

telephonic, or telegraphic vote], in which case any action taken by a majority of the *District Nominating Committee* shall constitute the action of the *District Nominating Committee*. [Action taken by telephonic vote shall be confirmed in writing at a regular meeting of the District Committee].[]

#### **Election of District Nominating Committee Officers**

Sec. 8.13 Following the annual election of members of the District Nominating Committees pursuant to this Article, each District Nominating Committee shall elect from its members a Chair and such other officers as it deems necessary for the proper performance of its duties under these By-Laws[, and shall prescribe their powers and duties].

#### **Expenses of District Nominating Committees**

Sec. 8.14 Funds to meet the regular expenses of each District Nominating Committee shall be provided by the Board, and all such expenses shall be subject to the approval of the Board.

#### **Notice to [Chair] District Nominating Committee**

Sec. 8.15 On or before [May 1]/June 1 of each year, the Secretary of NASD Regulation shall *give a Notice* [send a written notice] to [the Chair of] each District Nominating Committee *member and each District Director* [and each District Committee] identifying the members of the District Nominating Committee and the District Committee whose terms of office shall expire in the next calendar year. The *Notice* [notice] shall describe election procedures for filling the offices.

#### **Solicitation of Candidates and Secretary's Notice to NASD Members**

Sec. 8.16 *The Secretary of NASD Regulation shall give a Notice of the upcoming election to NASD members and the Executive Representatives of NASD members describing the election procedures and stating that NASD members may submit names of candidates for consideration to the District Director.* NASD Regulation staff shall provide the District Nominating Committee with a description of the NASD membership in the district. The District Nominating Committee shall identify and solicit candidates to nominate for *election to* [the vacancies on] the District Committee and the District Nominating Committee. [The District Nominating Committee Chair shall send a written notice of the upcoming election to the Executive Representative and each branch office of

the NASD members in the district and request that such NASD members submit names of candidates to the District Nominating Committee or the District Director for consideration.]

#### **[Secretary's Notice to NASD Members]**

[Sec. 8.17 The Secretary of NASD Regulation shall send a written notice to NASD members in the district describing the election procedures.]

#### **District Nominating Committee Slate**

Sec. 8.17 [Sec. 8.18] (a) The District Nominating Committee shall review the background of proposed candidates and the description of the NASD membership provided by NASD Regulation staff and shall nominate a slate of candidates for the election. The slate shall include one [or more] candidate[s] for each *position on the District Committee and the District Nominating Committee subject to election at the next annual election* [vacancy]. In nominating candidates for the office of member of the District Committee and the office of member of the District Nominating Committee, the District Nominating Committee shall endeavor to secure appropriate and fair representation on the District Committee and on the District Nominating Committee of the various sections of the district and [all] *various* classes and types of NASD members engaged in the investment banking or securities business within the district. In nominating candidates for the office of member of the District Nominating Committee, a District Nominating Committee shall assure that the composition of the District Nominating Committee meets the standards in Section 8.9(a).

(b) A District Nominating Committee shall not nominate an incumbent member of the District Committee to succeed himself or herself *on the District Committee* [unless the District Nominating Committee first takes appropriate action by a written ballot of the entire NASD membership within the district to ascertain that such nomination is acceptable to a majority of the NASD members in the district,] unless the incumbent member of the District Committee is serving pursuant to the provisions of Section 8.4 *or is serving a term pursuant to the provisions of Section 8.2 and reelection would not cause the incumbent member to violate the provisions of Section 8.3.* A District Nominating Committee may not nominate more than two incumbent members of the District Nominating Committee to succeed themselves.

#### **[Certification] Notification of Nomination**

Sec. 8.18 [Sec. 8.19] *The District Director, acting on behalf of the District Nominating Committee, shall give a Notice to the Secretary of NASD Regulation of* [certify to the District Committee] each candidate nominated by the District Nominating Committee and the office to which the candidate is nominated. [Within five calendar days after the certification, the District Committee shall send to the Executive Representatives of NASD members in the district a copy of the certification.] *On or before October 1 of each year, the Secretary of NASD Regulation shall give a Notice of the nominated candidates to the Executive Representatives of NASD members and the District Committee.*

#### **Uncontested Election**

Sec. 8.19 *If the District Nominating Committee nominates one candidate for each position on the District Committee and the District Nominating Committee subject to election at the next annual election and no additional candidate is nominated pursuant to Section 8.22, the candidates nominated by the District Nominating Committee shall be considered duly elected.*

#### **Designation of Additional Candidates**

Sec. 8.20 If an officer, director, or employee of an NASD member who meets the qualifications of Section 8.2 *or 8.9, as applicable*, is not nominated by the District Nominating Committee and wants to be considered for *election to* [a vacancy on] the District Committee or the District Nominating Committee, he or she shall *deliver* [send] a written notice to the District Director within 14 calendar days after the *Secretary of NASD Regulation gives the Notice of nominated candidates* [the mailing date of the certification to the Executive Representatives] pursuant to Section 8.18[9]. The District Director shall make a written record of the time and date of the receipt of the officer's, director's, or employee's notice. The officer, director, or employee shall be designated as an "additional candidate."

#### **List of NASD Members Eligible to Vote**

Sec. 8.21 (a) The Secretary of NASD Regulation shall provide a list of all NASD members eligible to vote in the district, *their mailing addresses*, and their Executive Representatives to the additional candidate *promptly* [immediately] following receipt of the additional candidate's *timely* notice by the District Director.

(b) An NASD member that has its principal office[,] *and/or* one or more registered branch offices[, or its