

National Arbitration and Mediation Committee

2009

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Arbitration and Mediation Committee Charter

Purpose: The primary function of the Arbitration and Mediation Committee (the "Committee") is to advise the Board on the development and maintenance of an equitable and efficient system of dispute resolution that will equally serve the needs of public investors and NASDAQ OMX BX members, shall monitor rules and procedures governing the conduct of dispute resolution, and shall have such powers and authority as are necessary to effectuate the purposes of the NASDAQ OMX BX Rules.

Composition: The Committee shall be comprised of no fewer than 10 and no more than 25 members, and shall have at least 50 percent Non-Industry members. The Secretary shall collect from each nominee for Committee member such information as is reasonably necessary to serve as the basis for a determination of the nominee's classification as an Industry, Non-Industry, or Public, if applicable, and the Secretary shall certify to the NASDAQ OMX BX Nominating Committee each nominee's classification, if applicable. Directors shall update the information submitted under this subsection annually and upon request of the Secretary, and shall report immediately to the Secretary any change in such information. As a condition precedent to serving on the Committee, a member must complete a confidentiality agreement in the form provided by NASDAQ OMX BX.

The members of the Committee shall be approved by the Board annually, and shall serve for a term of 3 years or until their successors shall be duly elected and qualified. Unless a chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

Meetings: At all meetings, a quorum for the transaction of business shall consist of a majority of the Arbitration and Mediation Committee, including not less than 50 percent of Non-Industry committee members. If at least 50 percent of the Non-Industry committee members are (a) present at or (b) have filed a waiver of attendance for a meeting after receiving an agenda prior to such meeting, the requirement that not less than 50 percent of the Non-Industry committee members be present to constitute a quorum shall be waived.

Responsibilities and Duties:

To fulfill its goals and objectives, the Committee shall:

- Advise the Board on the development and maintenance of equitable and efficient system of dispute resolution that will serve the needs of public investors and NASDAQ OMX BX members and Monitor rules and procedures governing the conduct of dispute resolution.