

Proposed Rule Change by Municipal Securities Rulemaking Board
Pursuant to Rule 19b-4 under the Securities Exchange Act of 1934

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|--|---------------------------------------|--|---|--|---|
| Initial <input checked="" type="checkbox"/> | Amendment <input type="checkbox"/> | Withdrawal <input type="checkbox"/> | Section 19(b)(2) <input type="checkbox"/> | Section 19(b)(3)(A) <input checked="" type="checkbox"/> | Section 19(b)(3)(B) <input type="checkbox"/> |
| Pilot <input type="checkbox"/> | | | Rule | | |
| Extension of Time Period for Commission Action <input type="checkbox"/> | | | <input type="checkbox"/> 19b-4(f)(1) | <input type="checkbox"/> 19b-4(f)(4) | |
| Date Expires <input type="text"/> | | | <input type="checkbox"/> 19b-4(f)(2) | <input type="checkbox"/> 19b-4(f)(5) | |
| | | | <input checked="" type="checkbox"/> 19b-4(f)(3) | <input type="checkbox"/> 19b-4(f)(6) | |

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| Exhibit 2 Sent As Paper Document <input type="checkbox"/> | Exhibit 3 Sent As Paper Document <input type="checkbox"/> |
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Description
Provide a brief description of the proposed rule change (limit 250 characters).

Amendments to Rule A-3, on Membership on the Board, and Rule A-4, on Meetings of the Board

Contact Information
Provide the name, telephone number and e-mail address of the person on the staff of the self-regulatory organization prepared to respond to questions and comments on the proposed rule change.

First Name Last Name
 Title
 E-mail
 Telephone Fax

Signature
Pursuant to the requirements of the Securities Exchange Act of 1934,
Municipal Securities Rulemaking Board
has duly caused this filing to be signed on its behalf by the undersigned thereunto duly authorized officer.

Date
 By Corporate Secretary
 (Name)
 (Title)

NOTE: Clicking the button at right will digitally sign and lock this form. A digital signature is as legally binding as a physical signature, and once signed, this form cannot be changed.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

For complete Form 19b-4 instructions please refer to the EFFS website.

Form 19b-4 Information

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The self-regulatory organization must provide all required information, presented in a clear and comprehensible manner, to enable the public to provide meaningful comment on the proposal and for the Commission to determine whether the proposal is consistent with the Act and applicable rules and regulations under the Act.

Exhibit 1 - Notice of Proposed Rule Change

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The Notice section of this Form 19b-4 must comply with the guidelines for publication in the Federal Register as well as any requirements for electronic filing as published by the Commission (if applicable). The Office of the Federal Register (OFR) offers guidance on Federal Register publication requirements in the Federal Register Document Drafting Handbook, October 1998 Revision. For example, all references to the federal securities laws must include the corresponding cite to the United States Code in a footnote. All references to SEC rules must include the corresponding cite to the Code of Federal Regulations in a footnote. All references to Securities Exchange Act Releases must include the release number, release date, Federal Register cite, Federal Register date, and corresponding file number (e.g., SR-[SRO]-xx-xx). A material failure to comply with these guidelines will result in the proposed rule change being deemed not properly filed. See also Rule 0-3 under the Act (17 CFR 240.0-3)

Exhibit 2 - Notices, Written Comments, Transcripts, Other Communications

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Exhibit Sent As Paper Document

Copies of notices, written comments, transcripts, other communications. If such documents cannot be filed electronically in accordance with Instruction F, they shall be filed in accordance with Instruction G.

Exhibit 3 - Form, Report, or Questionnaire

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Exhibit Sent As Paper Document

Copies of any form, report, or questionnaire that the self-regulatory organization proposes to use to help implement or operate the proposed rule change, or that is referred to by the proposed rule change.

Exhibit 4 - Marked Copies

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The full text shall be marked, in any convenient manner, to indicate additions to and deletions from the immediately preceding filing. The purpose of Exhibit 4 is to permit the staff to identify immediately the changes made from the text of the rule with which it has been working.

Exhibit 5 - Proposed Rule Text

Add Remove View

The self-regulatory organization may choose to attach as Exhibit 5 proposed changes to rule text in place of providing it in Item I and which may otherwise be more easily readable if provided separately from Form 19b-4. Exhibit 5 shall be considered part of the proposed rule change.

Partial Amendment

Add Remove View

If the self-regulatory organization is amending only part of the text of a lengthy proposed rule change, it may, with the Commission's permission, file only those portions of the text of the proposed rule change in which changes are being made if the filing (i.e. partial amendment) is clearly understandable on its face. Such partial amendment shall be clearly identified and marked to show deletions and additions.

