

BY-LAWS OF NASDAQ PHLX LLC

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These By-Laws have been established as the By-Laws of Nasdaq PHLX LLC, a Delaware limited liability company (the Exchange), pursuant to the Second Amended Limited Liability Company Agreement of the Exchange, dated as of _____, ____ (as amended from time to time, the "LLC Agreement"), and, together with the LLC Agreement, constitute the limited liability company agreement of the Exchange within the meaning of the LLC Act (as defined in the LLC Agreement). In the event of any inconsistency between the LLC Agreement and these By-Laws, the provisions of the LLC Agreement shall control.

Capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them in the LLC Agreement.

ARTICLE I DEFINITIONS

DEFINITIONS

Unless the context requires otherwise, the terms defined in this Section shall, for all purposes of these By-Laws, have the meaning herein specified:

(a) Act

The term "Act" shall mean the Securities Exchange Act of 1934, as amended.

(b) Associated Person or Person Associated with a Member Organization

(b) The term "associated person" or "person associated with a member organization" means any partner, officer, director, or branch manager of an Exchange member organization or applicant (or person occupying a similar status or performing similar functions), or any person directly or indirectly controlling, controlled by, or under common control with such member organization or applicant, or any employee of such member organization or applicant, except that any person associated with a member organization or applicant whose functions are solely clerical or ministerial shall not be included in the meaning of such term for purposes of the Exchange Rules.

(c) Board or Board of Directors

The term means the Board of Directors of the Exchange.

(d) Certificate of Formation

The term "Certificate of Formation" shall mean the Certificate of Formation of the Exchange, as amended and in effect from time to time.

(e) Commission

The term "Commission" means the United States Securities and Exchange Commission.

(f) Common Stock

The term "Common Stock" shall mean the Common Stock, par value \$0.01 per share, of the Exchange.

(g) Contested Vote

The term "Contested Vote" shall mean a process for selection of one or more Member Representative Directors for which the number of candidates on the List of Candidates exceeds the number of positions to be elected by the Stockholder.

(h) Demutualization Merger

The term "Demutualization Merger" shall mean the merger of Phlx Merger Sub, Inc., a Delaware corporation, with and into Nasdaq PHLX, Inc., with Nasdaq PHLX, Inc. as the surviving corporation, in connection with the demutualization of Nasdaq PHLX, Inc. from a non-stock membership corporation.

(i) Director

The term "Director" means the Persons elected or appointed to the Board of Directors from time to time in accordance with the LLC Agreement and these By-Laws, in their capacity as managers of the Exchange.

(j) Election Date

The term "Election Date" means a date selected by the Board on an annual basis, on which Members may vote with respect to Member Representative Directors in the event of a contested election.

(k) Exchange

The term "Exchange" shall mean Nasdaq PHLX LLC.

(l) Exchange Act

The term "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended.

(m) Executive Representative

The term "Executive Representative" shall mean the executive representative who shall represent, vote, and act for the Member Organization in all the affairs of the Exchange; provided, however, that other representatives of a Member Organization may also serve on the Exchange Board or committees of the Exchange or otherwise take part in the affairs of the Exchange. Each Member shall appoint and certify to the Membership Department one executive representative. If an Member is also a member of FINRA, the executive representative shall be the same person appointed to serve as the FINRA executive representative. A Member may change its executive representative or appoint a substitute for its executive representative upon giving notice thereof to the Membership Department via electronic process or such other process as the Exchange may prescribe. An executive representative of a Member or a substitute shall be a member of senior management of the Member. Each executive representative shall maintain an Internet electronic mail account for communication with the Exchange and shall update firm contact information as prescribed by the Exchange.

(n) FINRA

The term "FINRA" shall mean the Financial Industry Regulatory Authority, Inc. and its affiliates.

(o) Inactive Nominee

The term "inactive nominee" shall mean a natural person associated with and designated as such by a Member Organization and who has been approved for such status and is registered as such with the Membership Department. An inactive nominee shall have no rights or privileges under a permit unless and until said inactive nominee becomes admitted as a Member of the Exchange pursuant to these By-Laws and the Rules of the Exchange. An inactive nominee merely stands ready to exercise rights under a permit upon notice by the Member Organization to the Membership Department on an expedited basis.

(p) Industry Director

The term "Industry Director" means a Director (excluding any two officers of the Exchange, selected at the sole discretion of the Board, amongst those officers who may be serving as Directors (the "Staff Directors")), who (i) is or has served in the prior three years as an officer, director, or employee of a broker or dealer, excluding an outside director or a director not engaged in the day-to-day management of a broker or dealer; (ii) is an officer, director (excluding an outside director), or employee of an entity that owns more than ten percent of the equity of a broker or dealer, and the broker or dealer accounts for more than five percent of the gross revenues received by the consolidated entity; (iii) owns more than five percent of the equity securities of any broker or dealer, whose investments in brokers or dealers exceed ten percent of his or her net worth, or whose ownership interest otherwise permits him or her to be engaged in the day-to-day management of a broker or dealer; (iv) provides professional services to brokers or dealers, and such services constitute 20 percent or more of the professional revenues received by the Director or 20 percent or more of the gross revenues received by the Director's firm or partnership; (v) provides professional

services to a director, officer, or employee of a broker, dealer, or corporation that owns 50 percent or more of the voting stock of a broker or dealer, and such services relate to the director's, officer's, or employee's professional capacity and constitute 20 percent or more of the professional revenues received by the Director or member or 20 percent or more of the gross revenues received by the Director's or member's firm or partnership; or (vi) has a consulting or employment relationship with or provides professional services to the Exchange or any affiliate thereof or to FINRA (or any predecessor) or has had any such relationship or provided any such services at any time within the prior three years.

(q) Industry Member

The term "Industry member" means a Nasdaq Listing and Hearing Review Council member, Nasdaq Review Council member, or member of any other committee appointed by the Board who (i) is or has served in the prior three years as an officer, director, or employee of a broker or dealer, excluding an outside director or a director not engaged in the day-to-day management of a broker or dealer; (ii) is an officer, director (excluding an outside director), or employee of an entity that owns more than ten percent of the equity of a broker or dealer, and the broker or dealer accounts for more than five percent of the gross revenues received by the consolidated entity; (iii) owns more than five percent of the equity securities of any broker or dealer, whose investments in brokers or dealers exceed ten percent of his or her net worth, or whose ownership interest otherwise permits him or her to be engaged in the day-to-day management of a broker or dealer; (iv) provides professional services to brokers or dealers, and such services constitute 20 percent or more of the professional revenues received by the committee member or 20 percent or more of the gross revenues received by the committee member's firm or partnership; (v) provides professional services to a director, officer, or employee of a broker, dealer, or corporation that owns 50 percent or more of the voting stock of a broker or dealer, and such services relate to the director's, officer's, or employee's professional capacity and constitute 20 percent or more of the professional revenues received by the committee member or 20 percent or more of the gross revenues received by the committee member's firm or partnership; or (vi) has a consulting or employment relationship with or provides professional services to the Exchange or any affiliate thereof or to FINRA (or any predecessor) or has had any such relationship or provided any such services at any time within the prior three years.

(r) Investment Banking or Securities Business

The term "investment banking or securities business" means the business, carried on by a broker or dealer, of underwriting or distributing issues of securities, or of purchasing securities and offering the same for sale as a dealer, or of purchasing and selling securities upon the order and for the account of others.

(s) List of Candidates

The term "List of Candidates" means the list of candidates for Member Representative Director positions to be elected on an Election Date.

(t) Member

The term "Member" (as used herein) means a holder of a permit which has not been terminated in accordance with these By-Laws and the Rules of the Exchange. A Member, as such term is used herein, is not a member of the Exchange within the meaning of the LLC Act.

(u) Membership Department

The term "Membership Department" shall mean the Membership Department located within the Exchange.

(v) Member Organization

The term "member organization" shall mean a corporation, partnership (general or limited), limited liability partnership, limited liability company, business trust or similar organization, transacting business as a broker or a dealer in securities and which has the status of a member organization by virtue of (i) admission to membership given to it by the Membership Department pursuant to the provisions of Rules 900.1 or 900.2 or the By-Laws or (ii) the transitional rules adopted by the Exchange pursuant to Section 6-4 of the By-Laws. References herein to officer or partner, when used in the context of a member organization, shall include any person holding a similar position in any organization other than a corporation or partnership that has the status of a member organization.

