

FEDERAL RESERVE BANK OF DALLAS

DALLAS, TEXAS 75265-5906

Notice 12-37  
August 7, 2012

ELECTION OF DIRECTORS  
NOMINATION PROCEDURES

To All Member Banks  
in the Eleventh Federal Reserve District:

An election will be conducted under the provisions of Section 4 of the Federal Reserve Act for the positions held by the following directors of this Bank, whose terms expire December 31, 2012:

Class A Director —	Pete Cook Retired Chief Executive Officer First National Bank of Alamogordo Alamogordo, New Mexico
Class B Director —	Margaret H. Jordan President and Chief Executive Officer Dallas Medical Resource Dallas, Texas

Mr. Cook, the Class A Director, was elected by banks in Group 3, consisting of banks with combined capital and surplus of \$3,500,000 and under. At the conclusion of his present term, Mr. Cook will have served two three-year terms and is not eligible for reelection.

Ms. Jordan, the Class B Director, was elected by banks in Group 1, consisting of banks with combined capital and surplus of over \$15,000,000. At the conclusion of her present term, Ms. Jordan will have served two three-year terms and is not eligible for reelection.

The banks composing Groups 1 and 3 are listed on the following pages.

The group in which a member bank will be entitled to vote will be determined by its classification as of the date of this letter, even though its capital and surplus may subsequently change prior to the date of the election.

Except in the case of any member banks that are subsidiaries of the same bank holding company,\* each bank in Group 1 is permitted to nominate one candidate for Class B Director, and each bank in Group 3 is permitted to nominate one candidate for Class A Director. When several banks are subsidiaries of a bank holding company, the nomination form is being sent only to the bank designated to participate in this election; therefore, banks in Groups 1 and 3 that will not participate in this election are being sent this notice, without forms, for their information. **The nominations must be made by resolution of the Board of Directors, certified to me and received in my office on or before September 7.** A form and return envelope for this purpose are enclosed. On September 19, a list of the candidates (indicating the nominating banks) and a preferential ballot will be mailed to each bank in the voting groups. The ballot must be cast within 15 days after receipt. The polls will open at 9 a.m. on October 3 and close at 2 p.m. on October 18. At that time, the ballot box will be opened at this Bank, the votes counted, and the results of the election announced.

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**\*Section 4 of the Federal Reserve Act reads in part as follows:**

“..That whenever any member banks within the same Federal Reserve district are subsidiaries of the same bank holding company within the meaning of the Bank Holding Company Act of 1956, participation in any such nomination or election by such member banks, including such bank holding company if it is also a member bank, shall be confined to one of such banks, which may be designated for the purpose by such holding company.”

The Board of Governors of the Federal Reserve System has ruled that a holding company affiliate, having one or more subsidiary banks in each of the three groups into which member banks of a Federal Reserve district are divided for the purpose of electing directors, may designate one such bank in each group to participate in the nomination and election of each Class A Director and each Class B Director chosen by the group of which such bank is a member and such member bank so designated may validly participate in such nomination and election. **Accordingly, banks in Groups 1 and 3 affected by the foregoing provision of law are requested to take prompt action to have the appropriate bank holding company designate, if it has not already designated, one of such banks to participate in this election.**

**In order to be counted, the ballot must be executed by an officer authorized to cast the vote.** Officers so authorized are listed on the following pages. The authority conferred on these officers continues until revoked; they need not be redesignated. Each member bank that has not designated an officer or officers for signing the ballot, or any bank that desires to change its designation, should do so by resolution of its Board of Directors and certify the designation to me **before** the polls close. A form for this purpose will be furnished upon request; please contact the Secretary's Office at the Federal Reserve Bank of Dallas (214-922-5016) for a copy of the form.

**While banks in Group 2 will not vote in this election, this notice is sent to them, without forms, for their information.** Group 2 consists of member banks with combined capital and surplus of over \$3,500,000 but under \$15,000,000.

Sincerely,

A handwritten signature in black ink that reads "Herb Kelleher". The signature is written in a cursive, slightly slanted style.

Herbert D. Kelleher  
Chairman of the Board

Enclosures (2)

**Information Concerning Eligibility for  
Class B Directorship of a Federal Reserve Bank**

Section 4 of the Federal Reserve Act, as amended by the Federal Reserve Reform Act of 1977, contains the following provisions: "Class B shall consist of three members who shall represent the public and shall be elected without discrimination on the basis of race, creed, color, sex, or national origin, and with due but not exclusive consideration to the interests of agriculture, commerce, industry, services, labor, and consumers." "No director of Class B shall be an officer, director, or employee of any bank." "No Senator or Representative in Congress shall be a member of the Board of Governors of the Federal Reserve System or an officer or a director of a Federal Reserve Bank."

