

# Election Notice

## Call for Candidates for Upcoming FINRA Small Firm Advisory Committee Election

Nomination Deadline: October 11, 2023

### Summary

The purpose of this *Notice* is to inform small FINRA member firms<sup>1</sup> of the upcoming Small Firm Advisory Committee (SFAC) election. Two seats on the SFAC are up for election, one representing the Midwest region and one representing the South region.

The SFAC provides guidance to FINRA staff, particularly regarding the potential impact of proposed regulatory initiatives on FINRA's small firm members. The SFAC typically meets four times a year, primarily in person, prior to FINRA Board of Governors (FINRA Board) meetings. Potential candidates should ensure that their other commitments will allow for their full participation during all SFAC meetings.

Any eligible candidate who wants to be included on the ballot must submit the relevant information via the attached [candidate profile form](#) to FINRA's Office of the Corporate Secretary by **October 11, 2023**, at [CorporateSecretary@finra.org](mailto:CorporateSecretary@finra.org).

On or about October 23, 2023, FINRA will send the official *Election Notice* by electronic mail and FINRA's election agent will follow up with voting instructions to the executive representatives of eligible small firms in the South and Midwest regions. Voting will conclude in November 2023. The newly elected South and Midwest region representatives will begin their three-year terms in January 2024.

Questions regarding this *Election Notice* may be directed to:

- ▶ Jennifer Piorko Mitchell, Vice President – Corporate Governance and Deputy Corporate Secretary, at (202) 728-8949 or via email to [CorporateSecretary@finra.org](mailto:CorporateSecretary@finra.org); or
- ▶ Kayte Toczylowski, Vice President, Member Relations and Education, at (215) 209-7087 or via email at [Kayte.Toczylowski@finra.org](mailto:Kayte.Toczylowski@finra.org).

September 11, 2023

### Suggested Routing

- ▶ Branch Managers
- ▶ Executive Representatives
- ▶ Senior Management

## Composition of the SFAC

The SFAC comprises 10 members, as follows:

- ▶ five regional members elected by small firms in the five FINRA regions (one member is from each region); and
- ▶ five at-large members appointed by FINRA.

Additionally, the FINRA Board's Small Firm Governors<sup>2</sup> serve as ex-officio, non-voting SFAC members.

The five regional members represent the following geographic regions:

- **Midwest Region:** Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin (Districts 4 and 8)
- **New York Region:** New York (Nassau and Suffolk Counties, Bronx, Brooklyn, New York County, Queens and Staten Island) (District 10);
- **North Region:** Connecticut, Delaware, the District of Columbia, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York (except for the counties of Nassau and Suffolk, and the five boroughs of New York City), Pennsylvania, Rhode Island, Vermont, Virginia and West Virginia (Districts 9 and 11);
- **South Region:** Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, Panama, South Carolina, Tennessee, Texas and the Virgin Islands (Districts 5, 6 and 7); and
- **West Region:** Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming and the former U.S. Trust Territories (Districts 1, 2 and 3).

## Candidate Eligibility

Any senior member of a small firm whose primary place of business and whose firm has its main office (as indicated in FINRA records) in the South or Midwest region is eligible to have his or her name placed on the SFAC ballot. Senior members of firms include owners, Chief Executive Officers, Presidents, Chief Compliance Officers, Chief Operating Officers, the firm's Financial and Operations Principal (FINOP) or individuals of comparable status. There may be only one candidate from any firm on a ballot.

Interested individuals must complete the SFAC [candidate profile form](#) and submit it to the Office of the Corporate Secretary at [CorporateSecretary@finra.org](mailto:CorporateSecretary@finra.org) by **October 11, 2023**.

FINRA's Corporate Secretary will confirm each prospective candidate's eligibility and will include all eligible certified candidates on the ballot. Individuals have a continuing obligation to satisfy all eligibility requirements on the date the candidacy is certified by the Corporate Secretary and the date the ballots are sent by electronic mail. Individuals who fail to meet the eligibility requirements throughout the election process will be disqualified from the election.

