

EXHIBIT 5

Below is the text of the proposed rule change. Proposed new language is underlined; proposed deletions are in brackets.

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BY-LAWS OF FINRA REGULATION, INC.

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ARTICLE V

NATIONAL ADJUDICATORY COUNCIL

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Number of Members and Qualifications

Sec. 5.2 (a) The National Adjudicatory Council shall consist of 15[4] members.

The number of Non-Industry Members, including at least three Public Members, shall exceed [equal] the number of Industry Members. Industry Members shall include two Small Firm NAC Members, one Mid-Size Firm NAC Member, two Large Firm NAC Members, and two at-large Industry Members. The at-large Industry Members shall be appointed to the NAC without being designated as Small, Mid-Size, or Large Firm NAC Members.

(b) No Change.

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Term of Office

Sec. 5.6 (a) [Except as otherwise provided in this Article] After a transitional period beginning in January 2017 and ending in December 2019, during which members may be appointed to terms of office necessary to achieve the requirements of Section 5.6(b) of this Article, each National Adjudicatory Council member shall hold office for a

term of four [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.

(b) The NAC shall be divided into four [three] classes, as equal in number as practicable, with terms of office that commence and expire on a staggered, annual basis. [Beginning in January 2009, outgoing Industry Members appointed pursuant to the superseded, regional nomination process will be replaced with Industry Members appointed pursuant to the firm size classification (Small Firm NAC Member, Mid-Size Firm NAC Member, and Large Firm NAC Member) established in Section 5.2 of this Article. The first open, regionally nominated Industry Member seat will be replaced with a Small Firm NAC Member. The second open, regionally nominated Industry Member seat will be replaced with a Large Firm NAC Member. Thereafter, open, regionally nominated Industry Member seats will be replaced first by one Mid-Size Firm NAC Member, followed by one Small Firm NAC Member and then one Large Firm NAC Member until the National Adjudicatory Council comprises seven Industry Members as follows: two at-large Industry Members, two Small Firm NAC Members, one Mid-Size Firm NAC Member, and two Large Firm NAC Members. Thereafter, open Industry Member seats will be filled by individuals who meet the classification for the classification of the open seat.]

(c) No member may serve consecutive terms, except that if a member is appointed to fill a term of less than one year, such member may serve a single four [three] year term following the expiration of such member's initial term.

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ARTICLE VI

**SELECTION OF SMALL FIRM, MID-SIZE FIRM AND LARGE FIRM
INDUSTRY MEMBERS OF THE NATIONAL ADJUDICATORY COUNCIL**

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Ballots

Sec. 6.7 With the assistance of the Secretary of the Corporation and an Independent Agent, the Nominating Committee shall prepare a ballot with the name or names of its candidate and any additional candidates proposed for nomination pursuant to Section 6.2. The ballot shall list the candidates in alphabetical order and shall identify the candidate or candidates proposed for nomination by the Nominating Committee. The Secretary of the Corporation shall send a ballot to the Executive Representative of each FINRA member eligible to vote based on the firm size classifications (Small Firm, Mid-Size Firm, or Large Firm) defined in these By-Laws. Instructions on the ballot shall direct the Executive Representative to return the ballot to the Independent Agent and state that the ballot [envelope] must be postmarked or otherwise delivered on or before the return date specified on the ballot. The return date specified on the ballot shall be no fewer than 30 and no more than 45 days after the date of mailing or other delivery of the ballot.

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Ballots Returned As Undelivered

Sec. 6.9 The Independent Agent shall investigate [open] any ballot [envelope] returned undelivered and shall determine whether it was sent to the FINRA member's

address of record. If incorrectly addressed, the Independent Agent shall send a new ballot to the FINRA member's address of record.

General Procedures for Qualification and Accounting of Ballots

Sec. 6.10 After the close of the voting period, the Independent Agent shall tabulate the ballots and notify the Secretary of the Corporation of the voting results for each National Adjudicatory position subject to election within [on a date or dates designated by the Secretary of the Corporation, the qualification and accounting of ballots shall take place. The date or dates designated shall be not later than] 14 calendar days after the return date specified on the ballot pursuant to Section 6.7. [Candidates and their representatives shall be allowed to observe the qualification and accounting of ballots. Representation for each candidate shall be limited to two individuals. The Independent Agent shall bring to a specified office of the Corporation all ballots timely received. Under the direction of the Secretary of the Corporation or the Secretary's designee, the Independent Agent shall open and count the ballots. For ballot qualification purposes, the Independent Agent shall identify to the candidates the FINRA members that timely returned ballots and inform the candidates of the Independent Agent's determination of whether or not a ballot is qualified for voting purposes. The determination shall be based on a comparison of ballots received against the list of FINRA members eligible to vote based on the firm size classifications (Small Firm, Mid-Size Firm, or Large Firm) defined in these By-Laws and their Executive Representatives as prepared by the Secretary of the Corporation under Section 6.8. The Secretary of the Corporation or the Secretary's designee shall make the final determination of the qualification of a ballot. Upon the qualification of a ballot, the Independent Agent shall

record the vote indicated on the ballot. The candidates and their representatives shall not be allowed to see the vote of any FINRA member.]

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