The Board of Governors of the Federal Reserve System has expressed the opinion "...that, to be consistent with the spirit and underlying principles of the Federal Reserve Act, it is inappropriate, as a general rule, for officers and directors of Federal Reserve Banks and Branches to hold partisan political or public office in the service of the United States, or of any state, territory, county, district, political subdivision, or municipality thereof, or to act as members of political party committees."

**GROUP 1**

Consists of all member banks having capital (common stock + surplus without retained earnings) over \$15,000,000

**Banks in this group elect one Class B Director.**

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
<b>Louisiana</b>		
<b>Zone: Dallas</b>		
Bossier City	Citizens National Bank, NA .....	President
Choudrant	Community Trust Bank .....	*
<b>Texas</b>		
<b>Zone: Dallas</b>		
Abilene	First Financial Bank, NA .....	Chairman, President, Vice President, Cashier
Amarillo	Amarillo National Bank .....	Chairman, President, Vice President, Cashier
Arlington	Worthington National Bank .....	Chairman, CEO, President, Vice President, Cashier
Arp	American State Bank .....	*
Dallas	Comerica Bank .....	Chairman, Vice Chairman, CEO, President, CFO
Dallas	Inwood National Bank .....	President
Dallas	Plainscapital Bank .....	Chairman, President
Dallas	Texas Capital Bank, NA .....	President
Dallas	TIB The Independent Bankers Bank .....	CEO, President
Dallas	Town North Bank, NA .....	Chairman, President, Senior Vice President, Cashier
Dallas	United Texas Bank .....	President
Dallas	Veritex Community Bank .....	President
Fort Worth	Community Bank .....	Chairman, President, Cashier
Fort Worth	Southwest Bank .....	Chairman
Henderson	Citizens National Bank .....	Cashier
Jacksboro	First National Bank .....	Chairman, President, Vice President, Cashier
Lubbock	Lone Star State Bank of West Texas .....	President
Lubbock	Peoples Bank .....	Chairman, President, Executive Vice President, Senior Vice President
Midland	Bank of Texas .....	Chairman, President, Vice President, CFO, Executive Vice President, Cashier
Midland	Community National Bank .....	President
Midland	First Capital Bank of Texas .....	Chairman, President, CEO
Mineral Wells	First Financial Bank, NA .....	**
Mount Pleasant	Guaranty Bond Bank, NA .....	*
Odessa	Western National Bank .....	Chairman, President, Vice President, Cashier
Plainview	HCSB, A State Banking Association .....	Chairman
Plano	LegacyTexas Bank .....	Chairman, CEO

