



August 3, 2016

Web 2016-3

Dear MGEX Members & Rules and Regulations Book Recipients:

The following Chapters have been amended:

<b><u>Chapter</u></b>	<b><u>Citation</u></b>	<b><u>Purpose</u></b>
2- Government	201.01. 201.05. 201.06. 202.00.	To remove the petition process and amend associated Bylaws.
4- Arbitration Rules	410.00.	Clarification
20- Regulations	2051.00.	Delete regulation regarding honorary membership.

You can view these changes by visiting the MGEX website at <http://www.mgex.com>:

1. On the top, go to "RESOURCES" and click "Rules and Regulations"
2. Click "Latest changes to MGEX RULES, REGULATIONS AND RESOLUTIONS"

If you have any questions or problems accessing the Rules and Regulations, please contact Jesse Marie B. Green at (612) 321-7122 or [jgreen@mgex.com](mailto:jgreen@mgex.com).

Sincerely,

A handwritten signature in blue ink that reads "Layne G. Carlson".

Layne G. Carlson, Corporate Secretary



## **BYLAWS GOVERNMENT**

### **DEFINITIONS**

100.00      Bylaws

### **ELECTIONS**

200.00.      Annual Election  
200.01.      Annual Election: Notice Of  
201.01.      Candidates: Number To Be Nominated  
201.09.      Nominations: Posting List Of  
202.00.      Ballot: Form Of  
202.01.      Voting: Procedure  
202.02.      Voting: Qualifications For  
202.03.      Voting: Number Of Votes Permitted  
202.04.      Voting: Polls Close  
202.05.      Tellers: Appointment And Duties  
202.06.      Candidates: Declared Winners  
202.07.      Ballots: Preservation Of  
202.08.      Procedures In The Event Of A Tie Vote

### **MEETINGS**

203.00.      Meetings Of Members  
203.01.      Meetings Of Members: Notice Of  
203.02.      Meetings Of Members: How Conducted  
203.03.      Member Action Without Meeting Of Members

### **AMENDMENT OF RULES**

204.00.  
204.01.      Adoption or Amendment Of Rules: Procedure  
204.02.      Adoption or Amendment Of Rules: Date Effective  
205.01.      Adoption or Amendment Of Bylaws: Procedure  
205.02.      Adoption or Amendment Of Bylaws: Date Effective

### **DIRECTORS**

210.00.      Board Of Directors: Composition And Terms Of Office  
210.01.      Board Of Directors: Powers  
210.02.      Board Of Directors: Emergency Powers  
210.03.      Vacancies: Occurring During Term Of Office  
211.00.      First Meeting Of The Board of Directors  
211.01.      Regular And Special Meetings  
211.02.      Quorum

- 211.03. Procedure At Meetings
- 215.00. Chairperson Of The Board: General Duties
- 215.01. Vice Chairpersons
- 215.02. Acting Chairpersons
- 216.00. Appointment Of Officers And Employees
- 216.01. Employment Of Counsel, Auditors, Etc.

## **OFFICERS & FUNCTIONS**

- 217.00. President
- 218.00. Secretary
- 218.01. Assistant Secretary
- 218.02. Papers: Service Of
- 218.03. Oaths: Administration Of
- 219.00. Treasurer
- 220.00. Annual Financial Statement
- 221.00. Regular Assessments
- 221.01. Special Assessments
- 221.02. Notice Of Assessments
- 221.03. Financing
- 222.00. Funds And Securities Of The Exchange
- 222.01. Expenditure Of The Funds Of The Exchange
- 222.02. Investment Of Funds
- 223.00. Borrowing Of Money
- 224.00. Execution Of Contracts, Signatures On Papers, Checks, Etc.

