MEC staff will verify signatures in the order they are presented on petitions and will stop the verification process once 30 signatures have been verified, or when the list of signatures is exhausted without having reached the qualifying number. Designated MEC staff member will notify the candidate if they were unsuccessful at obtaining the required signatures.

Candidate Applicants are strongly encouraged to gather and submit more than 30 signatures to provide a margin of error for disallowed signatures.

If time allows before the Candidate Application and Petition deadline, Candidate Applicants may submit supplemental signatures or request a reevaluation of signatures based on Members' changing account records until the deadline for submitting signatures (*e.g.*, if a person has had himself or herself added to a Joint Membership in MEC's records).

3.2.11 Verification of Bylaw Qualifications

The General Counsel will recommend and report to the Board whether Candidate Applicants are qualified and eligible for election or service as a Director in Article III of the MEC Bylaws. Before attempting to verify the substantive qualifications described in the Bylaws and below, MEC staff will determine whether the Candidate Applicant has submitted required signatures, verified under Signature Verification of this Policy, and completed the conflict-of-interest certification and disclosure form required by the Bylaws.

Upon request a Candidate Applicant must provide information necessary to confirm that the Candidate Applicant meets Bylaw requirements to serve as a Director. Any requested information should be reasonably tailored to seek only the information necessary for a determination. In all matters, the General Counsel shall assume the truth of matters asserted by Candidate Applicants, and act accordingly, unless they have identified a reasonable and specific basis for acting otherwise. An independent third-party background verification firm ("Background Verifier") may assist in verification of the following eligibility requirements as described below:

a) Be twenty-one (21) years of age or older on or by the date of the Member meeting at which the election is held;

   Background Verifier will attempt to locate voter registration information or driver's license for a Candidate Applicant, which will provide proof of age. If no voter registration or driver's license is found, a Candidate Applicant will be asked to provide a birth certificate, passport or other proof of age.

b) Have earned a high school diploma from an accredited institution, or obtained state

certification through General Educational Development tests (GED), by the date of the Annual Meeting at which the Director is elected;

Candidate Applicant will be asked to provide proof of having received the required credential, which may include degrees earned or other subsequent achievements that require such diploma or GED as prerequisites (e.g. law enforcement certification or other professional licensing requiring such a degree).

c) Be a United States citizen;

Will attempt to locate voter registration information for a Candidate Applicant, which will provide proof of citizenship. If no voter registration is found, a Candidate Applicant will be asked to provide a birth certificate, passport or other proof of United States citizenship.

d) Be a Member in good standing of the Cooperative, by having met and adhered to the Cooperative's payment policies in accordance with credit requirements contained in the Cooperative's Tariff and Business Rules, as amended from time to time, and any other requirements for membership in good standing established by Board resolution;

MEC staff will verify the Candidate Applicant's membership in the Cooperative and will review the billing history of the Candidate Applicant to verify good standing. Findings will be provided to the General Counsel.

e) While a Director and during the five (5) years immediately prior to becoming a Director, not have been an employee of the cooperative;

MEC staff will review employment and other records for indications that the Candidate Applicant has been an employee and will provide any relevant information discovered to the General Counsel. The Candidate Applicant's affirmation of eligibility will be relied upon as to relatives` prior employment or Board service. If General Counsel becomes aware of potential disqualification under this provision, MEC staff will assist in the effort to confirm those circumstances.

f) While a Director, not have a close relative who is an employee or becomes an employee of the Cooperative during the Director's term of office. As used in this section, "close relative" means a person who by blood or in law, including step and adoptive kin, is either a spouse, domestic partner, child, grandchild, parent, grandparent, brother, sister, aunt, uncle, nephew, or niece;

If General Counsel becomes aware of potential disqualification under this provision, MEC staff will assist in the effort to confirm those circumstances.

g) Have his or her primary residence receiving continuous services from the Cooperative for one year and be located at the beginning of the calendar year of the election, in the district for which election is sought. Primary residence shall be determined based on

factors including, but not limited to, real property rights, homestead exemption, voter registration location, and address on a driver's license;

General Counsel will research the factors listed above and complete a standardized report identifying the indicators supporting or contradicting the Candidate Applicant's primary residence within the district where election is sought. MEC staff will research and report to the General Counsel on the continuity of services at the address. The General Counsel may seek clarification from the Candidate Applicant regarding information found.

h) Annually complete and sign a conflict-of-interest certification and disclosure form approved by the Board of Directors;

The General Counsel will verify that any incumbent Director running for reelection has met this requirement, and that any non-Director Candidate Applicant has executed the same, separately-required form for Candidates under the Bylaws.

i) While a Director or during the three (3) years immediately prior to becoming a Director, not sought to advance or have advanced a:

1. Competing Interest with the Cooperative;

2. Financial Interest that would likely impair the ability of the Director to serve the best interests of the Cooperative; or

3. Conflicting Position that would likely impair the ability of the Director to serve the best interests of the Cooperative.