## GROUP 1 — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Plano	Viewpoint Bank National Association .....	*
Ralls	Vista Bank .....	Chairman, President, Vice President, Cashier
San Angelo	First Financial Bank, NA .....	**
Southlake	First Financial Bank, NA .....	**
Stephenville	First Financial Bank, NA .....	**
Temple	Extraco Banks, NA .....	Chairman, President, CEO
Terrell	American National Bank of Texas .....	President
Texarkana	First National Bank .....	Chairman, President, Vice President, Cashier
Waco	First National Bank of Central Texas .....	President, Vice President, Cashier
Weatherford	First Financial Bank, NA .....	**
<b>Zone: El Paso</b>		
El Paso	Bank of The West .....	Chairman
Midland	West Texas National Bank .....	President
<b>Zone: Houston</b>		
Beaumont	Community Bank of Texas, NA .....	CEO, President, Cashier
Bellaire	Community National Bank .....	President
Bellaire	Tradition Bank .....	Chairman, CEO, CFO
Belville	First National Bank .....	President, Vice President, Cashier
Houston	Amegy Bank, NA .....	CEO, President
Houston	American First National Bank .....	President
Houston	Encore Bank, NA .....	Chairman, President, Corporate Secretary
Houston	Golden Bank, NA .....	Chairman, President, Executive Vice President, Cashier
Houston	Green Bank, NA .....	Chairman, President
Houston	ICON Bank of Texas, NA .....	*
Houston	Independence Bank, NA .....	*
Houston	Metrobank NA .....	Chairman, President, Vice President, Cashier
Houston	Post Oak Bank, NA .....	Chairman, President, Vice President, Cashier
Houston	Southwestern National Bank .....	President
Houston	Wells Fargo Bank South Central, NA.....	*
Houston	Woodforest National Bank .....	Chairman, President, Vice President, Cashier
Jacksonville	Austin Bank, NA .....	Chairman, President, Vice President, Cashier
Nacogdoches	Commercial Bank of Texas, NA .....	Chairman, President
Pasadena	Texas Citizens Bank, NA .....	Chairman, President, Vice President, Cashier
Shiner	First National Bank .....	Chairman, President, Vice President, Cashier
Sugar Land	First Community Bank, NA .....	Chairman, President, Chief Financial Officer
Texas City	Texas First Bank .....	Chairman, President
The Woodlands	Texas Community Bank, NA .....	President, Vice President, Cashier
Victoria	First Victoria National Bank .....	Chairman, President, Vice President, Cashier
<b>Zone: San Antonio</b>		
Austin	Treaty Oak Bank .....	
Edinburg	First National Bank .....	Chairman, President, Vice President, Cashier
Kingsville	Kleberg First National Bank .....	Chairman, President, Vice President, Cashier
Laredo	Texas Community Bank, NA .....	Chairman, President, Vice President
Marble Falls	American Bank of Texas, NA .....	Chairman, CEO
McAllen	Inter National Bank .....	Chairman, President, Cashier
Pharr	Lone Star National Bank .....	President, Vice President, Cashier
Refugio	San Antonio National Bank .....	President, Vice President, Cashier
San Antonio	Broadway National Bank .....	Chairman, President, Vice President, Cashier
San Antonio	Frost National Bank .....	President, Vice President, Cashier
San Antonio	Lone Star Capital Bank .....	Chairman, President, CEO
Universal City	Texstar National Bank .....	Chairman

\* No designation of authorized officer on file.

\*\* Multibank holding company subsidiary (nonvoting bank).

**Information Concerning Eligibility for  
Class A Directorship of a Federal Reserve Bank**

Section 4 of the Federal Reserve Act, as amended by the Federal Reserve Reform Act of 1977, contains the following provisions: "Class A shall consist of three members, without discrimination on the basis of race, creed, color, sex, or national origin, who shall be chosen by and be representative of the stockholding banks." "No officer or director of a member bank shall be eligible to serve as a Class A director unless nominated and elected by banks that are members of the same group as the member bank of which he is an officer or director." "Any person who is an officer or director of more than one member bank shall not be eligible for nomination as a Class A director except by banks in the same group as the bank having the largest aggregate resources of any of those of which such person is an officer or director." "No Senator or Representative in Congress shall be a member of the Board of Governors of the Federal Reserve System or an officer or a director of a Federal Reserve Bank."

The Board of Governors of the Federal Reserve System has expressed the opinion "...that, to be consistent with the spirit and underlying principles of the Federal Reserve Act, it is inappropriate, as a general rule, for officers and directors of Federal Reserve Banks and Branches to hold partisan political or public office in the service of the United States, or of any state, territory, county, district, political subdivision, or municipality thereof, or to act as members of political party committees."

**GROUP 3**

Consists of all member banks with combined capital (common stock + surplus without retained earnings) \$3,500,000 and under

**Banks in this group elect one Class A Director.**

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
<b>Louisiana</b>		
<b>Zone: Dallas</b>		
Benton	First National Bank of Benton .....	President
Mansfield	Progressive National Bank of Desoto Parish .....	Chairman, President
<b>New Mexico</b>		
<b>Zone: El Paso</b>		
Alamogordo	First National Bank in Alamogordo .....	Chairman, President, Executive Vice President, Vice President
Las Cruces	Bank of The Rio Grande, NA .....	President
Ruidoso	First National Bank of Ruidoso .....	**
<b>Texas</b>		
<b>Zone: Dallas</b>		
Abilene	First Financial Trust & Asset Management.....	Chairman, President
Albany	First National Bank of Albany/Breckenridge .....	Chairman, President, Vice President
Amarillo	Bank of Commerce .....	President
Amherst	The First National Bank of Amherst .....	President
Anson	The First National Bank of Anson .....	President, Vice President, Cashier
Aspermont	The First National Bank of Aspermont .....	President, Vice President, Cashier
Baird	The First National Bank of Baird .....	Chairman, President, Vice President, Cashier
Bedford	First National Bank Mid-Cities .....	Chairman, President, Vice President, Cashier
Bells	The First National Bank of Bells/Savoy .....	President
Brady	Brady National Bank .....	President
Brady	The Commercial National Bank of Brady .....	Chairman, President, Vice President, Cashier
Brownwood	Citizens National Bank at Brownwood .....	President
Byers	First National Bank .....	President
Cameron	Citizens National Bank .....	Chairman, President, Vice President, Cashier
Cameron	Classic Bank, NA .....	Chairman, President, Vice President, Cashier