## **MISCELLANEOUS POWERS AND DUTIES OF THE BOARD**

- 231.00. Delivery Of Documents, Payment, Etc.
- 235.00. Admission To Exchange Room
- 236.00. Control Of The Use Of The Buildings
- 237.00. Management Of Real Estate
- 240.00. Fiscal Year
- 242.00. Housekeeping
- 243.00. Indemnification Of Directors, Officers And Others
- 244.00. Membership In Other Associations: Delegates To Meetings

## **COMMITTEES**

- 250.00. Committees: Regulations Governing Procedure
- 251.00. Committees Of The Board Of Directors
- 252.00. Executive Committee
- 253.00. Audit Committee
- 256.00. Personnel And Compensation Committee
- 257.00. Regulatory Oversight Committee
- 258.00. Risk Management Committee

259.00 Nominations Committee  
260.00 Committees Of The Exchange  
264.00 Disciplinary Committee: Appointment  
264.01 Disciplinary Committee: Qualifications Of Members  
264.02 Disciplinary Committee: Appointment Of Alternates  
264.03 Disciplinary Committee: Duties And Powers  
265.00 Hearing Committee: Appointment  
265.01 Hearing Committee: Qualifications Of Members  
265.02 Hearing Committee: Appointment Of Alternates  
265.03 Hearing Committee: Duties And Powers  
267.00 Hard Red Spring Wheat Committee  
268.00 Cash Markets Committee  
270.00 Other Committees, Task Forces And Panels  
271.00 Chief Regulatory Officer  
272.00 Chief Compliance Officer  
273.00 Chief Risk Officer  
275.00 Conflicts Of Interest

## **DEPARTMENTS**

282.00 Clearing House  
283.00 Audits And Investigations  
290.00 Nonpublic Information - Improper Use Or Disclosure



## **BYLAWS GOVERNMENT**

### **100.00 DEFINITIONS.**

The following are Bylaws of the Exchange. Bylaws incorporate all defined terms of Chapter 1 of the MGEX Rules. MGEX Rules is a separate document codifying daily Exchange guidelines.

### **200.00. ANNUAL ELECTION.**

An Annual Election shall be held on the first Thursday in October in each year.

Insofar as practicable, at each Annual Election occurring during an even year not more than four (4) Member Directors shall be elected for terms of two (2) years each and at each Annual Election occurring during an odd year not more than three (3) Member Directors shall be elected for terms of two (2) years each, so that said Member Directors shall at all times total seven (7) in number.

All vacancies on the Board of Directors shall be filled by the Board of Directors for the unexpired term of the person whose office becomes vacant.

After each Annual Election, the Member Directors shall elect annually, a Chairperson, a First Vice Chairperson and a Second Vice Chairperson. The election of the Officers shall be under the supervision of the senior Member Director. No Director may serve more than three (3) consecutive one year (1) terms as Chairperson.

At all times, there shall be a total of four (4) Public Directors serving on the Board of Directors. After each Annual Election or to fill vacancies, the Chairperson of the Board of Directors and President of the Exchange shall nominate persons for the position of Public Director. Such nominees must be approved and appointed by the majority of the seven (7) Member Directors. Each Public Director thus appointed by the Board of Directors shall serve a two (2) year term. After each Annual Election occurring during an odd year not more than two (2) Public Directors shall be appointed and after each Annual Election occurring during an even year not more than two (2) Public Directors shall be appointed.

#### **200.01. ANNUAL ELECTION: NOTICE OF.**

Notice of the Annual Election shall be posted on the Official Bulletin Board and disseminated to Members at least three (3) weeks before the date of such Election. This notice shall give the date of the Annual Election, the vacancies to be filled, shall indicate thereon the term of office in filling each of the vacancies and cite the Bylaws relative to the procedure for nominating candidates.

**201.01. CANDIDATES: NUMBER TO BE NOMINATED.**

The Nominations Committee shall nominate any number of candidates, each of which must confirm their acceptance of such nomination. No individual can be placed on the ballot for the Annual Election without being nominated by the Nominations Committee.

**201.09. NOMINATIONS: POSTING LIST OF.**

On the next business day following the second Thursday before the Annual Election, the Secretary shall post upon the Official Bulletin Board a list of the nominations that have been duly made for Directors.