A "competing interest with the Cooperative" exists when judgment concerning the cooperative (such as financial, legal or general business decisions) is influenced or may be reasonably influenced by another interest (such as financial or non-financial gain or interest).

A "Financial Interest" is likely to impair a Director's ability to serve the best interests of the Cooperative if that Director has received more than ten percent (10%) of the Director's annual gross income from serving as an employee, consultant, or contractor with or for a person or an entity that has done business with the Cooperative in the preceding three years.

A "Conflicting Position" is likely to impair a Director's ability to serve the best interests of the Cooperative if there exists a possibility of that position requiring the Director to make business, legal or policy decisions adverse to the Cooperative or its membership. Examples of such conflicting positions include, but are not limited to:

1. Serving as an employee, consultant, or contractor assigned to negotiating or managing contracts with the Cooperative for any person or entity that has been a consultant, contractor, vendor, or bidder of the Cooperative during the preceding

three years; or

2. Having held an executive level or board position of a financial institution that has held Cooperative assets during the preceding three years.

The General Counsel will use its best discretion to determine whether this qualification has been met. The determination will be based upon information provided by the Candidate Applicant under the Bylaws or this Policy including biographical information and the conflict-of-interest certification and disclosure form. General Counsel may consider other sources of information, including public documents.

j) Not be or have been convicted of a misdemeanor involving moral turpitude or a felony pursuant to state or federal laws;

Background Verifier will conduct a criminal records check of Candidate Applicants and report findings to the General Counsel. "Moral turpitude" will have the meaning ascribed to it in Michigan administrative and case law.

k) Not have been previously removed or disqualified as a Director as provided for under these Bylaws;

General Counsel will determine whether this qualification has been met.

l) Have the capacity to enter into legally binding contracts;

Beyond the age verification called for previously, no actions will routinely be taken to verify this qualification beyond receiving a Candidate Applicant's certification of eligibility and the winning Candidate's Affirmation to that effect. However, the General Counsel will make inquiry into any potential violation of which they become aware.

m) Be willing to devote such time and effort to his or her duties as a Director as may be necessary to oversee the Cooperative's business and affairs including: except as otherwise provided by the Board of Directors for good cause, beginning with election to the Board of Directors, attend at least seventy-five (75) percent of all regular and special called Board Meetings during each period from Annual Meeting to Annual Meeting; and obtain the Credentialed Cooperative Director (CCD) designation from NRECA within the first 18 months after election to the Board; attend state and national association meetings and Director continuing education training as needed to maintain current knowledge and improve awareness of potential risks to the Cooperative;

The General Counsel will verify that any sitting Director or former Director previously subject to this provision has fulfilled this qualification. No actions will be taken to verify other persons' qualifications in this regard.

n) Not be employed by another Director or be employed by an entity over which another Director exercises substantial control.

No steps will routinely be taken to verify this qualification, beyond examination of information provided by the Candidate Applicant or others, including conflict- of-interest forms and certifications. However, if the General Counsel becomes aware of a potential violation, they will take steps to determine whether the qualification is satisfied, including seeking information from the Candidate Applicant as allowed by the Bylaws.

o) Execute and provide the relevant documents, waivers, or other materials reasonably needed to verify satisfaction of these qualifications, including criminal background checks to be performed by the Cooperative. A person subject to this provision shall not be requested or required to provide personal or business tax returns, financial or business records, or non-public, personal details unless legal counsel has justified and certified in writing that conformity with Director Qualifications cannot be determined without such records. If such certification is made and the records are provided, the Cooperative and its agents shall not publicly disclose such records except with the consent of the person providing them, or in the course of a legal proceeding or as required by law.

The General Counsel, will determine whether a person refusing to execute or provide the relevant documents under this section will be disqualified for failing to meet this qualification.

p) While a Director, act in good faith and represent the best interests of the Cooperative as a whole, representing all members on an impartial basis.

No actions will routinely be taken to verify this qualification beyond receiving a Candidate Applicant's certification of eligibility and the winning Candidate's Affirmation to that effect, but General Counsel will make inquiry into any potential violation of which they become aware. Any such inquiry is for purposes of determining Candidate Applicant eligibility, and not ongoing enforcement of this Bylaw provision.