1. Text of Proposed Rule Change

(a) The Municipal Securities Rulemaking Board (“Board” or “MSRB”) is hereby filing with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change consisting of amendments to Rule A-3, on membership on the Board and Rule A-4, on meetings of the Board (the “proposed rule change”). The proposed rule change is set forth below, with underlining indicating additions and brackets indicating deletions.

Rule A-3: Membership on the Board

(a) - (b) No change.

(c) Nomination and Election of Members.

(i) No change.

(ii) The Board will appoint a Nominating Committee composed of nine members. The membership of the Nominating Committee shall consist of six Board members and three persons who are not members of the Board. Of the six Board members, two shall be bank representatives, two shall be broker-dealer representatives, and two shall be public representatives. Of the three non-Board members, one shall be associated with and representative of bank dealers, one shall be associated with and representative of brokers, dealers, and municipal securities dealers other than bank dealers, and one shall not be associated with any broker, dealer, or municipal securities dealer (other than by reason of being under common control with, or indirectly controlling any broker or dealer which is not a broker, dealer or municipal securities dealer that effects municipal securities transactions). In appointing persons to serve on the Nominating Committee, factors to be considered include, **without limitation, [the need to achieve broad geographic representation on such Committee, as well as]** diversity in the **geographic location**, size and type of brokers, dealers and municipal securities dealers represented on such Committee.

(iii) No change.

(iv) The Nominating Committee shall nominate one person for each of the Board positions to be filled and shall submit the nominees to the Board for approval. In making such nominations, factors to be considered include, **without limitation, [the need to maintain broad geographic representation on the Board, as well as]** diversity in the **geographic location**, size and type of brokers, dealers, and municipal securities dealer represented. Each nomination shall be accompanied by a statement indicating the position for which such person is nominated, the nominee’s qualifications to serve as a member of the Board, and information concerning the nominee’s association with any broker, dealer, or municipal securities dealer. The names of the nominees will be confidential.

(v) - (vii) No change.

(d) - (f) No change.

Rule A-4. Meetings of the Board

(a) Meetings. Regular meetings of the Board shall be held at least quarterly and at such time and place as from time to time determined by resolution of the Board or provided by rule of the Board. Special meetings of the Board shall be called by **[the Secretary to the Board at the request of]** the Chairman of the Board or at the written request of not less than three members, which request shall in each case specify the purpose or purposes of the meeting. At special meetings, the Board shall consider only those specific matters for which the meeting was called, unless all members consent either at the meeting or in writing before or after the meeting to the consideration of other matters.

(b) Notice of Meetings. Notice of the time and place of special meetings of the Board shall be provided [mailed] to each member, as well as to the Secretary of the Board, [at such member's address appearing in the records of the Board, not later than the seventh calendar day preceding the date on which the meeting is to be held, or by telephone, e-mail or personal delivery] not later than the third calendar day preceding the date on which the meeting is to be held or as otherwise required by law, provided that such advance notice may be waived by unanimous consent of all Board members attending such meeting. [Written notice of special meetings of the Board shall be signed by the Secretary to the Board.] Notice of a special meeting shall also set forth the purpose or purposes of the meeting **[and the name or names of the person or persons at whose request the meeting is being called]**. Notice of a special meeting need not be given to any member who submits a signed waiver of notice before or after the meeting, or who attends the meeting without protesting, prior thereto or at the commencement thereof, the lack of notice to such member. No notice of regular meetings of the Board shall be required.

(c) - (d) No change.

2. Procedures of the Self-Regulatory Organization

The Board adopted the proposed rule change at its January 10, 2008 meeting. Questions concerning this filing may be directed to Catherine A. Courtney, Assistant General Counsel, at (703) 797-6600.

3. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

(a) The Board has been reviewing its Administrative Rules and by-laws to ensure that they are consistent with current good corporate governance practices. Among other

things, Rule A-3, on membership on the Board, directs the Board and the Nominating Committee to consider the “need” to maintain broad geographic representation on the Board, as well as diversity in the size and type of dealers represented, in considering persons to serve on the Nominating Committee or for Board membership.

The Board has determined to modify this provision in the rule in order to provide greater flexibility in the appointment of persons to the Nominating Committee and the nomination of candidates to the Board. This modification will facilitate the Board and Nominating Committee’s consideration of a broader range of factors for nomination and will encourage consideration of well-qualified candidates with diverse backgrounds, unique experience and complementary skills, together with consideration of geographic representation and diversity in the size and type of dealers represented. Further, the modification seeks to prevent the artificial limiting of the field of qualified candidates by permitting the Board and Nominating Committee to consider such broader factors rather than to exclusively select candidates in order to achieve diversity on a narrower set of parameters.

