



Via Portal Submission

November 12, 2021
MGEX Submission No. 21-67

Mr. Christopher J. Kirkpatrick
Secretary of the Commission
Commodity Futures Trading Commission
Three Lafayette Centre
1155 21st Street NW
Washington, DC 20581

RE: Rule Certification Submission Pursuant to CFTC Regulation 40.6(a); Update to MGEX Bylaws

Dear Mr. Kirkpatrick:

Pursuant to Section 5c(c) of the Commodity Exchange Act (“CEAct”) and Commodity Futures Trading Commission (“CFTC”) Regulation 40.6(a), the Minneapolis Grain Exchange, LLC (“MGEX”) hereby certifies that the amendments to MGEX Bylaws 2.2. and 7.9., as set forth in the attached Exhibit A, comply with the CEAct and the CFTC Regulations promulgated thereunder (the “Proposed Amendments”). MGEX further certifies that the submission has been posted on the MGEX website at the following link: <http://www.mgex.com/regulation.html>.

I. AMENDMENTS TO MGEX BYLAWS

The Proposed Amendments to MGEX Bylaws 2.2. and 7.9. require the Nominations Committee to simply meet in advance of the LLC Member’s election of Director rather than “not later than sixty (60) days prior to” the LLC Member’s election of Directors. The Proposed Amendments allow the Nominations Committee greater flexibility in meeting its responsibilities designated in the Bylaws, ensures the Committee is not required to meet prematurely, and is able to address Committee business as it arises.

II. COMPLIANCE WITH CORE PRINCIPLES

MGEX has reviewed the Core Principles for designated contract markets (“DCM Core Principles”) and identified that the Proposed Amendments may impact the following DCM Core Principles:

- *DCM Core Principle 2, Compliance with Rules:* The Proposed Amendments will establish a more appropriate requirement in the Bylaws for when the Nominations Committee is required to meet relative to the election of directors.
- *DCM Core Principle 7, Availability of General Information:* The Proposed Amendments have been disseminated on the MGEX website, and will be available in the MGEX Rulebook, which is accessible online.
- *DCM Core Principle 12, Protection of Markets and Market Participants:* The Proposed Amendments will establish a more appropriate requirement in the Bylaws for when the Nominations Committee is required to meet relative to the election of directors.
- *DCM Core Principle 15, Governance Fitness Standards:* The Proposed Amendments do not conflict with the establishment and enforcement of appropriate governance fitness standards.

- *DCM Core Principle 16, Conflicts of Interest*: The Proposed Amendments establish a more appropriate requirement in the Bylaws for when the Nominations Committee is required to meet relative to the election of directors.

Pursuant to the authority set forth in MGEX Bylaw 3.1., the MGEX Board of Directors unanimously approved the Proposed Amendments at its meeting held on November 11, 2021. There were no substantive opposing views expressed by the Board of Directors with respect to this filing.

The Proposed Amendments are intended to become effective ten (10) business days from the date of this submission. If there are any questions regarding this submission, please contact me at (612) 321-7128. Thank you for your attention to this matter.

Sincerely,

A handwritten signature in black ink, appearing to read "Peter D. Sparby". The signature is fluid and cursive, written over a light gray rectangular background.

Peter D. Sparby
Corporate Counsel

Enclosure

MINNEAPOLIS GRAIN EXCHANGE, LLC

400 South 4th Street | 130 Grain Exchange Building | Minneapolis, MN 55415
612-321-7101

mgex.com

Exhibit A

The following MGEX Bylaws/Rules are to be amended. Additions are underlined while deletions are ~~marked through~~.

2.2. ELECTION OF DIRECTORS; TERMS OF OFFICE.

~~The Nominations Committee shall nominate Directors for each Director position standing for election not later than sixty (60) days prior to the date announced as the date for election. Unless stated otherwise, t~~The LLC Member's election of Directors shall occur each calendar year, unless stated otherwise. At each election occurring during an even year, the LLC Member shall elect a minimum of four (4) Directors for terms of two (2) years each, and at each election occurring during an odd year, the LLC Member shall elect a minimum of four (4) Directors for terms of two (2) years each, so that the total Directors are at least eight (8) in number.

7.9. NOMINATIONS COMMITTEE.

There shall be established a Committee of the Board of Directors to be known as the Nominations Committee which shall be composed of five (5) directors, including the Chairperson of the Board and three (3) Public Directors. The Nominations Committee shall each be elected on an annual basis by vote of the LLC Member. The chair of the Nominations Committee shall be a Public Director. The Nominations Committee shall identify individuals qualified to serve on the Board and nominate candidates for election to the Board and all other vacant or new Director positions on the Board. The Nominations Committee, in making such nominations, is responsible for ensuring that candidates meet the compositional requirements of these Bylaws. The Nominations Committee shall meet in advance of the LLC Member's election of Directors, unless stated otherwise.

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