

# BYLAWS

**Federal  
Reserve  
Bank of  
Dallas**

BYLAWS  
FEDERAL RESERVE BANK OF DALLAS

ARTICLE I – BOARD OF DIRECTORS

Section 1 – POWERS AND DUTIES

The business of the Federal Reserve Bank of Dallas (“Bank”) shall be conducted under the supervision and control of its Board of Directors (each, a “Director” and collectively, the “Board of Directors”), subject to such supervision as is or may be vested by law in the Board of Governors of the Federal Reserve System (“Board of Governors”). Subject to applicable law, rules of the Board of Governors and any other restrictions set forth in these Bylaws, the Board of Directors shall appoint and set compensation for the officers of the Bank as provided for herein and may suspend or remove any such officers.

At the discretion of the Board of Directors, the powers as set forth in this section are delegable subject to (i) the provisions of the Federal Reserve Act, (ii) the Board of Directors’ fiduciary responsibilities, (iii) and any other provision of these Bylaws prohibiting such delegation. Bank procurement activities are generally conducted by management of the Bank within the budget guidance approved by the Board of Directors. The Board of Directors’ powers and duties shall not extend to those activities falling exclusively within the statutory authority of the Board of Governors or any other federal agency, including, but not limited to, activities pertaining to the supervision and regulation of financial institutions.

Class B Directors, except those who are affiliated with a thrift holding company that is supervised by the Board of Governors (“Affiliated Class B Directors”), and Class C Directors have the power to select and appoint the Bank’s President and First Vice President subject to the approval of the Board of Governors, and the Executive or Senior Vice President in charge of the Banking Supervision function. No Class A and Affiliated Class B Director shall receive or provide any information or advice regarding the appointment process except to the same extent as other bankers. Class A, B and C Directors shall review and approve the Bank’s overall budget and expenditures; however, Class A and Affiliated Class B Directors are prohibited from voting on or approving the salaries of senior officers whose primary duties involve Banking Supervision and that portion of the Bank’s budget allocated to the Banking Supervision function. The Board of Directors is not involved in institution-specific supervision and regulation matters, nor does it have access to confidential supervisory information.

The Board of Directors shall have the power to appoint the Bank’s representative to the Federal Advisory Council, make recommendations on monetary policy, provide judgment and advice from a regional perspective on credit conditions of the Eleventh District, and is responsible for the internal audit program of the Bank. The Board of Directors shall also establish the Bank’s discount rate every fourteen days, or more often if deemed necessary by the Board of Directors, subject to the review and determination of the Board of Governors.

Section 2 – CHAIR

The Chair of the Board of Directors (“Chair”) shall exercise such powers as may be prescribed by law or by the Board of Governors and shall preside at all meetings of the Board of Directors.

### Section 3 – DEPUTY CHAIR

In the absence or disability of the Chair or during a vacancy in that office, the Deputy Chair shall preside at all meetings of the Board of Directors and shall exercise such other powers as may be prescribed by law or by the Board of Governors.

### Section 4 – CHAIR PRO TEM

In the absence or disability of the Chair and Deputy Chair or during vacancies in those offices occurring at the same time, the remaining Class C Director shall preside at meetings of the Board of Directors. In the absence or disability of all Class C Directors or during vacancies in those offices, the Board of Directors shall elect one of its members from its Class B directors to serve as Chair Pro Tem.

### Section 5 – MEETINGS

Except as otherwise provided, the Board of Directors shall adopt annually a schedule of regular meetings. Regular meetings will ordinarily be held eight times a year on a Thursday. Adoption of the schedule will be notice of such meetings to all Directors. The Chair may call a special meeting at any time and shall do so upon the written request of any three Directors or of the President of the Bank. Reasonable notice of regular or special meetings shall be given by the Chair or Secretary, either by transmittal of written material or by telephone, provided, however, that notice of any meeting may be dispensed with if a majority of the Directors, in writing, waive such notice. Provided further that where notice is given as required herein, an Executive Committee meeting may be held in lieu of a Board of Directors meeting, as provided in Section 6 of this Article, and no notice shall be required. Any regular or special meeting of the Board of Directors, or committee thereof, may be held in-person, by means of a telephone or video conference, electronic communication platform, or similar means in which the participants may communicate with each other and any business may be transacted during such conference which could have been transacted at any other meeting of the Board of Directors or committee thereof.

### Section 6 – QUORUM

Five of the Directors shall constitute a quorum for the transaction of business, but if a quorum is not present at a duly called meeting of the Board, three or more Directors may thereupon meet and act as the Executive Committee, and no further notice of such meeting shall be required. Action of the Board of Directors shall be upon vote of a majority of the Directors present at any such meeting. Action by the Board of Directors pertaining to (i) appointment of the Bank's President or First Vice President and (ii) matters related to Banking Supervision from which Class A and Affiliated Class B Directors are prohibited from participating, shall be upon a vote of a majority of the Class B Directors (excluding the Affiliated Class B Directors) and Class C Directors, in each case, present at such meeting.