Rule A-4, among other things, provides a process for calling special meetings of the Board, including how the notice of the time and place of the special meeting shall be provided to Board members. The current provision requires the Secretary of the Board to call a meeting at the request of the Chairman of the Board or at the request of not less than three Board members. In addition, the rule provides that the notice of the special meeting shall be mailed to each member not later than the seventh calendar day preceding the date on which the meeting is to be held. The rule provides for a three day notice period for notice by telephone, e-mail or personal delivery.

The Board has determined to modify this provision to clarify and update its rules and bring them into line with modern practice. The Board has modified the rule to enable the Chairman of the Board to call a special meeting of the Board directly, without the assistance of the Secretary of the Board. In addition, the Board has provided that notices for the time and place of a special meeting shall be provided to each member and the Secretary of the Board with three-day’s advance notice. Further, the modification permits the Board to waive such advance notice by unanimous consent of all Board members attending such meeting. The modification takes into consideration the realities of modern communications and permits the Board to convene quickly, but with unanimous consent, in the event of a market or other emergency.

(b) The MSRB believes that the proposed rule change is consistent with the requirements of Section 15B(b)(2)(I) of the Securities Exchange Act of 1934 (“Act”), which authorizes the MSRB to adopt rules that provide for the operation and administration of the MSRB. The proposed rule change is concerned solely with the operation and administration of the MSRB.

4. Self-Regulatory Organization’s Statement on Burden on Competition

The MSRB does not believe the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act since it only applies to the operation and administration of the MSRB.

5. Self-Regulatory Organization's Statement on Comments Received on the Proposed Rule Change by Members, Participants, or Others

Written comments were neither solicited nor received on the proposed rule change.

6. Extension of Time Period for SEC Action

The MSRB declines to consent to an extension of the time period specified in Section 19(b)(2) of the Act.

7. Basis for Summary Effectiveness Pursuant to Section 19(b)(3) or for Accelerated Effectiveness Pursuant to Section 19(b)(2)

The proposed rule change is to take effect upon filing pursuant to Section 19(b)(3)(A) of the Act. The MSRB hereby designates the proposed rule change as concerned solely with the administration of the MSRB.

8. Proposed Rule Change Based on Rules of Another Self-Regulatory Organization or of the SEC

Not applicable.

9. Exhibits

1. Federal Register Notice.

EXHIBIT 1

SECURITIES AND EXCHANGE COMMISSION

(Release No. 34- ; File No. SR-MSRB-2008-02)

Self-Regulatory Organizations; Municipal Securities Rulemaking Board; Notice of Filing and Immediate Effectiveness of Amendment to Rule A-3, on Membership on the Board, and Rule A-4, on Meetings of the Board

Pursuant to Section 19(b)(1) of the Securities Exchange Act of 1934 (the “Act”)¹ and Rule 19b-4 thereunder,² notice is hereby given that on March 5, 2008, the Municipal Securities Rulemaking Board (“MSRB” or “Board”) filed with the Securities and Exchange Commission (“Commission” or “SEC”) a proposed rule change (File No. SR-MSRB-2008-02) (“the proposed rule change”) consisting of an amendment to Rule A-3, on membership on the Board, and Rule A-4, on meetings of the Board, as described in Items I, II, and III below, which Items have been prepared by the MSRB. The Commission is publishing this notice to solicit comments on the proposed rule change from interested persons.

I. SELF-REGULATORY ORGANIZATION’S STATEMENT OF THE TERMS OF SUBSTANCE OF THE PROPOSED RULE CHANGE

The MSRB is filing with the Commission a proposed rule change consisting of amendments to Rule A-3 to permit greater diversity in considering persons to serve on the Nominating Committee or for Board membership and amendments to Rule A-4 to permit the Chairman of the Board to call a special meeting of the Board directly and more quickly, but with unanimous consent. The text of the proposed rule change is available

¹ 15 U.S.C. 78s(b)(1).

² 17 CFR 240.19b-4.

on the MSRB's Web site (<http://www.msrb.org>), at the MSRB's principal office, and at the Commission's Public Reference Room.

II. SELF-REGULATORY ORGANIZATION'S STATEMENT OF THE PURPOSE OF, AND STATUTORY BASIS FOR, THE PROPOSED RULE CHANGE

In its filing with the Commission, the MSRB included statements concerning the purpose of and basis for the proposed rule change and discussed any comments it received on the proposed rule change. The text of these statements may be examined at the places specified in Item IV below. The MSRB has prepared summaries, set forth in Sections A, B and C below, of the most significant aspects of such statements.

A. Self-Regulatory Organization's Statement of the Purpose of, and Statutory Basis for, the Proposed Rule Change

1. Purpose

The Board has been reviewing its Administrative Rules and by-laws to ensure that they are consistent with current good corporate governance practices. Among other things, Rule A-3, on membership on the Board, directs the Board and the Nominating Committee to consider the "need" to maintain broad geographic representation on the Board, as well as diversity in the size and type of dealers represented, in considering persons to serve on the Nominating Committee or for Board membership.