(w) Member Representative Director

The term "Member Representative Director" shall mean a Director who has been elected or appointed after having been nominated by the Member Nominating Committee or by a Member pursuant to these By-Laws. A Member Representative Director may, but is not required to be, an officer, director, employee, or agent of a Member.

(x) Member Representative Member

The term "Member Representative Member" shall mean a member of any committee appointed by the Board of Directors who has been elected or appointed after having been nominated by the Member Nominating Committee pursuant to these By-Laws.

(y) Member Voting Record Date or Record Date

The term "Member Voting Record Date" or "Record Date" means a date selected by the Board of Directors for the purpose of determining the Members entitled to vote for Member Representative Directors on a Voting Date in the event of a Contested Vote.

(z) Nasdaq Conversion

The term "Nasdaq Conversion" shall mean the conversion of Nasdaq PHLX, Inc., a Delaware corporation, to Nasdaq PHLX LLC, a Delaware limited liability company.

(aa) Nasdaq Merger

The term "Nasdaq Merger" shall mean the merger of a wholly owned subsidiary of Nasdaq, Inc., a Delaware corporation, with and into Nasdaq PHLX, Inc., with Nasdaq PHLX, Inc. as the surviving corporation, in connection with the acquisition of Nasdaq PHLX, Inc. by Nasdaq, Inc.

(bb) Non-Industry Director

The term "Non-Industry Director" shall mean a Director (excluding Staff Directors) who is (i) a Public Director; (ii) an officer, director, or employee of an issuer of securities listed on a national securities exchange operated by the Exchange or one of its affiliates; or (iii) any other individual who would not be an Industry Director.

(cc) Non-Industry Member

The term "Non-Industry member" means a member of any committee appointed by the Board of Directors who is (i) a Public member; (ii) an officer or employee of an issuer of securities listed on a national securities exchange operated by the Exchange or one of its affiliates; or (iii) any other individual who would not be an Industry member.

(dd) Non-member

The term "non-member" includes, with respect to individuals, any person who is not a Member and, with respect to entities, any organization that is not a Member Organization.

(ee) Permit

The term "permit" shall mean a permit of any class, series or kind established from time to time by the Board of Directors and denominated as such.

(ff) Person

The term "person", shall mean an individual, partnership (general or limited), joint-stock company, corporation, limited liability company, trust or unincorporated organization, and a government or agency or political subdivision thereof.

(gg) Public Director

The term "Public Director" shall mean a Director who has no material business relationship with a broker or dealer, the Exchange or its affiliates, or FINRA. For the avoidance of doubt, a director of an issuer of securities listed on a national securities

exchange operated by the Exchange or one of its affiliates shall not be precluded from being considered a "Public Director" solely on the basis of such directorship.

(hh) Public Member

The term "public member" means a member of any committee appointed by the Board of Directors who has no material business relationship with a broker or dealer, the Exchange or its affiliates, or FINRA. For the avoidance of doubt, a director of an issuer of securities listed on a national securities exchange operated by the Exchange or one of its affiliates shall not be precluded from being considered a "public member" solely on the basis of such directorship.

(ii) Regulatory Funds

The term "Regulatory Funds" means fees, fines, or penalties derived from the regulatory operations of the Exchange. "Regulatory Funds" shall not be construed to include revenues derived from listing fees, market data revenues, transaction revenues, or any other aspect of the commercial operations of the Exchange, even if a portion of such revenues are used to pay costs associated with the regulatory operations of the Exchange.

(jj) Securities Act

The term "Securities Act" shall mean the Securities Act of 1933, as amended.

(kk) Statutory Disqualification

The term "statutory disqualification" shall have the same meaning as in Section 3(a)(39) of the Act.

(ll) Stockholder

The term "Stockholder" shall mean a Person who has been admitted to the Exchange in accordance with the LLC Agreement, these By-Laws and the LLC Act as a member thereof, in its capacity as such. A Stockholder shall be a member of the Exchange within the meaning of the LLC Act.

(mm) Stockholder Director

The term "Stockholder Director" shall mean a Director who is an officer, director (or a person in a similar position in business entities that are not corporations), designee or an employee of a holder of Common Stock or any affiliate or subsidiary of such holder of Common Stock and is duly elected to fill the one (1) vacancy on the Board of Directors allocated to the Stockholder Director.

(nn) Voting Date

The term "Voting Date" means a date selected by the Board of Directors on an annual basis, on which Members may vote with respect to Member Representative Directors in the event of a Contested Vote.

Amendments.

August 29, 1980.

October 14, 1982.

December 29, 1995 (95-73).

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

September 28, 2006 (06-43).

July 17, 2008 (08-31).

July 24, 2008 (08-57).

August 18, 2008 (08-61).

April 20, 2009 (09-17).

May 14, 2009 (09-23).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

December 9, 2015 (15-105), operative February 1, 2016.

October 18, 2017 (17-82).

September 20, 2019 (19-38).

**ARTICLE II ANNUAL ELECTION OF MEMBER
REPRESENTATIVE DIRECTORS AND OTHER
ACTIONS BY MEMBERS**

Sec. 2-1. Record and Election Date

(a) The Member Representative Directors shall be elected to the Board on an annual basis. For each annual election of Member Representative Directors, the Board shall select a Record Date and an Election Date. The Record Date shall be at least 10 days but not more than 60 days prior to the Election Date. The Member Nominating Committee shall create a list of one or more candidates for each Member Representative Director position (the "List of Candidates") on the Board to be elected on the Election Date. Promptly after selection of the Election Date, in a Notice to Members and in a prominent location on a publicly accessible website, the Exchange (i) shall announce the Election Date and the List of Candidates, and (ii) shall describe the procedures for Members to nominate candidates for election at the next annual meeting. In the Event of a Contested Vote, the Exchange shall also send Members the formal notice described in Section 2-1(d).

(b) An additional candidate may be added to the List of Candidates by any Member that submits a timely and duly executed written nomination to the Secretary of the Exchange. To be timely, a Member's notice shall be delivered to the Secretary at the principal executive offices of the Exchange not later than the close of business on the 90th day nor earlier than the close of business on the 120th day prior to the first anniversary of the preceding year's Election Date (provided, however, that in the event that the Election Date is more than 30 days before or more than 70 days after such anniversary date, notice by the Member must be so delivered not earlier than the close of business on the 120th day prior to such Election Date and not later than the close of business on the later of the 90th day prior to such Election Date or the tenth day following the day on which public announcement of such Election Date is first made by the Exchange). Such Member's notice shall set forth: (i) as to the person whom the Member proposes to nominate for election as a Member Representative Director, all information relating to that person that is required to be disclosed in solicitations of proxies for election of Directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act and the Rules thereunder (and such person's written consent to be named in the List of Candidates as a nominee and to serving as a Director if elected); (ii) a petition in support of the nomination duly executed by the Executive Representative of 10% or more of all Members; and (iii) the name and address of the Member making the nomination. The Exchange may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a Member Representative Director.

(c) In the case of the death, withdrawal or disqualification of a person on the List of Candidates, the election for such position shall proceed at the appointed date therefore, notwithstanding such death, withdrawal or disqualification.

(d) If, by the date on which a Member may no longer submit a timely nomination under paragraph (b), there is only one candidate for each Member Representative Director position to be elected on the Election Date, the Member Representative Directors shall be elected by the Stockholder from the List of Candidates. If there is a Contested Vote, a formal notice of the Election Date and the List of Candidates shall be sent by the Exchange at least 10 days but no more than 60 days prior to the Election Date to the Members who

were Members on the Record Date, by any means, including electronic transmission, as determined by the Board or committee thereof.

Amendments.

August 22, 1997 (97-31).