### Section 7 – ACTION WITHOUT A MEETING

Except as otherwise provided, any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting provided that a majority of the Directors consent thereto in writing or by electronic transmission. Any such action shall only be effective upon a vote either in writing or by electronic transmission of a majority of the Directors.

## Section 8 – MINUTES

The minutes of each meeting of the Board of Directors, or a summary thereof, shall be submitted to the Board of Directors at its next regular meeting.

## Section 9 – COMMITTEES

Matters or subjects relating to the business of the Bank may be referred from time to time to committees appointed in such manner as the Board of Directors may prescribe. Such committees shall exercise such powers as the Board of Directors may delegate to them.

## Section 10 – VACANCIES

As soon as practicable after the occurrence of any vacancy in the Class A and Class B membership of the Board of Directors, steps shall be taken to fill the vacancy in the manner provided by law.

# ARTICLE II – EXECUTIVE COMMITTEE

## Section 1 – MEMBERSHIP

There shall be an Executive Committee consisting of all members of the Board of Directors. The Chair of the Board shall be Chair of the Executive Committee. In the absence or disability of the Chair of the Board or during a vacancy in that office, the Deputy Chair of the Board shall serve as Chair of the Executive Committee. In the absence or disability of both the Chair and the Deputy Chair or during vacancies in those offices the remaining Class C Director shall preside at the Executive Committee meeting. In the absence or disability of all Class C directors, or during vacancies in those offices, the Executive Committee shall elect one of its members from its Class B directors to serve as Chair Pro Tem. In the absence or disability of all Class C and Class B Directors or during vacancies in those offices, the Executive Committee shall elect one of its members from its Class A directors to serve as Chair Pro Tem.

## Section 2 – POWERS

Subject to the supervision and control of the Board of Directors, the Executive Committee shall have the power to conduct the business of the Bank in the interim periods between meetings of the Board of Directors, including the power to establish from time to time rates of discount in pursuance of the provisions of Section 14 of the Federal Reserve Act, and whenever a quorum is not present at a Board of Directors meeting.

## Section 3 – MEETINGS

The Chair of the Executive Committee may call a special meeting at any time and shall do so upon written request of any two members or of the President of the Bank. Reasonable notice of regular and special meetings shall be given by the Chair or Secretary, either by transmittal of written material or by telephone.

#### Section 4 – QUORUM

Three members of the Executive Committee shall constitute a quorum for the transaction of business, but less than a quorum may adjourn from time to time until a quorum is obtained. Action of the Executive Committee shall be upon vote of a majority of the Directors present at or participating in any meeting of the Executive Committee.

#### Section 5 – MINUTES

The minutes of each meeting of the Executive Committee, or a summary thereof, shall be submitted to the Board of Directors at its next regular meeting.

### ARTICLE III – DISCOUNT COMMITTEE

There shall be a Discount Committee consisting of the President, First Vice President, highest ranking officer other than the President and First Vice President with oversight of the Bank's Discount Window, and such other officers of the Bank as the President may designate.

Subject to supervision and control by the Board of Directors, the Discount Committee shall have the power to authorize, ratify, and approve any and all loans, discounts, and advances applied for under the provisions of the Federal Reserve Act and regulations issued pursuant thereto by the Board of Governors, and to authorize credit therefore, or to disapprove any loans, discounts, and advances applied for. The Chair of the Discount Committee, or Chair's designee, shall submit a report at each regular meeting of the Board of Directors showing the borrowing activities since the last report. Such report will be supplemented by any additional information requested by the Directors.

The Discount Committee may fix its own rules of procedure and shall hold its meetings as provided by such rules, except as may be otherwise required by the Board of Directors.

### ARTICLE IV – BANK OFFICERS

#### Section 1 – APPOINTMENT

The Board of Directors shall appoint a President, a First Vice President, a Secretary, a General Counsel, a General Auditor, and additional officers as it may from time to time determine to be necessary and appropriate for the conduct of the business of the Bank. Except with respect to the offices of President, First Vice President, and General Auditor, one person may hold more than one official position in the Bank, in the discretion of the Board of Directors. The President and First Vice President shall be selected and appointed by Class B and C Directors, excluding Affiliated Class B Directors, with the approval of the Board of Governors, each for a term of five years beginning March 1 of each fifth year. Class A and Affiliated Class B Directors shall not participate in the selection and appointment process of senior officers whose primary duties involve Banking Supervision. Subject to applicable law and rules of the Board of Governors, all appointments are subject to the right of the Board of Directors at its pleasure to dismiss at any time any officer or officers appointed hereunder.

