

the affirmative vote of a majority of the entire Board, may fix and impose the penalty agreed to in such written consent or any penalty which is less severe than the stipulated penalty, or remand the case for further proceedings.

Article X

Membership Fees

Sec. 1. Amount fixed by Board. (a) The membership fee payable by a regular or lessee member, exclusive of fines and of such other charges as may be imposed pursuant to this Constitution and of contributions to the Gratuity Fund, shall be fixed by the Board from time to time and shall not exceed \$1,500 in any calendar year. Such membership fee shall be payable in advance on the first of each month.

(b) The membership fee payable by a physical access member, with respect to each year of such membership, exclusive of fines and of such other charges as may be imposed pursuant to this Constitution, shall be the sum of (i) the average of the annual rentals payable under the bona fide leases of membership entered into during the six calendar months (or another period representative of the current lease market) prior to the beginning of such year, (ii) \$1,500, and (iii) with respect to the first year of such membership only, \$5,000; provided, however, that if at any time the membership fee payable pursuant to Section 1(a) of this Article is in excess of, or less than, \$1,500 per year, the amount provided in clause (ii) above shall be correspondingly increased or reduced, and if the maximum amount payable by a new member described in Section 4(a) or (b) of Article II is in excess of, or less than, \$5,000, the amount provided in clause (iii) above shall be correspondingly increased or reduced. Such membership fee shall be paid in full prior to admission to membership, and prior to any renewal of such member's membership.

(c) The membership fee payable by an electronic access member, exclusive of fines and of such other charges as may be imposed pursuant to this Constitution, shall be fixed by the Board from time to time, and shall be not less than \$13,500 annually. Such membership fee shall be paid in full prior to admission to membership, and prior to any renewal of such member's membership.

Sec. 2. Exemption to Members in Armed Forces. The Board may, on the request of a member who, in time of national emergency,

(a) is on active duty in the armed forces of the United States, or

(b) is on active duty in the armed forces of any nation or state which is then allied or associated with the United States,

and who, in the determination of the Board, is not able to obtain a qualified alternate, exempt such member from the payment of membership fees, under such terms and conditions and to such extent as the Board may prescribe.

Sec. 3. Allocation of Membership Fees. The membership fees payable by any regular or lessee member may be divided by the Board into two parts, one of which shall constitute the member's contribution to the current expenses of the Exchange for the quarter, as estimated by the Board, and the other of which shall constitute the member's contribution towards the capital investment of the Exchange, which shall include advances to its subsidiaries to cover capital expenditures.

Sec. 4. Charges on Floor Transactions. The Board may, from time to time, fix and impose a charge upon members and member organizations, measured by the number of, the value of, the number of shares, warrants, rights or bonds associated with, or the commissions or net commissions on, transactions effected on the Exchange. The total charges imposed on any member or member organization pursuant to this paragraph relating to purchases and sales of stocks and bonds on the Exchange during any calendar month shall not exceed two percent of the total of the net commissions of such member or member organization relating to such purchases and sales during such month. Such charge shall be payable at such times and shall be collected in such manner as may be determined by the Board.

The Board may, from time to time, fix and impose a charge upon members and member organizations measured by their respective odd-lot purchase and sales transactions as odd-lot dealers on the Exchange. The amount of such charge shall not exceed one quarter of one cent per share on any odd-lot purchase or sale. Such charge shall be payable at such time and shall be collected in such manner as may be determined by the Board.

Sec. 5. Charges or Fees for Facilities or Services. The Board may, from time to time, fix and impose other charges or fees to be paid to the Exchange by members and member organizations for the use of equipment or facilities or for particular services or privileges granted.

Sec. 6. Penalty for Non-payment. (a) A regular or lessee member who shall not pay his or her membership fees, or any member who shall not pay a fine, or a

contribution to the Gratuity Fund or any other sums due the Exchange, within forty-five days after the same shall become payable shall be reported by the Treasurer to the Chairman of the Board and, after written notice mailed to him or her of such arrearages, may be suspended by the Board until payment is made.

(b) Whenever the Treasurer shall report to the Chairman of the Board that a member organization has neglected to pay a fine or any other sums due the Exchange within forty-five days after the same shall become payable, any member in such member organization, after written notice mailed to such member of such arrearages, may be suspended by the Board until payment is made.

(c) Whenever the Treasurer shall report to the Chairman of the Board that an allied member has neglected to pay a fine or any other sums due the Exchange within forty-five days after the same shall become payable, the allied membership of such allied member shall terminate, unless the Board shall have granted an extension of time to pay such fine.

(d) Should any payment referred to in this Section not be made within one year after payment is due, the membership of a delinquent regular or lessee member may be disposed of by the Board on at least ten days' written notice mailed to such member (and to the lessor of such membership, if any) at the address registered with the Exchange.

Sec. 7. *Effect of Suspension.* A member suspended under the provisions of this Article shall be deprived, during the period of his or her suspension, of all rights and privileges of membership, but such member may be proceeded against by the Exchange for any offense committed by such member either before or after such suspension. No such suspension shall operate to bar or affect the payments provided for by the Gratuity Fund in the event of the death of the suspended member.

The suspension of a member under the provisions of this Article shall create a vacancy in any office or position held by him or her.

Sec. 8. *Liability for Fees and Contributions Until Transfer.* Notwithstanding the death or expulsion of a regular or lessee member, the membership of such member until transferred shall continue liable for membership fees to the Exchange, as from time to time fixed by the Board, for contributions to the Gratuity Fund and for any other payments due the Exchange.