## GROUP 3 — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Canton	First National Bank .....	Chairman, President, Vice President, Cashier
Carthage	Panola National Bank .....	President
Chillicothe	First National Bank of Chillicothe .....	President
Colorado City	First National Bank of Colorado City .....	President
Colorado City	The City National Bank of Colorado City .....	Chairman, President, Vice President, Cashier
Cooper	First National Bank of Cooper .....	Vice President
Corsicana	City National Bank .....	President
Crosbyton	Citizens National Bank .....	President, Vice President
Crowell	Crowell State Bank .....	Chairman, President, Vice President, Cashier
Dalhart	First National Bank in Dalhart .....	President
Dallas	Preston National Bank .....	Chairman, Vice Chairman, President
Dawson	First Bank and Trust Company .....	Chairman, President, Vice President
Desoto	Bank of Desoto, NA .....	Chairman, President, Vice President, Cashier
Dublin	First National Bank of Dublin .....	Chairman
Dublin	The Dublin National Bank .....	President
Edgewood	First National Bank .....	Chairman, President, Vice President, Cashier
Eldorado	The First National Bank of Eldorado .....	President, Vice President, Cashier
Emory	The First National Bank of Emory .....	Vice President, Cashier
Evant	First National Bank .....	President, Vice President
Floydada	First National Bank .....	President
Fort Hood	Fort Hood National Bank .....	Chairman, President, Vice President, Cashier
Fort Worth	The National Bank of Texas at Fort Worth .....	Chairman, President
Gilmer	Gilmer National Bank .....	President
Gladewater	Gladewater National Bank .....	Chairman, President, Vice President, Cashier
Granbury	The First National Bank of Granbury .....	Vice President, Cashier
Groesbeck	First National Bank .....	Cashier
Groom	The State National Bank of Groom .....	Chairman, President, Vice President, Cashier
Hamlin	Hamlin National Bank .....	Chairman, President, Vice President, Cashier
Haskell	Haskell National Bank .....	Chairman, President, Vice President
Hico	First National Bank .....	Vice President
Hillsboro	Citizens National Bank .....	Chairman, President, Vice President, Cashier
Jacksboro	Jacksboro National Bank .....	Chairman, Vice President, Cashier
Kemp	First National Bank .....	President
Kress	Kress National Bank .....	President
Lipan	First National Bank .....	President
McGregor	First National Bank .....	President, Vice President, Cashier
Memphis	Memphis State Bank .....	**
Menard	First State Bank .....	Chairman
Menard	Menard National Bank .....	President
Mertzon	First National Bank of Mertzon .....	President, Cashier
Mineola	The First National Bank of Mineola .....	Chairman, President
Moody	First National Bank .....	President
Mount Pleasant	The American National Bank of Mount Pleasant .....	President
Mount Vernon	First National Bank .....	President, Vice President
Munday	First National Bank in Munday .....	**
Naples	The Morris County National Bank .....	Chairman, President, Vice President, Cashier
Newcastle	Farmers National Bank .....	President, Vice President
Olney	First National Bank of Olney .....	**
Ore City	Security State Bank, NA .....	**
Ozona	Ozona National Bank .....	President
Paducah	First National Bank .....	President
Paris	Lamar National Bank .....	President
Paris	Liberty National Bank .....	Chairman, President, Vice President, Cashier
Perryton	Perryton National Bank .....	Chairman, President, Vice President, Cashier
Princeton	Citizens State Bank .....	**
Quanah	First National Bank .....	Chairman, President, Vice President, Cashier
Quitaque	First National Bank .....	President, Vice President, Cashier
Quitman	Bank Texas, NA .....	President
Rockwall	Lakeside National Bank .....	President
Rotan	First National Bank .....	President
San Saba	City National Bank .....	President, Vice President, Cashier
Santa Anna	Santa Anna National Bank .....	Vice President, Cashier
Seymour	Farmers National Bank .....	**