## Section 2 – VACANCIES

Whenever a vacancy shall occur in the office held by an officer of the Bank, it shall be filled in the manner provided herein for original appointment of officers; provided, however, that with respect to all officers other than the President and First Vice President, any such vacancy need not be filled if it should be determined that the proper conduct of the Bank's business does not require the vacancy to be filled.

## Section 3 – PRESIDENT

Subject to supervision and control by the Board of Directors, the President shall be the chief executive officer of the Bank and shall have general charge and control of the business and affairs of the Bank. All other officers and all employees of the Bank are directly responsible to the President.

Under authority delegated by the Board of Directors, the President, and any officer(s) authorized by the President, has the authority to appoint, hire and promote officers and employees below the level of senior vice president, except the General Auditor, and to fix the compensation of such officers and employees within guidelines issued by the Board of Governors. Subject to applicable law and rules of the Board of Governors, the President, and any officer(s) authorized by the President, has the power to suspend or dismiss at pleasure any employee or officer of the Bank, other than the First Vice President.

The President has the power to prescribe, or to delegate to any other officer or officers to prescribe, the duties of other officers and of agents and employees of the Bank where such duties are not specifically prescribed by law, rules of the Board of Governors, the Board of Directors, the Executive Committee or these Bylaws; and shall have power to appoint such committees of officers of the Bank and others as the President may from time to time deem advisable, and to prescribe the powers and duties of such committees where such powers and duties are not specifically prescribed by the Board of Directors or by the Executive Committee.

## Section 4 – FIRST VICE PRESIDENT

In the absence or disability of the President or during a vacancy in that office, the First Vice President shall serve as president and chief executive officer of the Bank. The duties of the First Vice President shall be in addition such as may be prescribed by the Board of Directors, the Executive Committee, or the President.

## Section 5 – SECRETARY

The Secretary shall keep the minutes of all meetings of the Board of Directors and of all committees thereof, unless some other person is designated to keep any such minutes. The Secretary shall have custody of the seal of the Bank, with authority to affix same to such instruments to which affixation of the seal may from time to time be required. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Executive Committee, or the President or the President's designee.

## Section 6 – GENERAL COUNSEL

The General Counsel shall have general supervision of matters of a legal nature in which the Bank is involved or in connection with which the attention of counsel may be required or requested. In addition, the General Counsel shall also act as counsel to the Branches of the Bank and shall

represent the Branches in such matters, and shall review all legal documents and may appoint special counsel to represent the Bank or any of the Branches.

#### Section 7 – GENERAL AUDITOR

The General Auditor shall have supervision and charge of all auditing work of the Bank and Branches. The General Auditor's duties shall be such as usually belong or appertain to that office or such as may be prescribed from time to time by the Board of Directors. The General Auditor shall submit to the Board of Directors periodic audit reports and such other reports as it may require or direct.

#### Section 8 – OTHER OFFICERS

The duties of the other officers shall be such as may be prescribed by the Board of Directors, the Executive Committee, the President, or the President's designee.

### ARTICLE V – SUCCESSION OF COMMAND IN AN EMERGENCY

In the event of war or the proclamation of a national emergency by the President of the United States, the delegation of authority and succession of command for the Federal Reserve Bank of Dallas and its Branches of Boards of Directors; officers; and Assistant Federal Reserve Agent, Alternate Assistant Federal Reserve Agents, and Federal Reserve Agents' Representatives shall be that established, and as changed from time to time, by the Board of Directors.

### ARTICLE VI – CERTIFICATES OF STOCK

Evidence of stock held in the Bank shall be in one of the following forms: certificates of stock of the Bank which shall be signed by the President or another officer and attested by the Secretary or an Assistant Secretary, and which shall bear the corporate seal of the Bank; or a certificate giving advice of holdings of stock of this Bank which shall be signed by the President or another officer designated by the President and which shall be issued to evidence an adjustment in stock ownership of a member bank and to evidence the holdings of stock of this Bank by the member bank.

### ARTICLE VII – BUSINESS HOURS

The business hours to be observed by the Bank and each of the Branches shall be fixed, and from time to time may be changed, by the Board of Directors.

### ARTICLE VIII – AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board of Directors by a majority vote of the entire Board of Directors; provided, however, that a copy of the proposed amendment or amendments shall have been mailed or transmitted electronically to each Director at least 10 days prior to such meeting; provided, further, that these Bylaws may be amended, without notice, at any regular or special meeting by a unanimous vote, if all of the Directors holding office at the time shall be present at the meeting.