April 25, 2011 (11-13)

Sec. 2-2. Voting

In the event of a Contested Vote, each Member shall have the right to cast one vote for each Member Representative Director position to be filled; provided, however, that any such vote must be cast for a person on the List of Candidates. Notwithstanding the foregoing, a member, either alone or together with its affiliates, may not cast votes representing more than 20% of the votes cast for a candidate, and any votes cast by the member, either alone or together with its affiliates, in excess of such 20% limitation shall be disregarded. The votes may not be cumulated. The votes shall be cast by written ballot, electronic transmission or any other means as set forth in a notice to the Members sent by the Exchange prior to the Election Date. Only votes received prior to 11:59 p.m. Eastern Time on the Election Date shall count for the election of a Member Representative Director. The Stockholder shall elect the Persons on the List of Candidates who receive the most votes to the Member Representative Director positions.

Amendments.

August 22, 1997 (97-31).

April 25, 2011 (11-13).

Sec. 2-3. Filling of Vacancies

If a Member Representative Director position shall become vacant prior to the expiration of such person's term, or if an increase in the size of the Board results in the creation of a new Member Representative Director position, the Stockholder shall elect a Person from a list of candidates prepared by the Member Nominating Committee to fill such vacancy, except that if the remaining term of office for the vacant Director position is less than six months, no replacement shall be required.

Adopted.

April 25, 2011 (11-13).

Amended.

May 3, 2011 (11-59).

Sec. 2-4. Member Meetings

The Exchange shall not be required to hold meetings of the Members.

Adopted.

April 25, 2011 (11-13).

ARTICLE III BOARD OF DIRECTORS

Sec. 3-1. Selection; Term

(a) Whenever any Director position other than a Member Representative Director position becomes vacant, whether because of death, disability, disqualification, removal, or resignation, the Nominating Committee shall nominate, and the Member shall select, a person satisfying the classification (Industry, Non-Industry, or Public Director), if applicable, for the directorship as provided in Article III, Section 3-2 to fill such vacancy.

(b) Directors shall serve for a one year term.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

April 25, 2011 (11-13).

Sec. 3-2. Qualifications

(a) The number of Non-Industry Directors, including at least one Public Director and at least one Director representative of issuers and investors, shall equal or exceed the sum of the number of Industry Directors and Member Representative Directors to be elected under the terms of the LLC Agreement. A Director may not be subject to a statutory disqualification.

(b) A Director shall be removed immediately upon a determination by the Board, by a majority vote of the remaining Directors, (a) that the Director no longer satisfies the classification for which the Director was elected; and (b) that the Director's continued service as such would violate the compositional requirements of the Board set forth in Article III, Section 3-2(a). If the term of office of a Director terminates under this Section, and the remaining term of office of such Director at the time of termination is not more than

six months, during the period of vacancy the Board shall not be deemed to be in violation of Article III, Section 3-2(a) by virtue of such vacancy.

Amendments.

April 27, 1976.

December 28, 1977.

December 29, 1980.

December 19, 1985.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

August 25, 2011 (11-90).

Sec. 3-3. Regulation

(a) The Board may adopt such Rules, regulations, and requirements for the conduct of the business and management of the Exchange, not inconsistent with law, the LLC Agreement or these By-Laws, as the Board may deem proper. A Director shall, in the performance of such Director's duties, be fully protected, to the fullest extent permitted by law, in relying in good faith upon the books of account or reports made to the Exchange by any of its officers, by an independent certified public accountant, by an appraiser selected with reasonable care by the Board or any committee of the Board or by any agent of the Exchange, or in relying in good faith upon other records of the Exchange.

(b) In light of the unique nature of the Exchange and its operations and in light of the Exchange's status as a self-regulatory organization, the Board, when evaluating any proposal, shall, to the fullest extent permitted by applicable law, take into account all factors that the Board deems relevant, including, without limitation, to the extent deemed relevant, (i) the potential impact thereof on the integrity, continuity and stability of the national securities exchange operated by the Exchange and the other operations of the Exchange, on

the ability to prevent fraudulent and manipulative acts and practices on investors and the public, and (ii) whether such would promote just and equitable principles of trade, foster cooperation and coordination with persons engaged in regulating, clearing, settling, processing information with respect to and facilitating transactions in securities or assist in the removal of impediments to or perfection of the mechanisms for a free and open market and a national market system.

Amendments.

December 29, 1980.

November 13, 1992.

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 3-4. Conflicts of Interest; Contracts and Transactions Involving Directors

(a) A Director or a member of any other committee shall not directly or indirectly participate in any adjudication of the interests of any party if that Director or other committee member has a conflict of interest or bias, or if circumstances otherwise exist where his or her fairness might reasonably be questioned. In any such case, the Director or other committee member shall recuse himself or herself or shall be disqualified.

(b) No contract or transaction between the Exchange and one or more of its Directors or officers, or between the Exchange and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason if: (i) the material facts pertaining to such Director's or officer's relationship or interest and the contract or transaction are disclosed or are known to the Board or the committee, and the Board or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or (ii) the material facts are disclosed or become known to the Board or committee after the contract or transaction is entered into, and the Board or committee in good faith ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum.

Adopted.

August 22, 1997 (97-31).

Amendments.

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

April 25, 2011 (11-13).

Sec. 3-5. Compensation of Board, Council, and Committee Members

The Board may provide for reasonable compensation of the Chair of the Board, the Directors and the members of other committees. The Board may also provide for reimbursement of reasonable expenses incurred by such persons in connection with the business of the Exchange.

Amendments.

January 17, 1975.

April 27, 1976.

December 29, 1980.

December 19, 1985.

November 13, 1992.

April 28, 1997 (97-17).

August 22, 1997 (97-31).

May 31, 2000 (99-26).

January 16, 2004 (03-73).

April 25, 2011 (11-13).

Sec. 3-6. Indemnification

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (for the purposes of this Section, a "proceeding"), by reason of the fact that he or she is or was a Director, officer, committee member or in-house legal counsel of the Exchange or is or was serving at the request of the Exchange as an officer, director (or person in a similar position), employee or agent of another corporation or of a partnership (general or limited), limited liability company, joint venture, trust or other enterprise or business entity, including, without limitation, such service with respect to an employee benefit plan (each, hereinafter an "indemnitee"), whether the basis of such action, suit or proceeding is alleged action in an official capacity as a Director, officer, committee member, in-house legal counsel, director (or person in a similar position), employee or agent or in any other capacity while serving as a Director, officer, committee member, in-house legal counsel, director (or a person in a similar position), employee or agent, shall be indemnified and held harmless by the Exchange to the fullest extent authorized by applicable law (but, in the case of any such amendment, only to the extent that such amendment permits the Exchange to provide broader indemnification rights than permitted prior thereto), from and against all expense, liability and loss (including reasonable attorneys' fees, judgments, fines, excise taxes or penalties under the Employee Retirement Income Security Act of 1974, as amended, and in each case any amounts paid in settlement thereof) reasonably incurred or suffered by such indemnitee in connection therewith and such indemnification shall continue as to an indemnitee who has ceased to be a Director, officer, committee member, in-house legal counsel, director (or person in a similar position), employee or agent and shall inure to the benefit of the indemnitee's heirs, executors, administrators and representatives if such indemnitee acted in good faith and in a manner such indemnitee reasonably believed to be in or not opposed to the best interests of the Exchange, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful; provided, however, that, except as provided in paragraph (c) of this Section with respect to actions, suits or proceedings to enforce rights to indemnification, the Exchange shall indemnify any such indemnitee in connection with an action, suit or proceeding (or part thereof) initiated by such indemnitee only if such action, suit or proceeding (or part thereof) was authorized by the Board of Directors. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Exchange, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(b) Right to Advancement of Expenses. The right to indemnification conferred in paragraph (a) of this Section shall include the right to be paid by the Exchange the expenses incurred in defending any action, suit or proceeding for which such right to indemnification is applicable in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that an advancement of expenses incurred by an indemnitee in his or her capacity as a Director, officer or committee member (and not in any other capacity in which service was or is rendered by such

indemnatee, including, without limitation, service to an employee benefit plan) shall be made only upon delivery to the Exchange of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnatee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnatee is not entitled to be indemnified for such expenses under this Section or otherwise.