**202.00. BALLOT; PROXY: FORM OF.**

On the second Thursday before the Annual Election, the Secretary shall prepare a form of ballot and proxy to use at the Annual Election. The ballot and proxy shall list all candidates in one (1) section. The section shall be marked to indicate the number of candidates to be elected, the term of office and, if the candidate is running for reelection, the word incumbent shall be used. The candidates shall be listed in alphabetical order. The candidates receiving the most votes shall be declared elected. Voting for more than the indicated number of candidates shall cause the ballot or proxy to be null and void.

**202.01. VOTING: PROCEDURE.**

The Secretary shall, at least ten (10) days prior to the date of the Annual Election, or prior to the date fixed by the Board of Directors for any vote by the Members, forward to the Authorized Voter of each Record Owner in good standing a duly prepared proxy, with a line for the signature of the Authorized Voter, and an envelope addressed to the Secretary. The proxy is to be marked, signed and returned to the Secretary. The Secretary shall place all such proxies and envelopes in a locked ballot box. At the Annual Election or any other meeting of the Members, the Secretary shall distribute ballots to the

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## CHAPTER 4 ARBITRATION

### JURISDICTION

#### 400.00. JURISDICTION OVER MEMBER DISPUTES.

All disputes involving Members, Clearing Members, or entities with cash trading privileges that arise out of or are related to a trade, contract, agreement or other transaction that is governed by, made subject to, or arises out of an alleged violation of the MGEX Bylaws or Rules, will be settled by arbitration before a Board of Arbitration unless the parties expressly agree otherwise.

Refusal by a Member, Clearing Member, or entity with cash trading privileges to submit any such dispute to arbitration upon demand by the opposite party will constitute a violation of the MGEX Rules.

#### 401.00. JURISDICTION OVER CUSTOMER DISPUTES.

All disputes between a Customer and any Person subject to, or consenting to, the Exchange's jurisdiction that arise out of or are related to trades, contracts, agreements, or other transactions that are governed by, made subject to, or arising out of an alleged violation of the MGEX Bylaws or Rules, may be settled by arbitration before a Board of Arbitration if demanded by the Customer. Refusal by any Person subject to, or consenting to, the Exchange's jurisdiction to submit to arbitration, upon demand by a Customer, will constitute a violation of the MGEX Rules.

For purposes of Chapter 4, "Customer" means any Person that is not a Member or Clearing Member, and is involved in a dispute with any Person subject to, or consenting to, the Exchange's jurisdiction arising from a trade, contract, agreement or other transaction that is governed by, made subject to, or arising out of an alleged violation of the MGEX Bylaws or Rules.

#### 402.00. WAIVER OF OBJECTION TO JURISDICTION.

By submitting a Complaint for arbitration or counter claim pursuant to this chapter, any Person consents to the jurisdiction of the Board of Arbitration to hear and finally determine the claim and any counter claim that is properly submitted pursuant to [Rule 408.00](#).

### INITIATING A CLAIM

#### 403.00. FORM OF COMPLAINT.

Any Claimant desiring to submit a dispute pursuant to these Rules must file a written Complaint (see [Form 4-10.00](#)) or Petition for Joint Arbitration (see [Form 4-10.01](#)) made under oath and in duplicate with the Secretary. Such Complaint must be accompanied with the applicable filing fee provided in [Rule 436.00](#) or [437.00](#).

#### 404.00. TIME OF COMPLAINT.

Such Complaint or Petition, as described in [Rule 403.00](#), must be filed within two (2) years after the date of the transaction from which the dispute arose.

#### 405.00. SERVICE OF COMPLAINT.

A copy of the Complaint or Petition, referred to in [Rule 403.00](#), must be served on the Respondent as provided in [Bylaw 218.02](#).

**406.00. ANSWER.**

If the Respondent desires to defend against or otherwise contest allegations made in a Complaint, the Respondent must file a written Answer (see **Form 4-10.01**) made under oath and in duplicate with the Secretary within ten (10) business days from the day the Complaint was served.

In the event that the Respondent files a counter claim, the Claimant must file a written Answer, made under oath and in duplicate with the Secretary within ten (10) business days from the day the Statement of Counter Claim Form (see **Form 4-15.00**) was served.

