



SOCIETY OF CORPORATE SECRETARIES
& GOVERNANCE PROFESSIONALS

Nancy M. Morris, Secretary
United States Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

VIA E-MAIL (rule-comments@sec.gov)

Re: File Number SR-NASDAQ-2006-011 – Modify the Cure Period Available to an Issuer that Loses an Independent Director or Audit Committee Member

Dear Ms. Morris:

The Society of Corporate Secretaries & Governance Professionals (the Society) is a professional association founded in 1946, serving approximately 2,600 issuers. Job responsibilities of our members include working with corporate boards of directors (and their audit, compensation and governance committees) and senior management regarding corporate governance and disclosure. Our members provide expertise to their corporations in securities laws, corporate governance and stockholder communication and voting. Our members assure that their corporations comply with the securities laws and regulations, corporate law and stock exchange listing requirements.

The Society applauds The NASDAQ Market LLC's (NASDAQ) effort to recognize the practical issue faced by issuers and heartily supports NASDAQ's proposal to provide a 180-day cure period when an issuer loses an independent director or audit committee member. Identifying and recruiting qualified directors can be a lengthy process. Shareholders are served when the process is deliberative rather than rushed.

Thank you for the opportunity to comment on this proposal. Please do not hesitate to contact us if you have any questions.

Sincerely yours,

Society of Corporate Secretaries and Governance Professionals

By:
Carol Hayes, Chair, Listing Standards Committee

cc: Lydia Beebe, Society Chair-Elect
Rhonda Brauer, Chair, Corporate Practices Committee
Pauline Candaux, Chair, Securities Law Committee
Cary Klafter, Chair, Public Affairs Committee
William Mostyn, Society Chair