## GROUP 3 — Continued

Location	Name of Bank or Trust Company	Officers Authorized to Cast Vote
Seymour	First National Bank .....	Chairman, President, Vice President, Cashier
Spearman	First National Bank .....	President
Sterling City	First National Bank .....	President, Vice President
Tahoka	First National Bank .....	Chairman, President, Vice President, Cashier
Texarkana	Commercial National Bank .....	Chairman, President, Vice President, Cashier
Throckmorton	First National Bank of Throckmorton .....	President, Vice President, Cashier
Tom Bean	First National Bank .....	President
Valley Mills	First National Bank Bosque County .....	Chairman, President, Vice President, Cashier
Weatherford	First National Bank .....	**
West	State National Bank .....	President
Whitney	First National Bank .....	**
Wills Point	Citizens National Bank of Wills Point .....	President
 <b>Zone: El Paso</b>		
Fort Stockton	First National Bank of Fort Stockton .....	Chairman, President, Cashier
Marfa	The Marfa National Bank .....	Chairman, President, Vice President, Cashier, Assistant Cashier
Stanton	First National Bank .....	President
 <b>Zone: Houston</b>		
Anderson	The First National Bank of Anderson .....	Chairman, President, Vice President, Cashier
Crockett	Citizens National Bank .....	Chairman, President, Vice President, Cashier
Eagle Lake	The First National Bank of Eagle Lake .....	President
Galveston	Hometown Bank, NA .....	Chairman, President, Vice President, Cashier
La Grange	National Bank & Trust .....	Chairman, President, Vice President, Cashier
Lake Jackson	First National Bank of Lake Jackson .....	President
Palestine	East Texas National Bank .....	President
Pasadena	Texas Coastal Bank .....	Chairman, President, Executive Vice President, Vice President, Cashier
Trinity	First National Bank .....	President, Vice President
 <b>Zone: San Antonio</b>		
Cotulla	Stockmens National Bank in Cotulla .....	Chairman, President, Vice President
Falfurrias	The First National Bank in Falfurrias .....	President
Falls City	The Falls City National Bank .....	Chairman, President, Vice President, Cashier
George West	First National Bank .....	Chairman, President, Vice President, Cashier
Granger	Granger National Bank .....	Chairman, President, Vice President, Cashier
Hebbronville	The First National Bank of Hebbronville .....	President
Johnson City	Cattleman's National Bank .....	Chairman, President
Junction	First State Bank .....	President
Junction	Junction National Bank .....	President, Vice President, Cashier
Karnes City	The Karnes County National Bank of Karnes City .....	Chairman, President, Vice President, Cashier
Llano	Llano National Bank .....	President
Lockhart	First-Lockhart National Bank .....	President
Mason	Mason National Bank .....	President, Vice President
Pleasanton	Atascosa National Bank .....	President, Vice President, Cashier
South Padre Island	First National Bank of South Padre I .....	Chairman
Taylor	City National Bank .....	Chairman, President, Vice President, Cashier
Woodsboro	First National Bank of Woodsboro .....	Cashier
Yoakum	Yoakum National Bank .....	Chairman, President, Cashier
Zapata	Zapata National Bank .....	Chairman, President, Cashier

\* No designation of authorized officer on file.

\*\* Multibank holding company subsidiary (nonvoting bank).

**Directors of the Federal Reserve Bank of Dallas**  
**As of**  
**August 7, 2012**

Name	Occupation	Elected by Banks in Group	Class	Term Expires Dec. 31
George F. Jones Jr.....	Chief Executive Officer, Texas Capital Bank Dallas, Texas	1	A	2014
Joe Kim King.....	Chief Executive Officer, Brady National Bank Brady, Texas	2	A	2013
Pete Cook.....	Retired Chief Executive Officer, First National Bank in Alamogordo Alamogordo, New Mexico	3	A	2012
Margaret H. Jordan.....	President and Chief Executive Officer, Dallas Medical Resource Dallas, Texas	1	B	2012
Jorge A. Bermudez.....	President and Chief Executive Officer, The Byebrook Group, LLC College Station, Texas	2	B	2014
Elton M. Hyder.....	President, The EMH Corporation Fort Worth, Texas	3	B	2013
Herb Kelleher ..... <i>Chairman</i>	Founder and Chairman Emeritus, Southwest Airlines Company, Dallas, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2013
Myron E. Ullman III..... <i>Deputy Chairman</i>	Retired Chairman and CEO, J.C. Penney Company, Inc. Plano, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2012
Renu Khator .....	Chancellor/President, University of Houston Houston, Texas	Appointed by the Board of Governors of the Federal Reserve System	C	2014