SFAC members must also continue to meet the qualification requirements for election at all times during their terms of office.

### **Voting Eligibility**

FINRA small firms are eligible to vote for candidates running for the SFAC seat representing the region corresponding to the district to which they are assigned in FINRA's Central Registration Depository (CRD<sup>®</sup>) system. Only those small firms eligible to vote for the South or Midwest region representative will receive ballots to vote in this election. Firm voting eligibility will be verified on the day the ballots are sent by electronic mail.

Firms may vote for only one candidate listed on a ballot.

### **Terms of SFAC Member**

The successful candidate will be the individual who receives the most votes and will be elected to serve a three-year term beginning January 1, 2024 and expiring on December 31, 2026.

The term of an SFAC member shall terminate immediately upon a determination by the SFAC, by a majority vote of the remaining members, that the member no longer satisfies the eligibility criteria. Additionally, the FINRA Board may remove an SFAC member who is unable or fails to discharge the member's duties or violates SFAC policies.

Once an individual has completed a full three-year elected term on the SFAC, he or she is ineligible to run for re-election to the SFAC for another three years.

## Endnotes

1. A small firm is defined as a firm that employs at least one and no more than 150 registered persons. *See* Article I (ww) of the FINRA By-Laws.
2. A Small Firm Governor is defined as a member of the FINRA Board of Governors elected by small firm members. In order to be eligible to serve, a Small Firm Governor must be registered with a member that is a small firm and must be an Industry Governor. *See* Article I (xx) of the FINRA By-Laws.

## ATTACHMENT A

### Candidate Nomination and Profile Form—SFAC Election

Please complete all sections on both pages and email this document to [CorporateSecretary@finra.org](mailto:CorporateSecretary@finra.org). Please note the second page will be made available publicly on our website. An electronic version of this form is also available at [www.finra.org/notices/SFACElection/091123](http://www.finra.org/notices/SFACElection/091123).

#### Current Registration

Name: \_\_\_\_\_ Individual CRD#: \_\_\_\_\_

*(As you would like it to appear on official correspondence)*

Firm Name: \_\_\_\_\_ Firm CRD#: \_\_\_\_\_

FINRA District No.: \_\_\_\_\_ Number of Registered Reps. at Firm: \_\_\_\_\_

Title/Primary Responsibility: \_\_\_\_\_

#### Address

Street Address: \_\_\_\_\_ Suite/Floor: \_\_\_\_\_

City: \_\_\_\_\_ State: \_\_\_\_\_

Email: \_\_\_\_\_

Phone: \_\_\_\_\_

#### SFAC Seat Sought

- **South Region** – Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, North Carolina, Oklahoma, Puerto Rico, Panama, South Carolina, Tennessee, Texas, and the Virgin Islands (Districts 5, 6 and 7)
- **Midwest Region** – Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota and Wisconsin (Districts 4 and 8)

#### Eligibility Criteria (must meet all three)

- Senior member of a small firm.  
Senior members include owners, chief executive officers, presidents, chief compliance officers, chief operating officers, the firm's FINOP or individuals of comparable status.
- Firm's main office is in the South or Midwest Region.
- Your primary place of business is in the same region as the firm's main office.

**INSTRUCTIONS FOR PAGE 2 | The information on the following page will be displayed on FINRA's election website as submitted. Please carefully review the information before submission.**

Provide a brief biography or summary of your qualifications to serve as an SFAC member. You may want to consider including your employment experience, service on other industry-related boards and committees, etc. Provide a statement of why you are running for an SFAC seat and why firms should vote for you. (No more than 500 words.)

## Candidate Profile Form—SFAC Election

Candidate Name: \_\_\_\_\_

Title: \_\_\_\_\_ Firm: \_\_\_\_\_

### Candidate Biography and Personal Statement

#### Optional Links:

Link to personal website, resume or CV: \_\_\_\_\_

Link to YouTube video: \_\_\_\_\_