3.2.12 Notification to Candidate Applicants Regarding Qualifications

General Counsel will provide written findings to the MEC Board of Directors and the appropriate MEC staff regarding each Candidate Applicant's qualifications to serve as a Director. The designed MEC staff member will notify each Candidate Applicant of those findings. Any Candidate Applicant receiving notice that the General Counsel has preliminarily found them not to have met the Bylaw qualifications to serve as a Director will be advised of such finding and its basis, and invited to present written or other information that supports the Candidate Applicant's qualifications.

4 VOTING AND PROCESSES DURING ELECTION PERIOD

4.1 Withdrawal from Election

A Candidate may withdraw from a Director Election by notifying the designated MEC staff member in writing or by email of his or her withdrawal. The Cooperative will use reasonable methods to advise the Membership of the withdrawal. If time allows, the withdrawn Candidate's name will be removed from the ballot, if time does not allow removal from the ballot, the name will remain on the ballot, and the election website will not be altered to remove the Candidate's name. Any votes cast for a Withdrawn Candidate will be counted but the winner will be selected in accordance with Director Election (Section 5.4.2) below.

4.2 Preparation and Distribution of Ballots

Election materials and ballots shall be distributed to all Members eligible to vote under the Cooperative's Bylaws, including Members receiving electric Services, telecommunications Services, or both.

4.2.1 Ballots

After approval of the Ballot, MEC will direct the Election Service Provider to prepare and Ballots and accompanying biographical material ("Ballot Materials") sufficient for distribution to the appropriate MEC Members in the form specified in the Bylaws, including wording sufficient to constitute required notice of the Election, website information, and credentials for electronic voting.

4.2.1.1 Voting and Receipt of Ballots

Only the Election Service Provider shall accept ballots. Ballots are not to be accepted on MEC Premises or by MEC Employees, Directors or Candidates.

4.2.2 Website

The Election Service Provider will, at the time of mailing, make available on the Internet a secure website for online voting, including biographical material.

4.2.3 Emails

The Election Service Provider will on the first day of the election, send emails to all Members for whom MEC has valid email addresses with election information, voting credentials, and direct, "one-click" links that allow Members to access the voting website and vote without manually entering credentials. The Election Service Provider will send follow-up emails according to the Election Timeline. Members who have opted-out of receiving communications from MEC or who have not provided a valid email address to MEC will not receive these email notifications.

4.3 Questions by Candidates About the Election Process

The designated MEC staff member detailed in the petition packet is the point of contact for any questions about the Election process from Members, Candidate Applicants, or Candidates.

4.4 Membership List Availability

In accordance with the Bylaws and the MEC Policy B-17, Privacy Principal for Member-Consumer Information, Director Candidates and Candidate Applicants may access a list of MEC members in their district which will include member addresses, by scheduling an appointment to view the list at a MEC office. The Candidate requestor must provide the district to which the member is seeking election, name, address, and other contact information. The list shall not be copied, photographed or otherwise reproduced, and any information viewed by any candidate shall not leave the MEC office.

4.5 Campaigning on MEC Premises

Members may not engage in Campaigning (as that term is defined herein) on MEC premises, MEC designated voting locations or MEC member events. MEC premises include parking lots, the exterior and interior of MEC-operated facilities or those same areas of any facility where a Member Meeting or Board Meeting is conducted.

In the event that the campaigning policy is violated, a notice of violation will be advised immediately, and the member will be asked to cease and desist.

In the event that a member fails to comply, local authorities will be contacted, and the member will be removed from the premise.

Upon further review, the board may (1) disqualify such member from running in the current election, and/or (2) determine that such member is ineligible to run in future elections.

"Campaigning" is: the distribution of materials designed to influence the outcome of a Cooperative election; direct communications to Members designed to influence the outcome of a Cooperative election, including gathering of signatures on petitions; displays of placards, bumper stickers, signs or other campaign promotional material, other than those displayed on vehicles or on wearing apparel or accessories.

4.5.1 MEC Employee Campaigning

Employees should be mindful that MEC has established an independent election process to promote consistent and credible elections by the Membership. As such, employees should make known that any Campaigning in which they voluntarily choose to participate is on their own behalf, on their personal time and that the employee's campaign activities don't reflect any endorsement by MEC. Employees may sign candidate petitions (when they are also MEC Members) and campaign for candidates just as any other non-employee. Participation in Board Director Campaigning, however, is voluntary.