(c) **Right of Indemnatee to Bring Suit.** The rights to indemnification and to the advancement of expenses conferred in paragraphs (a) and (b) of this Section shall be contract rights. If a claim under either paragraph (a) or (b) of this Section is not paid in full by the Exchange within sixty (60) days after a written claim therefor has been received by the Exchange from an indemnatee, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty (20) days, such indemnatee may at any time thereafter bring suit against the Exchange to recover the unpaid amount of such claim. If successful in whole or in part in any such suit, or in a suit brought by the Exchange to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnatee shall be entitled to be paid also the expense of prosecuting or defending such suit. In (i) any suit brought by the indemnatee to enforce a right to indemnification hereunder (but not in a suit brought by the indemnatee to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Exchange to recover an advancement of expenses pursuant to the terms of the undertaking the Exchange shall be entitled to recover such expenses upon a final adjudication that, the indemnatee has not met any applicable standard for indemnification. Neither the failure of the Exchange (including its Board of Directors or independent legal counsel or) to have made a determination prior to the commencement of such suit that indemnification of the indemnatee is proper in the circumstances because the indemnatee has met the applicable standard of conduct set forth herein, nor an actual determination by the Exchange (including its Board of Directors or independent legal counsel or its Stockholder) that the indemnatee has not met such applicable standard of conduct, shall create a presumption that the indemnatee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnatee, be a defense to such suit. In any suit brought by the indemnatee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Exchange to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnatee is not entitled to be indemnified, or to such advancement of expenses, under this Section or otherwise shall be on the Exchange.

(d) **Non-Exclusivity of Rights.** The rights to indemnification and to the advancement of expenses conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under the LLC Agreement or these By-Laws or any statute, agreement, vote of the Stockholder or of disinterested Directors or otherwise.

(e) **Insurance.** The Exchange may maintain insurance, at its expense, to protect itself and any Director, officer, committee member, director (or person in a similar position), employee or agent of the Exchange or another corporation, partnership (general or limited), limited liability company, joint venture, trust or other enterprise or business

entity against any expense, liability or loss, whether or not the Exchange would have the power to indemnify such person against such expense, liability or loss under applicable law.

(f) Indemnification of Employees and Agents of the Exchange. To the fullest extent permitted by law, the Exchange may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification, and to the advancement of expenses to any employee or agent of the Exchange to the fullest extent of the provisions of this Section with respect to the indemnification and advancement of expenses of Directors, officers and committee members of the Exchange.

(g) No Director of the Exchange shall be personally liable to the Exchange or its Stockholder for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Exchange or its Stockholder, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (c) for any transaction from which the Director derived any improper personal benefit. The Stockholder may approve and authorize corporate action to further eliminate or limit the personal liability of Directors of the Exchange.

(h) Neither the amendment nor repeal of this Section, nor the adoption of any provision of these By-Laws or the LLC Agreement inconsistent with this Section, shall eliminate or reduce the effect of this Section, in respect of any matter occurring before such amendment, repeal or adoption of an inconsistent provision or in respect of any cause of action, suit or claim relating to any such matter which would have given rise to a right of indemnification or right to the reimbursement expenses pursuant to this Section, if such provision had not been so amended or repealed or if a provision inconsistent therewith had not been so adopted.

Amendments.

August 22, 1997 (97-31).

June 1, 2000 (00-40).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 3-7. Exercise Rights with Respect to Stock Clearing Corporation Stock

The Board of Directors shall exercise the rights of the Exchange as owner of the Capital Stock of Stock Clearing Corporation of Philadelphia.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 25, 2011 (11-13).

Sec. 3-8. Attendance of Meetings by Electronic Means

Directors may participate in and hold any meeting of the Board of Directors or any committee thereof by means of a telephone conference or similar communications equipment by which each Director participating in the meeting can hear each other, and participation in any meeting pursuant to this Section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

Amendments.

December 19, 1985.

November 13, 1992.

August 22, 1997 (97-31).

May 31, 2000 (99-26).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

April 25, 2011 (11-13).

ARTICLE IV OFFICERS, AGENTS, AND EMPLOYEES

Sec. 4-1. Delegation of Duties of Officers

The Board may delegate the duties and powers of any officer of the Exchange to any other officer or to any Director for a specified period of time and for any reason that the Board may deem sufficient.

Amendments.

January 17, 1975.

April 27, 1976.

December 29, 1980.

June 22, 1981.

December 19, 1985.

July 24, 1989.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

March 23, 2005 (05-11).

April 27, 2006 (05-93).

July 28, 2006 (06-39).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 4-2. Resignation and Removal of Officers

(a) Any officer may resign at any time upon notice of resignation to the Board, the Chief Executive Officer, the President, or the Secretary. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein. The acceptance of a resignation shall not be necessary to make the resignation effective.

(b) Any officer of the Exchange may be removed, with or without cause, by the Board. Such removal shall be without prejudice to the contractual rights of the affected officer, if any, with the Exchange.

Amendments.

December 29, 1980.

December 19, 1985.

March 11, 1988.

March 11, 1992.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

April 25, 2011 (11-13).

Sec. 4-3. Chair of the Board of Directors

The Chair of the Board shall preside at all meetings of the Board at which the Chair is present. The Chair shall exercise such other powers and perform such other duties as may be assigned to the Chair from time to time by the Board.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

Sec. 4-4. Chief Executive Officer

The Chief Executive Officer shall, in the absence of the Chair of the Board, preside at all meetings of the Board at which the Chief Executive Officer is present. The Chief Executive Officer shall be the chief executive officer of the Exchange and shall have general supervision over the business and affairs of the Exchange. The Chief Executive Officer shall have all powers and duties usually incident to the office of the Chief Executive Officer, except as specifically limited by a resolution of the Board. The Chief Executive Officer shall exercise such other powers and perform such other duties as may be assigned to the Chief Executive Officer from time to time by the Board.

Adopted.

August 22, 1997 (97-31).

Amendments.

January 16, 2004 (03-73).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

Sec. 4-5. President

The President shall, in the absence of the Chair of the Board and the Chief Executive Officer, preside at all meetings of the Board at which the President is present. The President shall have general supervision over the operations of the Exchange. The President shall have all powers and duties usually incident to the office of the President, except as specifically limited by a resolution of the Board. The President shall exercise such other powers and perform such other duties as may be assigned to the President from time to time by the Board.

Amendments.

October 17, 1980.

December 15, 1980.

December 29, 1980.

August 22, 1997 (97-31).

May 31, 2000 (99-26).

September 25, 2000 (97-46).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

Sec. 4-6. Vice President

The Board shall elect one or more Vice Presidents. In the absence or disability of the President or if the office of President becomes vacant, the Vice Presidents in the order determined by the Board, or if no such determination has been made, in the order of their seniority, shall perform the duties and exercise the powers of the President, subject to the right of the Board at any time to extend or restrict such powers and duties or to assign them to others. Any Vice President may have such additional designations in such Vice President's title as the Board may determine. The Vice Presidents shall generally assist the President in such manner as the President shall direct. Each Vice President shall exercise such other powers and perform such other duties as may be assigned to such Vice President from time to time by the Board, the Chief Executive Officer or the President. The term "Vice President" used in this Section shall include the positions of Executive Vice President, Senior Vice President, and Vice President.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

April 25, 2011 (11-13).

Sec. 4-7. Chief Regulatory Officer

An officer of the Exchange shall be designated as the Chief Regulatory Officer of the Exchange. The Chief Regulatory Officer shall have general supervision of the regulatory operations of the Exchange, including responsibility for overseeing the Exchange's surveillance, examination, and enforcement functions and for administering any regulatory services agreements with another self-regulatory organization to which the Exchange is a party. The Chief Regulatory Officer shall meet with the Regulatory Oversight Committee of the Exchange in executive session at regularly scheduled meetings of such committee, and at any time upon request of the Chief Regulatory Officer or any member of the Regulatory Oversight Committee.

Adopted.

August 22, 1997 (97-31).

Amendments.

July 17, 2008 (08-31).

September 18, 2009 (09-59).

April 25, 2011 (11-13).