The Board has determined to modify this provision in the rule in order to provide greater flexibility in the appointment of persons to the Nominating Committee and the nomination of candidates to the Board. This modification will facilitate the Board and Nominating Committee's consideration of a broader range of factors for nomination and will encourage consideration of well-qualified candidates with diverse backgrounds, unique experience and complementary skills, together with consideration of geographic

representation and diversity in the size and type of dealers represented. Further, the modification seeks to prevent the artificial limiting of the field of qualified candidates by permitting the Board and Nominating Committee to consider such broader factors rather than to exclusively select candidates in order to achieve diversity on a narrower set of parameters.

Rule A-4, among other things, provides a process for calling special meetings of the Board, including how the notice of the time and place of the special meeting shall be provided to Board members. The current provision requires the Secretary of the Board to call a meeting at the request of the Chairman of the Board or at the request of not less than three Board members. In addition, the rule provides that the notice of the special meeting shall be mailed to each member not later than the seventh calendar day preceding the date on which the meeting is to be held. The rule provides for a three day notice period for notice by telephone, e-mail or personal delivery.

The Board has determined to modify this provision to clarify and update its rules and bring them into line with modern practice. The Board has modified the rule to enable the Chairman of the Board to call a special meeting of the Board directly, without the assistance of the Secretary of the Board. In addition, the Board has provided that notices for the time and place of a special meeting shall be provided to each member and the Secretary of the Board with three-day's advance notice. Further, the modification permits the Board to waive such advance notice by unanimous consent of all Board members attending such meeting. The modification takes into consideration the realities of modern communications and permits the Board to convene quickly, but with unanimous consent, in the event of, among other things, a market or other emergency.

2. Statutory Basis

The MSRB believes that the proposed rule change is consistent with the requirements of Section 15B(b)(2)(I) of the Securities Exchange Act of 1934 (“Act”), which authorizes the MSRB to adopt rules that provide for the operation and administration of the MSRB. The proposed rule change is concerned solely with the operation and administration of the MSRB.

B. Self-Regulatory Organization’s Statement on Burden on Competition

The MSRB does not believe the proposed rule change will impose any burden on competition not necessary or appropriate in furtherance of the purposes of the Act since it only applies to the operation and administration of the MSRB.

C. Self-Regulatory Organization’s Statement on Comments on the Proposed Rule Change Received from Members, Participants or Others

Written comments were neither solicited nor received.

III. DATE OF EFFECTIVENESS OF THE PROPOSED RULE CHANGE AND TIMING FOR COMMISSION ACTION

The foregoing rule change has become effective pursuant to Section 19(b)(3)(A) of the Act and paragraph (f) of Rule 19b-4 thereunder. At any time within 60 days of the filing of the proposed rule change, the Commission may summarily abrogate such rule change if it appears to the Commission that such action is necessary or appropriate in the public interest, for the protection of investors, or otherwise in furtherance of the purposes of the Act.

IV. SOLICITATION OF COMMENTS

Interested persons are invited to submit written data, views, and arguments concerning the foregoing, including whether the proposed rule change is consistent with

the Act. Comments may be submitted by any of the following methods:

Electronic comments:

- Use the Commission's Internet comment form (<http://www.sec.gov/rules/sro.shtml>);
or
- Send an e-mail to rule-comments@sec.gov. Please include File Number SR-MSRB-2008-02 on the subject line.

Paper comments:

- Send paper comments in triplicate to Nancy M. Morris, Secretary, Securities and Exchange Commission, Station Place, 100 F Street, NE, Washington, DC 20549-1090.

All submissions should refer to File Number SR-MSRB-2008-02. This file number should be included on the subject line if e-mail is used. To help the Commission process and review your comments more efficiently, please use only one method. The Commission will post all comments on the Commission's Internet Web site (<http://www.sec.gov/rules/sro.shtml>). Copies of the submission, all subsequent amendments, all written statements with respect to the proposed rule change that are filed with the Commission, and all written communications relating to the proposed rule change between the Commission and any person, other than those that may be withheld from the public in accordance with the provisions of 5 U.S.C. 552, will be available for inspection and copying in the Commission's Public Reference Room. Copies of such filing also will be available for inspection and copying at the MSRB's offices. All comments received will be posted without change; the Commission does not edit personal identifying information from submissions. You should submit only information

that you wish to make available publicly. All submissions should refer to File Number SR-MSRB-2008-02 and should be submitted on or before [insert date 21 days from publication in the Federal Register].

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.³

Nancy M. Morris
Secretary

³ 17 CFR 200.30-3(a)(12).