The Secretary may grant further time for the filing of such Answer upon reasonable cause. A copy of such Answer must be served on the Claimant or Respondent within the time allotted by the Exchange.

**407.00. FAILURE TO ANSWER.**

If the Respondent or the Claimant fails to answer within the time provided and has not been granted further time by the Secretary, the Board of Arbitration will, upon the filing of proof of service of the Complaint or Statement of Counter Claim Form (see **Form 4-15.00**), consider the allegations contained in the forms admitted and proceed to hear and decide the matter on the basis of the evidence and testimony available under the circumstances.

**408.00. COUNTER CLAIMS.**

In the hearing on any dispute, the Board of Arbitration may hear or consider any matters of dispute between the parties as counter claims if such matters are within the jurisdiction of the Board of Arbitration, directly connected with the matter set forth in the Complaint or arise under the same set of operative facts, and are properly raised by the Respondent in a Statement of Counter Claim Form (see **Form 4-15.00**). If the Respondent desires to present a counter claim, the Respondent must file a written Statement of Counter Claim Form made under oath and in duplicate with the Secretary at the same time as its Answer.

If party to a dispute fails to raise a counter claim that would otherwise be under the Board of Arbitration's jurisdiction, the party waives all rights to, and is barred from, raising the dispute that is the subject of the counter claim in any other proceeding or venue.

**BOARD OF ARBITRATION****409.00. ARBITRATION POOL.**

Only persons serving on the Arbitration Pool are eligible to serve on a Board of Arbitration. The Arbitration Pool consists of twenty (20) or more persons, all of whom must be Members of the Exchange. The Chairperson will recommend persons to serve during their term of office.

**410.00. BOARD OF ARBITRATION.**

Following the filing of a Complaint or Petition with the Secretary, the Secretary will constitute the Board of Arbitration by selecting three (3) persons from the Arbitration Pool, who will hear and decide the dispute between the parties (each known as an "Arbitrator"). The Board of Arbitration has all the powers and duties set forth in these Rules. Once appointed, each Arbitrator must submit an Impartiality Form (see **Form 4-01.00**.) to the Exchange. Each Arbitrator must be available for the Board of Arbitration to hear or decide any dispute.

In any dispute brought by a Customer or Member against a Member or Clearing Member, upon receipt of a Complaint, the Exchange will inform the Claimant in writing:

Of the nature and amount of any other fees or costs that may be assessed against the party if a dispute is submitted for arbitration pursuant to this Chapter.

#### **411.00. CODE OF ETHICS.**

At the time of their appointment to any Board of Arbitration, each Arbitrator will receive and be responsible for understanding and following the American Arbitration Association's "Code of Ethics for Arbitrators in Commercial Disputes" then in effect.

#### **412.00. INDEPENDENCE AND IMPARTIALITY OF ARBITRATORS.**

The Board of Arbitration will be fully independent and impartial to the dispute. No Arbitrator will serve in any dispute in which they have a financial, personal, or prejudicial interest or concern is before such Board of Arbitration. For the purpose of this Rule, a financial interest includes not only that of the person themselves, but also that of a partner, a dependent, a firm of which they are a copartner or employee or a corporation of which they are an officer, majority stockholder, director, or employee. Each Arbitrator has an affirmative duty to report any such financial, personal, or prejudicial interest or concern to the Secretary, and upon appointment to the Board of Arbitration, each Arbitrator will complete the Arbitrator Profile Form (see **Form 4-00.00**) and submit the same to the Secretary.

If an Arbitrator discloses a financial, personal, or prejudicial interest or concern, the disinterested Arbitrators involved will determine whether any person has such financial, personal, or prejudicial interest. If the disinterested Arbitrators determine that an Arbitrator is not fully independent and impartial, that Arbitrator will be dismissed, and the Secretary shall replace such Arbitrator in accordance with **Rule 414.00**, and shall inform both parties.