Sec. 4-8. Secretary

The Secretary shall act as Secretary of all meetings of the Board at which the Secretary is present, shall record all the proceedings of all such meetings in a book to be kept for that purpose, shall have supervision over the giving and service of notices of the Exchange, and shall have supervision over the care and custody of the books and records of the Exchange. The Secretary shall be empowered to affix the Exchange's seal, if any, to documents, the execution of which on behalf of the Exchange under its seal is duly authorized, and when so affixed, may attest the same. The Secretary shall have all powers and duties usually incident to the office of Secretary, except as specifically limited by a resolution of the Board. The Secretary shall exercise such other powers and perform such other duties as may be assigned to the Secretary from time to time by the Board, the Chief Executive Officer or the President.

Amendments.

August 22, 1997 (97-31).

October 3, 2000 (00-39).

January 16, 2004 (03-73).

July 28, 2006 (06-39).

April 25, 2011 (11-13).

Sec. 4-9. Assistant Secretary

In the absence of the Secretary or in the event of the Secretary's inability or refusal to act, any Assistant Secretary, approved by the Board, shall exercise all powers and perform all duties of the Secretary. An Assistant Secretary shall also exercise such other powers and perform such other duties as may be assigned to such Assistant Secretary from time to time by the Board or the Secretary.

Amendments.

August 22, 1997 (97-31).

April 25, 2011 (11-13).

Sec. 4-10. Treasurer

The Treasurer shall have general supervision over the care and custody of the funds and over the receipts and disbursements of the Exchange and shall cause the funds of the Exchange to be deposited in the name of the Exchange in such banks or other depositories as the Board may designate. The Treasurer shall have supervision over the care and safekeeping of the securities of the Exchange. The Treasurer shall have all powers and duties usually incident to the office of Treasurer except as specifically limited by a resolution of the Board. The Treasurer shall exercise such other powers and perform such other duties as may be assigned to the Treasurer from time to time by the Board, the Chief Executive Officer or the President.

Amendment.

April 25, 2011 (11-13).

Sec. 4-11. Assistant Treasurer

In the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, any Assistant Treasurer, approved by the Board, shall exercise all powers and perform all duties of the Treasurer. An Assistant Treasurer shall also exercise such other powers and perform such other duties as may be assigned to such Assistant Treasurer from time to time by the Board or the Treasurer.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

April 25, 2011 (11-13).

ARTICLE V STANDING COMMITTEES

Sec. 5-1. Committees

(a) Upon request of the Secretary of the Exchange, each prospective committee member who is not a Director shall provide to the Secretary such information as is reasonably necessary to serve as the basis for a determination of the prospective committee member's classification as an Industry, Member Representative, Non-Industry, or Public Committee member. The Secretary of the Exchange shall certify to the Board each prospective committee member's classification. Such committee members shall update the information submitted under this subsection at least annually and upon request of the Secretary of the Exchange, and shall report immediately to the Secretary any change in such information.

(b) The term of office of a committee member shall terminate immediately upon a determination by the Board, by a majority vote of the Directors, (i) that the committee member no longer satisfies the classification for which the committee member was selected; and (ii) that the committee member's continued service as such would violate the compositional requirements of such committee set forth in these By-Laws. If the term of office of a committee member terminates under this Section, and the remaining term of office of such committee member at the time of termination is not more than six months, during the period of vacancy the relevant committee shall not be deemed to be in violation of the compositional requirements of such committee set forth in these By-Laws by virtue of such vacancy.

Amendments.

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

Sec. 5-2. Committees Composed Solely of Directors

(a) The Board may appoint an Executive Committee, which shall, to the fullest extent permitted by Delaware law and other applicable law, have and be permitted to exercise all the powers and authority of the Board in the management of the business and affairs of the Exchange between meetings of the Board. The number of Non-Industry Directors on the Executive Committee shall equal or exceed the number of Industry Directors on the Executive Committee. The percentage of Public Directors on the Executive Committee shall be at least as great as the percentage of Public Directors on the whole Board, and the percentage of Member Representative Directors on the Executive Committee shall be at least as great as the percentage of Member Representative Directors on the whole Board. An Executive Committee member shall hold office for a term of one year.

(b) The Board may appoint a Finance Committee. The Finance Committee shall advise the Board with respect to the oversight of the financial operations and conditions of the Exchange, including recommendations for Exchange's annual operating and capital budgets and proposed changes to the rates and fees charged by the Exchange. A Finance Committee member shall hold office for a term of one year.

(c) The Board shall appoint a Regulatory Oversight Committee. The Committee shall oversee the adequacy and effectiveness of the Exchange's regulatory and self-regulatory organization responsibilities; assess the Exchange's regulatory performance; and assist the Board and other committees of the Board in reviewing the regulatory plan and the overall effectiveness of Exchange's regulatory functions. In furtherance of its

functions, the Regulatory Oversight Committee shall (A) review the Exchange's regulatory budget and specifically inquire into the adequacy of resources available in the budget for regulatory activities; (B) meet regularly with the Chief Regulatory Officer in executive session; and (C) be informed about the compensation and promotion or termination of the Chief Regulatory Officer and the reasons therefor. The Regulatory Oversight Committee shall consist of at least three members, each of whom shall be a Public Director and an "independent director" as defined in Rule 5605 of the Rules of The Nasdaq Stock Market.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

October 18, 2017 (17-83).

September 20, 2019 (19-38).

Sec. 5-3. Committees Not Composed Solely of Directors

(a) The Board shall appoint a Nominating Committee and a Member Nominating Committee. The Member Nominating Committee shall nominate candidates for each Member Representative Director position on the Board that is to be elected by Members or the Stockholder under the terms of the LLC Agreement and these By-Laws, and shall nominate candidates for appointment by the Board for each vacant or new position on other committees that are to be filled with a Member Representative member under the terms of these By-Laws. The Nominating Committee shall nominate candidates for all other vacant or new Director positions on the Board.

(i) The Nominating Committee shall consist of no fewer than six and no more than nine members. The number of Non-Industry members on the Nominating Committee shall equal or exceed the number of Industry members on the Nominating Committee. If the Nominating Committee consists of six members, at least two shall be Public members. If the Nominating Committee consists of seven or more members, at least three shall be Public members. No officer or employee of the Exchange shall serve as a member of the Nominating Committee in any voting or non-voting capacity. No more than three of the Nominating Committee members and no more than two of the Industry members shall be current Directors.

(ii) A Nominating Committee member may not simultaneously serve on the Nominating Committee and the Board, unless such member is in his or her final year of service on the Board, and following that year, that member may not stand for election to the Board until such time as he or she is no longer a member of the Nominating Committee.

(iii) The Member Nominating Committee shall consist of no fewer than three and no more than six members. All members of the Member Nominating Committee shall be a current associated person of a current Member. The Board will appoint such individuals after appropriate consultation with representatives of Members.

(iv) Members of the Nominating Committee and the Member Nominating Committee shall be appointed annually by the Board and may be removed by a majority vote of the Board.

(v) The Secretary shall collect from each nominee for Director such information as is reasonably necessary to serve as the basis for a determination of the nominee's classification as an Industry, Member Representative, Non-Industry, or Public Director, if applicable, and the Secretary shall certify to the Nominating Committee or the Member Nominating Committee each nominee's classification, if applicable. Directors shall update the information submitted under this subsection at least annually and upon request of the Secretary, and shall report immediately to the Secretary any change in such information.

(b) The Board shall appoint an Exchange Review Council.

(i) The Exchange Review Council may be authorized to act for the Board in a manner consistent with these By-Laws and the Rules with respect to an appeal or review of a disciplinary proceeding, a statutory disqualification proceeding, or a membership proceeding; a review of an offer of settlement, a letter of acceptance, waiver, and consent, and a minor rule violation plan letter; the exercise of exemptive authority; and such other proceedings or actions as may be authorized by the Exchange Rules. The Exchange Review Council also may consider and make recommendations to the Board on policy and rule changes relating to business and sales practices of members, member organizations and associated persons and enforcement policies, including policies with respect to fines and other sanctions, may advise the Board on regulatory proposals and industry initiatives relating to quotations, execution, trade reporting, and trading practices and may advise the Board in its administration of programs and systems for the surveillance and enforcement of rules governing member, member organization and associated person conduct and trading activities in the national securities exchange operated by the Company. The Board may delegate such other powers and duties to the Exchange Review Council as the Board deems appropriate.