Employees shall not Campaign on Cooperative time, premises or use Cooperative resources for Campaigning, such as MEC phones, e-mail, or vehicles. Employees who choose to Campaign must not do so while in a MEC uniform or MEC branded apparel.

4.6 Use of MEC Brand

Candidates or their representatives may not deploy web pages or other campaign materials that suggest that their candidacy is endorsed or supported by MEC, and specifically may not use any MEC logos or, trademarks. Web links to the MEC electronic media are acceptable. Candidates who are incumbent directors may not use their MEC provided email addresses or any MEC provided resources for correspondence related to the election.

4.7 Access to Vote Information; Updates on Voter Turnout; Election Results

No MEC employee, Director, Candidate or person acting on their behalf, except as described in this Section, shall seek or accept from the Election Service Provider access to information about details of votes cast by a MEC Member or Members, other than aggregated information about voting turnout or voting methodology across the entire Cooperative, as described in this section.

MEC Employees. Only MEC employees who are specifically responsible for implementing, developing and testing registration software for use in an Election shall have access to data indicating if a member has voted or not voted and the method by which their vote was submitted. This data shall not contain any member's individual voting selection(s).

Election Results. Within 2 business days upon conclusion of the deadline for casting ballots, the Election Service Provider shall certify and provide the Election Results to the designated MEC staff member. The designated staff member shall release the results to Candidates and the Board of Directors.

5 TABULATION OF VOTES

5.1 One Member-One Vote

Each Member shall be entitled to one (1) vote upon each matter submitted to a vote of the Membership. Any person listed in MEC's records as authorized to act on behalf of an entity Member, may cast a vote on behalf of that entity Member.

Each Member of a Director district shall be entitled to one (1) vote upon each Director election for that individual Director district, and only Members of a Director district may vote in that Director district election

A Member's individual Director district is established at the time of application for membership or for additional Services connection; the member's residence shall be established as their voting district, if receiving Services from the Cooperative; otherwise, the location with the longest active Services shall be designated as the District in which he/she shall vote.

5.2 Proxies Prohibited

Except in instances specifically mandated by law or MEC Governing Documents, a Member may not appoint another individual person to vote on any matter for the Member.

5.3 Tabulation; Release of Election Results; Announcement of Election Results

The Election Service Provider will tabulate results in accordance with the MEC Bylaws. The first vote of a Member received by the Election Service Provider will be counted as the vote cast by that Member, and Members will not be allowed to change previously cast votes.

Paper votes will be scanned electronically by the Election Service Provider into a data record as they are received. Online votes will have been recorded in a data record as they were cast, with multiple levels of verification and security. Duplicate Ballots cast by Members who have already previously voted online will be removed before tabulation.

The Election Service Provider shall prevent any ballot from being cast electronically after the deadline has passed for casting a Ballot.

The Election Services Provider will tabulate and count ballots in such a way to favor the intention to cast a vote on each item on a returned ballot. The Election Services Provider will examine voter marks to determine voter intent.

5.4 Determination of Outcome/Winner

5.4.1 Non-Director Election

Members shall be deemed to have approved an option in a Non-Director Election if the Non-Director Election option receives the highest number of votes.

5.4.2 Director Election

The Candidate for each Director Position receiving the highest number of votes shall be elected, unless the Candidate receiving the highest number of votes is a Withdrawn Candidate, in which case the non-withdrawn Candidate receiving the highest number of votes shall be elected. In the event of a tie, the winner shall be determined by a drawing by lot to be conducted by General Counsel. In the event of a tie in a Director Election, in conducting a drawing by lot, General Counsel will place in a box as many slips of paper as there are nominees in the tie, with a single slip marked "elected" and the remaining slips marked "not elected." In alphabetical order by last name, each of the Director Candidates in the tie shall blindly draw one (1) slip from the box.

The Director Candidate drawing the slip marked "elected" shall be elected to the Director position in question.

5.5 Completion and Certification of Post-Tabulation, Pre-Announcement Quality Control

After tabulation, the Election Service Provider must certify in writing all Post-Tabulation, Pre-Release and Pre-Announcement Quality Control steps were taken.

5.6 Release, Announcement and Certification of Election Results

At the conclusion of validation and tabulation of the Ballots and certification of quality control the election results will be released as provided by these Procedures.

5.7 Election Contests

The General Counsel shall be the arbiter of any issue related to MEC Elections. Any challenge to the election must be filed at the Midwest Energy & Communications Headquarters, located in Cassopolis, Michigan by 5 pm on the fifth (5^{th}) business day following the notification of the election results.