#### **413.00. CHALLENGE TO ARBITRATORS.**

After selecting the Arbitrators to hear a dispute or difference, the Secretary will notify each party in writing of the names and company affiliations of the Arbitrators who will hear said dispute. The Arbitrator Profile Form (see **Form 4-00.00**) and the Impartiality Form (See **Form 4-01.00**), will additionally be provided at this time. Upon receipt of such notice, either party may challenge the appointment of an Arbitrator for prejudice or other good cause within ten (10) business days of receipt of said notice. Upon the determination that such a challenge is valid, the Secretary shall replace such Arbitrator in accordance with **Rule 414.00**, and will inform both parties.

#### **414.00. APPOINTMENT OF ALTERNATES.**

The Secretary will appoint to the Board of Arbitration, from the Arbitration Pool, as many Arbitrators as necessary to take the places of Arbitrators who may not or cannot serve on the particular Board of Arbitration due to the following reasons:

- A. The Board of Arbitration determines that it is improper for an Arbitrator to serve during the hearing or decision of a dispute; or
- B. An Arbitrator is unable to serve during a hearing or decision.

When so appointed, such Arbitrators will have all the powers and duties of the members of the Board of Arbitration whom they replaced.

#### **415.00. FAILURE OF ARBITRATOR TO ATTEND MEETINGS.**

An Arbitrator that fails to attend any duly scheduled hearing of that Board of Arbitration will be fined two-hundred fifty dollars (\$250.00), (for use by the Exchange) for each time that an Arbitrator fails to appear, unless an excuse satisfactory is made to the other Arbitrators.

#### **416.00. DISMISSAL OF PROCEEDINGS.**

At any time during the course of an Arbitration, the Board of Arbitration may, at the joint request of the parties involved, dismiss the proceeding and refer the parties to the remedies provided by law.

#### **417.00. ROLE OF THE SECRETARY.**

The Secretary may act as administrator of any arbitrations brought pursuant to this chapter. The Secretary may assist the Board of Arbitration as requested, but in no event will the Secretary be involved substantively in deciding any claim or counter claim, nor will the Secretary affect in any way the impartiality of the Arbitrators.

### **PRE-HEARING PROCEDURES**

#### **418.00. PRE-HEARING EXCHANGE OF DOCUMENTS AND WRITTEN INFORMATION.**

The parties will cooperate in all voluntary exchange of material and relevant documents and written information which may serve to facilitate a fair, equitable and expeditious hearing.

The Exchange will make available to the parties, upon request, any documents or written information in its possession that might bear on the case, which would otherwise not be available to the parties or the Board of Arbitration.

The Board of Arbitration may subpoena documents when necessary and may apply reasonable sanctions for noncompliance with such subpoena orders or any other reasonable requests or orders to provide documents.

The names of all witnesses must be furnished to the Board of Arbitration and be made available to all parties.

In the event that a party refuses to comply with any subpoena of the Board of Arbitration, the opposing party may apply to a court of appropriate jurisdiction to enforce such subpoena to compel the production of books or papers before any Board of Arbitration.

#### **419.00. PRE-HEARING MEETING.**

The Board of Arbitration will schedule one or more pre-hearing meetings as early as is practicable to select a chairperson from among its Arbitrators, determine appropriate hearing dates and address any other issues deemed to be appropriate or raised by the parties.

### **HEARINGS**

#### **420.00. HEARING.**

Either party may request an oral hearing by written request to the Secretary on or before the date that is five (5) business days after the date that Respondent's Answer is due. If neither party requests an oral hearing, the Board of Arbitration may proceed to decide the matter on the basis of the materials submitted by the parties.

minutes after the close of the cash market. Sales not made during the Hours of Trading shall not be included in the day's market report.

Reports of sales of all commodities shall include the price, the grade, if any, and information such as "musty," "sour," "heating," "heavy dockage," or other factors that may have a distinct bearing on the price of the commodity. All reports must also disclose whether the sale was made on consignment as well as all parties to the transaction including Buyer and Seller, and principal and agent.