(ii) The Exchange Review Council shall consist of no fewer than 8 and no more than 12 members. The Exchange Review Council shall include a number of Member

Representative members that is equal to at least 20 percent of the total number of members of the Exchange Review Council. The number of Non-Industry members, including at least three Public members, shall equal or exceed the sum of the number of Industry members and Member Representative members. As soon as practicable following the appointment of members, the Exchange Review Council shall elect a Chair from among its members. The Chair shall have such powers and duties as may be determined from time to time by the Exchange Review Council. The Board, by resolution adopted by a majority of Directors then in office, may remove the Chair from such position at any time for refusal, failure, neglect, or inability to discharge the duties of Chair. No more than fifty percent of the members of the Exchange Review Council shall be engaged in market making activity or employed by an Exchange member organization whose revenues from market making activity exceed ten percent of its total revenues.

(iii) The Secretary of the Company shall collect from each nominee for the office of member of the Exchange Review Council such information as is reasonably necessary to serve as the basis for a determination of the nominee's qualifications and classification as an Industry, Member Representative, Non-Industry, or Public member, and the Secretary shall certify to the Nominating Committee or the Member Nominating Committee (as applicable) each nominee's qualifications and classification. After appointment to the Exchange Review Council, each member shall update such information at least annually and upon request of the Secretary, and shall report immediately to the Secretary any change in such information.

(iv) Except as otherwise provided in this Article, each Exchange Review Council member shall hold office for a term of three years or until a successor is duly appointed and qualified, except in the event of earlier termination from office by reason of death, resignation, removal, disqualification, or other reason. The Exchange Review Council shall be divided into three classes. The term of office of those of the first class shall expire one year after the date of their appointment, the term of office of those of the second class shall expire two years after the date of their appointment, and the term of office of those of the third class shall expire three years after the date of their appointment. After the expiration of the term of office of those in the first class, members shall be appointed for terms of three years to replace those whose terms expire. No member may serve more than two consecutive terms, except that if a member is appointed to fill a term of less than one year, such member may serve up to two consecutive three-year terms following the expiration of such member's initial term.

(v) A member of the Exchange Review Council may resign at any time upon written notice to the Board. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon receipt thereof, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective.

(vi) Any or all of the members of the Exchange Review Council may be removed from office at any time for refusal, failure, neglect, or inability to discharge the duties of such office by majority vote of the Board.

(vii) Notwithstanding By-Law Article V, Section 5-3(b)(iv), the term of office of an Exchange Review Council member shall terminate immediately upon a determination by the Board, by a majority vote, (a) that the member no longer satisfies the classification (Industry, Member Representative, Non-Industry, or Public) for which the member was elected; and (b) that the member's continued service as such would violate the compositional requirements of the Exchange Review Council set forth in Article V, Section 5-3(b)(ii). If the term of office of an Exchange Review Council member terminates under this Section, and the remaining term of office of such member at the time of termination is not more than six months, during the period of vacancy the Exchange Review Council shall not be deemed to be in violation of Article V, Section 5-3(b)(ii) by virtue of such vacancy.

(viii) If a position on the Exchange Review Council becomes vacant, whether because of death, disability, disqualification, removal, or resignation, the Nominating Committee or the Member Nominating Committee (as applicable) shall nominate, and the Board shall appoint a person satisfying the qualifications for the position as provided in Article V, Section 5-3(b)(ii) to fill such vacancy, except that if the remaining term of office for the vacant position is not more than six months, no replacement shall be required.

(ix) At all meetings of the Exchange Review Council, a quorum for the transaction of business shall consist of a majority of the Exchange Review Council, including not less than 50 percent of the Non-Industry members of the Exchange Review Council and at least one Member Representative member of the Exchange Review Council; provided, however, that a quorum for the transaction of business with regard to an appeal of proceedings involving Exchange Rules 124, 1092, 3219, 3220, and 3312 shall consist of three members of the Exchange Review Council. In the absence of a quorum, a majority of the members present may adjourn the meeting until a quorum is present.

(x) The members of the Exchange Review Council may participate in a meeting through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting may hear one another, and such participation in a meeting shall constitute presence in person at such meeting for all purposes.

(xi) The Exchange Review Council shall appoint a Review Subcommittee to determine whether disciplinary and membership proceedings decisions should be called for review by the Exchange Review Council under the Exchange Rules and to perform any other function authorized by the Rules. The Review Subcommittee shall be composed of no fewer than two and no more than four members of the Exchange Review Council. The number of Non-Industry members of the Review Subcommittee

shall equal or exceed the sum of the number of Industry members and Member Representative members of the Review Subcommittee, and the Review Subcommittee shall include at least one Member Representative member. At all meetings of the Review Subcommittee, a quorum for the transaction of business shall consist of not less than 50 percent of the members of the Review Subcommittee, including not less than 50 percent of the Non-Industry members of the Review Subcommittee and one Member Representative member of the Review Subcommittee.

(c) The Board shall appoint a Quality of Markets Committee.

(i) The Quality of Markets Committee shall have the following functions: (A) to provide advice and guidance to the Board on issues relating to the fairness, integrity, efficiency, and competitiveness of the information, order handling, and execution mechanisms of the national securities exchange operated by the Exchange from the perspective of investors, both individual and institutional, retail firms, market making firms, Nasdaq-listed companies, and other market participants; and (B) to advise the Board with respect to national market system plans and linkages between the facilities of the Exchange and other markets.

(ii) The Quality of Markets Committee shall include broad representation of participants in the national securities exchange operated by the Exchange, including investors, market makers, integrated retail firms, and order entry firms. The Quality of Markets Committee shall include a number of Member Representative members that is equal to at least 20 percent of the total number of members of the Quality of Markets Committee. The number of Non-Industry members of the Quality of Markets Committee shall equal or exceed the sum of the number of Industry members and Member Representative members.

(iii) At all meetings of the Quality of Markets Committee, a quorum for the transaction of business shall consist of a majority of the Quality of Markets Committee, including not less than 50 percent of the Non-Industry members. If at least 50 percent of the Non-Industry members (A) are 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 members be present to constitute the quorum shall be waived.

(d) Reserved.

Adopted.

August 22, 1997 (97-31).

Amendments.

January 16, 2004 (03-73).

July 17, 2008 (08-31).

April 20, 2009 (09-17).

April 25, 2011 (11-13).

November 11, 2017 (17-92), operative January 2, 2018.

ARTICLE VI MISCELLANEOUS PROVISIONS

Sec. 6-1. Rights and Privileges

(a) Upon receipt of a permit, a person shall, except as otherwise set forth in the Rules of the Exchange or any resolution of the Board of Directors authorizing a specific class or series of permits, have all the rights and privileges and shall be under all the duties and obligations of a Member in accordance with these By-Laws and the Rules of the Exchange, and, if permitted in the Rules of the Exchange or any resolution of the Board of Directors authorizing a specific class or series of permits.

(b) Notwithstanding anything to the contrary contained in these By-Laws or the rules of the Exchange, the ability of a permit holder to exercise any right or privilege of a Member is subject to such holder's compliance with applicable registration, testing, capital, fitness, allocation, deposit, bonding or other rules, requirements or procedures of the Exchange as may be established from time to time relating to trading on the Exchange (in any particular security, capacity or otherwise), use of given services of, or facilities of or operated by, the Exchange, engaging in any particular line of business at the Exchange, maintaining employees or agents at the Exchange, and to the payment of applicable fees, dues and other charges.

(c) A corporation to which a permit is issued under the provisions of this Section of these By-Laws shall be entitled to all the rights and privileges of a Member of the Exchange, except as otherwise specifically provided in these By-Laws and the rules and regulations adopted pursuant hereto.

Amendments.

October 14, 1982.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

April 25, 2011 (11-13).

Sec. 6-2. Acceptance of LLC Agreement, By-Laws and Rules

(a) No person issued a permit shall be entitled to the rights and privileges thereof until he has pledged in writing to abide by the LLC Agreement (to the extent applicable), these By-Laws and all Rules and regulations of the Exchange (which, for all purposes under these By-Laws, shall be deemed to include any dues, fees and other charges imposed by the Exchange), in each case as they have been or shall be from time to time amended. This Section shall not apply to a corporation issued a permit under the provisions of Rule 798, except that such corporation, upon receipt of a permit, shall be bound by the provisions of the LLC Agreement (to the extent applicable), these By-Laws and all Rules and regulations of the Exchange, in each case as they have been or shall be from time to time amended, unless specifically exempted therefrom.

(b) No Member Organization shall be entitled to the rights and privileges thereof until it has pledged in writing to abide by the LLC Agreement, these By-Laws and all Rules and regulations of the Exchange, in each case as they have been or shall be from time to time amended.

Amendments.

October 14, 1982.

March 23, 1995 (94-77).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 6-3. Use of Facilities of Exchange

The Exchange shall not be liable for any damages sustained by a Member or Member Organization growing out of the use or enjoyment by such person or organization of the facilities afforded by the Exchange to such person or organization for the conduct of their business.

Amendments.

August 22, 1997 (97-31).

September 24, 2003 (03-43).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

August 20, 2009 (09-61).

April 25, 2011 (11-13).

Sec. 6-4. Certain Transitional Rules

(a) The Rules of the Exchange may specify such transitional provisions concerning, without limitation: (i) the status, rights and obligations following the Demutualization Merger of persons who were lessors and lessees in respect of Exchange memberships, parties to A-B-C Agreements, Members, Member Organizations, Inactive Nominees and equitable titleholders prior to the Demutualization Merger; (ii) the procedures to be followed, forms to be submitted and other requirements to be satisfied by Members, Inactive Nominees and Member Organizations at the time of the Demutualization Merger in respect of the issuance of permits and the continuation of such Members', Inactive Nominees' and organizations' status as Members, Inactive Nominees and Member Organizations (and the penalties and other consequences for failing to comply with such procedures or to submit such forms); (iii) the designation and replacement of Executive Representatives; and (iv) other appropriate matters concerning the transition and continuity of the Exchange and its Members and Member Organizations. In the event of any conflict between such transitional provisions and any otherwise applicable provision of these By-Laws or the Rules of the Exchange, such transitional provisions shall govern.

(b) No person shall be relieved of any monetary or other obligations to the Exchange or any responsibility in relation to any matter within the disciplinary jurisdiction of the Exchange as a consequence of the Demutualization Merger or the Nasdaq Merger. Without limiting the generality of the foregoing, no person shall, by virtue of the Demutualization Merger or the Nasdaq Merger, be relieved of any obligation in respect of any pledge or other document submitted under or pursuant to Section 6-2 of these By-Laws (or any predecessor provision), and any such pledge or other document entered into prior to the Demutualization Merger or the Nasdaq Merger shall remain in full force and effect.

(c) Any person who was a Member, Inactive Nominee or Member Organization immediately before the time that the Demutualization Merger became effective and who received a permit or which has continued to be an Inactive Nominee or Member Organization in connection with such Demutualization Merger shall be deemed to have pledged to abide by the LLC Agreement, these By-Laws and all Rules and regulations of the Exchange (which, for all purposes under these By-Laws, shall be deemed to include any dues, fees and other charges imposed by the Exchange), in each case as they have been or shall be from time to time amended.

Adopted.

January 16, 2004 (03-73).

Amendments.

April 27, 2006 (05-93).

July 17, 2008 (08-31).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 6-5. Provisions of By-Laws and Rules Applicable to Member Organizations

For the purpose of enforcing these By-Laws and the Rules of the Exchange, and unless otherwise specifically provided therein, any provision hereof or thereof applicable to a Member Organization that is not a corporation shall apply likewise to a Member Organization that is a corporation. Any provision applicable to a partner of a Member Organization that is not a corporation shall apply likewise to an officer or director of a Member Organization that is a corporation. Any provision applicable to a special or limited partner of a Member Organization that is not a corporation shall apply likewise to a holder of stock, other than an officer or director, of a Member Organization that is a corporation.

Amendments.

October 14, 1982.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

April 25, 2011 (11-13).

Sec. 6-6. Liability of Officers, Directors and Substantial Stockholders

Any officer, director or substantial stockholder of a Member Organization that is a corporation who commits any act or omission which violates these By-Laws or the Rules of the Exchange shall be personally liable and subject to the same discipline and penalties as a Member of the Exchange. A Member of the Exchange who is an officer of a Member Organization that is a corporation shall be liable and subject to the same discipline and penalties for any act or omission of said corporation or any officer, director, or employee thereof, as if the same were committed by him personally, but the Board of Directors may, in its discretion, by the affirmative vote of a majority of all Directors, relieve him from the penalty therefore.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

Sec. 6-7. Application to Member Organizations

Whenever necessary for the proper conduct of business of the Exchange, the By-Laws and the Rules of the Exchange shall be construed so as to apply to Member Organizations.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

April 25, 2011 (11-13).

Sec. 6-8. By-Laws and Rules Incorporated into Exchange Contracts

The provisions of these By-Laws and of the Rules adopted pursuant hereto shall be a part of the terms and conditions of all exchange contracts. All such contracts shall be subject to the exercise by the Board of Directors and the Standing Committees of the Exchange of the powers with respect thereto vested in them by these By-Laws and Rules adopted pursuant hereto.

Amendments.

April 7, 1978

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 25, 2011 (11-13).

Sec. 6-9. Amendments to By-Laws

These By-Laws may be amended by the affirmative vote of a majority of the entire Board of Directors and the affirmative vote of the holders of a majority of the shares of Common Stock then issued and outstanding, at any regular or special meeting of the Board of Directors or the Stockholder (as the case may be). Amendments to the By-Laws shall not become effective until filed with, or filed with and approved by, the Commission, as required under Section 19 of the Exchange Act and the rules promulgated thereunder.

Amendments.

August 22, 1997 (97-31).

September 25, 2000 (97-46).

January 16, 2004 (03-73).

April 27, 2006 (05-93).

July 17, 2008 (08-31).

April 25, 2011 (11-13).

Sec. 6-10. Seal

The Exchange shall have such seal as the Board of Directors may from time to time adopt as the seal of the Exchange. The seal of the Exchange shall be in such form as approved by the Board of Directors and may be altered at its pleasure. The seal of the Exchange may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

Amendments.

January 16, 2004 (03-73).

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 6-11. Fiscal Year

The Board of Directors shall have the power by resolution to fix the fiscal year of the Exchange. If the Board of Directors shall fail to do so, the Chief Executive Officer shall fix the fiscal year.

Amendments.

August 22, 1997 (97-31).

April 25, 2011 (11-13).

Sec. 6-12. Dealings

Dealings on the Exchange in options contracts issued by the Options Clearing Corporation, the terms and conditions of such contracts, the exercise and settlement thereof, the handling of orders, and the conduct of accounts and other matters relating to options trading, shall be subject to the By-Laws and Rules of the Exchange.

Amendments.

August 22, 1997 (97-31).

January 16, 2004 (03-73).

April 25, 2011 (11-13).

Sec. 6-13. Action Without Meeting

Unless otherwise provided in these By-Laws or the LLC Agreement, any action required or permitted to be taken at any annual or special meeting of Stockholder(s) may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding shares having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of such action without a meeting by less than unanimous written consent shall be given to those Stockholder(s) who have not consented in writing to the extent required by Delaware law.

Adopted.

July 17, 2008 (08-31).

Amendment.

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 6-14. Fixing of Record Date

The Board may fix a record date in accordance with Delaware law.

Adopted.

July 17, 2008 (08-31).

Amendment.

April 25, 2011 (11-13).

Sec. 6-15. Distributions

Subject to the provisions of the LLC Agreement, the Board may, out of funds legally available therefor at any regular or special meeting, declare distributions upon shares of the Exchange as and when they deem appropriate. Notwithstanding the foregoing, distributions shall not be paid using Regulatory Funds.

Adopted.

July 17, 2008 (08-31).

Amendments.

August 16, 2010 (10-104), operative September 1, 2010.