#### **2036.00. DISPOSITION ORDERS: FORM OF.**

Pursuant to the provisions of **Rule 1125.00.**, the form of Disposition Orders should read as follows:

Disposition Orders, as required by the Rules, shall be in the form and text hereto appended in the appendix of this Chapter. The dimensions of the form are to be 6 inches deep by 8 ½ inches wide. The original to be printed on white paper and the duplicate on yellow paper. Additional copies are permissible and may contain supplemental information or instructions, but each copy must be printed on paper of a different and distinctive color.

The form and text of the original duplicate Disposition Orders hereto appended must not be varied in any particular. Nothing therein, except provision for endorsement, may be added to or omitted; but, if desired, supplemental agreements, phrases or notices regarding claims freight, or other matters not inconsistent with the terms and purposes of the Disposition Orders, may be printed or written on separate pieces of paper to accompany or to be attached to the Disposition Orders to which they relate (See Form 20-36.00, Page 7031.)

#### **2038.00. PAN TICKETS.**

Pursuant to the provisions of **Rule 1156.00.**, the Board of Directors adopted this Regulation.

When Pan Tickets used in connection with all carloads of any commodity offered for sale in this market show a car number, the Seller assures the Buyer that all such grain displayed is physically loaded into rail cars. Car numbers are not to be used when selling grain with an official grade unless the cars are loaded.

In no case shall grain displayed and sold, but which has not been loaded into rail cars, be used to establish the market close on any day.

#### **2039.00. DELIVERY AND PAYMENT TO INVOICES AND REQUESTS FOR ADVANCES ON TRUCK/RAIL COMMODITIES.**

Pursuant to the provisions of **Rule 231.00.**, the Board of Directors has adopted this Regulation.

- A. The Buyer must, before two-thirty o'clock (2:30) p.m., give to the Seller disposition that will enable the Seller to move the car so as to avoid demurrage charges or the Buyer will be liable for any ensuing demurrage.
- B. Invoices based on final weights, whether destination or FOB, must be delivered to the Buyer before one o'clock (1:00) p.m. Buyer's checks in payment of such invoices must be ready for delivery to the Seller's representative as soon as practicable, but no later than one o'clock (1:00) p.m. the following business day.

- C. If requests for advances have been delivered to the Buyers before one o'clock (1:00) p.m., Buyers must have checks for the advances due ready for the Seller's representative as soon as practicable, but no later than one o'clock (1:00) p.m. the following business day.
- D. A Seller who has been unable to deliver invoices on FOB cars or requests for advances in accordance with the provisions of Sections b. and c. of this Regulation may, however, avoid liability for demurrage charges by delivering to the Buyer documents passing title before three o'clock (3:00) p.m. If not so delivered, the liability for demurrage shall be on the Seller. If documents passing title have been so delivered, the Buyer must, at the request of the Seller, receipt for the same, and must, upon demand, have the check in payment of the invoice, or for the advance due, ready for the Seller's representative as soon as practicable, but no later than one o'clock (1:00) p.m. the following day.

#### **2040.00. WHEAT UNFIT FOR HUMAN CONSUMPTION NOT DELIVERABLE ON FUTURES CONTRACTS.**

Under authority of **Rule 210.01.**, the Board of Directors adopted the following interpretive Regulation.

Wheat declared unfit for human consumption under Federal Food, Drug and Cosmetic Act is not deliverable on a Minneapolis Futures Contract.

#### **2050.00. HOLIDAYS.**

Under authority of **Rule 210.01.**, the following days are declared to be holidays: New Year's Day, Dr. Martin Luther King, Jr. Day, Presidents' Day, Good Friday, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day. When any holiday falls on Sunday, the Monday next following shall be considered such holiday. When any such holiday falls on Saturday, the Friday immediately preceding shall be considered such holiday. Dr. Martin Luther King, Jr. Day observance shall always be the third Monday in January. Presidents' Day observance shall always be the third Monday in February and Memorial Day observance shall always be the last Monday in May.

#### **2053.00. LIMITATIONS ON OPTIONS TRANSACTIONS-SOLICITATION AND ACCEPTANCE.**

No Member or entity shall solicit or accept orders (other than in a clerical capacity) for the purchase or sale of Option Contracts or supervise any person so engaged unless that individual meets the requirements of 17 CFR 33.3.