April 25, 2011 (11-13).

Sec. 6-16. Waiver of Notice

(a) Whenever notice is required to be given by law, the LLC Agreement or these By-Laws, a waiver thereof by the Person or Persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board, or members of a committee, need be specified in any waiver of notice.

(b) Attendance of a Person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened.

Adopted.

April 25, 2011 (11-13).

Sec. 6-17. Execution of Instruments, Contracts, etc.

(a) All checks, drafts, bills of exchange, notes, or other obligations or orders for the payment of money shall be signed in the name of the Exchange by such officer or officers or Person or Persons as the Board, or a duly authorized committee thereof, may from time to time designate. Except as otherwise provided by law, the Board, any committee given specific authority in the premises by the Board, or any committee given authority to exercise generally the powers of the Board during intervals between meetings of the

Board may authorize any officer, employee, or agent, in the name of and on behalf of the Exchange, to enter into or execute and deliver deeds, bonds, mortgages, contracts, and other obligations or instruments, and such authority may be general or confined to specific instances.

(b) All applications, written instruments, and papers required by any department of the United States government or by any state, county, municipal, or other governmental authority may be executed in the name of the Exchange by any officer of the Exchange, or, to the extent designated for such purpose from time to time by the Board, by an employee or agent of the Exchange. Such designation may contain the power to substitute, in the discretion of the person named, one or more other persons.

Adopted.

April 25, 2011 (11-13).

ARTICLE VII EXCHANGE AUTHORITIES

Sec. 7-1. Rules

To promote and enforce just and equitable principles of trade and business, to maintain high standards of commercial honor and integrity among Members, to collaborate with governmental and other agencies in the promotion of fair practices and the elimination of fraud, and in general to carry out the purposes of the Exchange and of the Act, the Board is hereby authorized to adopt such Rules and such amendments thereto as it may, from time to time, deem necessary or appropriate, including, but not limited to, Rules for the required or voluntary arbitration of controversies between members and between members and customers or others. If any such Rules or amendments thereto are approved by the Commission or otherwise become effective as provided in the Act, they shall become effective Rules as of the date of Commission approval or effectiveness under the Act. The Board is hereby authorized, subject to the provisions of these By-Laws and the Act, to administer, enforce, and interpret any Rules adopted hereunder.

Adopted.

April 25, 2011 (11-13).

Sec. 7-2. Disciplinary Proceedings

(a) The Board is authorized to establish procedures relating to disciplinary proceedings involving Members, Member Organizations and their associated persons.

(b) The Board is authorized to impose appropriate sanctions applicable to Members and Member Organizations including censure, fine, suspension, or expulsion from membership, suspension or bar from being associated with all Members or Member Organizations, limitation of activities, functions, and operations of a Member or Member

Organization, or any other fitting sanction, and to impose appropriate sanctions applicable to persons associated with Members and Member Organizations, including censure, fine, suspension, or barring a person associated with a Member or Member Organization from being associated with all Members or Member Organizations, limitation of activities, functions, and operations of a person associated with a Member or Member Organization, or any other fitting sanction, for:

(i) a breach by a Member, Member Organization or a person associated with a Member or Member Organization of any covenant with the Exchange or its Members;

(ii) violation by a Member, Member Organization or a person associated with a Member or Member Organization of any of the terms, conditions, covenants, and provisions of the By-Laws, the Rules, or the federal securities laws, including the rules and regulations adopted thereunder;

(iii) failure by a Member, Member Organization or person associated with a Member or Member Organization to: (A) submit a dispute for arbitration as may be required by the Rules; (B) appear or produce any document in the Member's, Member Organization's or person's possession or control as directed pursuant to the Rules; (C) comply with an award of arbitrators properly rendered, where a timely motion to vacate or modify such award has not been made pursuant to applicable law or where such a motion has been denied; or (D) comply with a written and executed settlement agreement obtained in connection with an arbitration or mediation submitted for disposition; or

(vi) failure by a Member, Member Organization or person associated with a Member or Member Organization to adhere to any ruling, order, direction, or decision of or to pay any sanction, fine, or costs imposed by the Board or any entity to which the Board has delegated its powers.

Adopted.

April 25, 2011 (11-13).

Sec. 7-3. Membership Qualifications

(a) The Board shall have authority to adopt rules and regulations applicable to applicants seeking to become Members or Member Organizations and persons associated with applicants or Members, establishing specified and appropriate standards with respect to the training, experience, competence, financial responsibility, operational capability, and such other qualifications as the Board finds necessary or desirable.

(b) Uniform standards for regulatory and other access issues, such as admission to membership shall be promulgated and applied on a consistent basis, and the Exchange shall institute safeguards to ensure fair and evenhanded access to all of its services and facilities.

Adopted.

April 25, 2011 (11-13).

Sec. 7-4. Fees, Dues, Assessments, and Other Charges

The Board of Directors shall have authority to fix and levy the amount of fees, dues, assessments, and other charges to be paid by Members and Member Organizations and any other persons using any facility or system that the Exchange operates or controls; provided, however, that such fees, dues, assessments, and other charges shall be equitably allocated among Members and Member Organizations and any other persons using any facility or system that the Exchange operates or controls.

Adopted.

April 25, 2011 (11-13).

Sec. 7-5. Authority to Take Action Under Emergency or Extraordinary Market Conditions

The Board of Directors, or such person or persons or committee as may be designated by the Board of Directors, in the event of an emergency or extraordinary market conditions, shall have the authority to take any action regarding:

(a) the trading in or operation of the national securities exchange operated by the Exchange or any other organized securities markets that may be operated by the Exchange, the operation of any automated system owned or operated by the Exchange, and the participation in any such system or any or all persons or the trading therein of any or all securities; and

(b) the operation of any or all offices or systems of Members and Member Organizations, if, in the opinion of the Board of Directors or the person or persons hereby designated, such action is necessary or appropriate for the protection of investors or the public interest or for the orderly operation of the marketplace or the system.

Adopted.

April 25, 2011 (11-13).

Sec. 7-6. Right to Issue Permits and Non-Transferability

(a) In addition to all other powers granted to the Board of Directors by law, the LLC Agreement, these By-Laws or otherwise, the Board of Directors shall have the power to issue permits in one or more classes or series and, unless otherwise provided in the resolution of the Board of Directors or the Rules of the Exchange establishing such class or series, in unlimited number to conduct business on the Exchange or on specific

facilities of, or operated by, the Exchange, and to adopt by resolution or to set forth in the Rules of the Exchange such Rules with respect to such permits as the Board Directors may from time to time determine in its sole discretion to be advisable, including, without limitation, the Rules governing the terms and conditions of such permits and the number, types and attributes thereof at any time authorized for issuance, the transferability or non-transferability of such permits, the termination and/or suspension of rights and privileges appertaining to permits, the qualifications that must be met for a person to be issued any such permit, and the dues, fees and other charges to be paid to the Exchange in connection with such permits and by persons applying for, using, holding or (if allowed) transferring such permits, and for firms and organizations with which such persons are affiliated or associated in any manner. Such permits do not represent an equity interest in the Exchange and shall confer upon any person only such rights, privileges and obligations as are expressly set forth in these By-Laws, the Rules of the Exchange and any resolution of the Board of Directors. The Board of Directors may authorize any committee thereof or the Chair of the Board of Directors to exercise any powers of the Board of Directors with respect to such permits.

(b) Except as otherwise set forth in the Rules of the Exchange or any resolution of the Board of Directors authorizing a specific class or series of permits, a permit will confer upon and subject the holder thereof to all the privileges and obligations of a Member pursuant to these By-Laws and the Rules of the Exchange, including, without limitation, the right to vote (exclusively through the Executive Representative of the Member Organization identified by such holder as its primary affiliation) and to conduct business on the Exchange as provided in these By-Laws and such Rules. Except as otherwise provided in the Rules of the Exchange or any resolution of the Board of Directors authorizing a specific class or series of permits, no permit may be sold, transferred (by operation of law or otherwise), leased or otherwise encumbered by any person to whom such permit is issued by the Exchange.

Adopted.

April 25, 2011 (11-13).