

BYLAWS
FEDERAL RESERVE BANK OF KANSAS CITY
BRANCH OFFICES

ARTICLE I - BRANCH TERRITORIES

The territories served by the Federal Reserve Bank of Kansas City branch offices (each branch individually referred to as a “branch office” and collectively the “branch offices”) shall be as follows:

The territory served by the Denver Branch shall include the states of Colorado and Wyoming and that portion of the state of New Mexico that is within the Tenth Federal Reserve District.

The territory served by the Oklahoma City Branch shall include the state of Oklahoma.

The territory served by the Omaha Branch shall include the state of Nebraska.

ARTICLE II - BRANCH OPERATIONS

Supervision of the operations of the branch offices shall be subject to the direction and control of the Board of Directors of the Federal Reserve Bank of Kansas City (“Head Office Board”), and such supervision as is or may be vested by law in the Board of Governors of the Federal Reserve System (“Board of Governors”). While the Head Office Board may change the territories and scope of the operations of any branch office, a branch office may be closed and all of its operations discontinued only with the prior approval of the Board of Governors.

ARTICLE III - BOARD OF DIRECTORS

Section 1. Powers. The business of each branch office shall be conducted under the supervision of its respective Boards of Directors (hereinafter “Branch Board”), subject to such supervision as is or may be vested by law in the Board of Governors and under the general

control of the Head Office Board. Each Branch Board may exercise all powers specifically granted to it or its respective branch office by the Head Office Board, the Federal Reserve Act, or these bylaws. Notwithstanding the foregoing, the Branch Board shall not be provided confidential supervisory information and shall not participate in, nor be consulted regarding, supervisory matters.

Section 2. Composition. Each Branch Board shall consist of seven members, four of whom shall be appointed by the Head Office Board and three by the Board of Governors. A director shall hold office for a term of three years. In the event of a vacancy in the membership of the Board of Directors, the Chair of the Head Office Board shall take such steps as may be necessary to cause the vacancy to be filled in the manner provided by law and the person so appointed shall hold office for the unexpired portion of the predecessor's term. A director may not be re-appointed if the director has served two full terms or, if by the end of the new term the director will have served more than seven continuous years of branch director service. Exceptions may be granted in exigent circumstances.

Section 3. Chair and Chair Pro-tem. The Head Office Board shall annually designate as Chair of each Branch Board ("Branch Chair") one of the members of the Branch Board appointed by the Board of Governors. The Branch Chair shall preside at all meetings of its respective Branch Board and shall exercise those powers that are prescribed by law, by the Board of Governors, or by the Head Office Board. In the absence or incapacity of the Branch Chair or during a vacancy in that office, the next available member of the Branch Board appointed by the Board of Governors who has the greatest length of service on the Branch Board shall preside at the Branch Board meetings. In the absence or incapacity of all directors appointed by the Board of Governors, the Branch Board shall elect one of its members to serve as Chair Pro-tem.

Section 4. Meetings. The number of regular meetings per year shall be determined by each Branch Board of Directors. Furthermore, the Branch Chair may call a special meeting of the Branch Board at any time upon the request of any three directors or upon the request of the Branch Executive.

Reasonable notice of all regular and special meetings of the Branch Board shall be given by the Chair or Secretary; provided, however, that notice of any such meeting may be dispensed with if a majority of directors waives such notice.

Section 5. Quorum. A majority of directors shall constitute a quorum for the transaction of business. Action of the Branch Board shall be upon vote of a majority of the directors present at any meeting of the Branch Board.

Section 6. Minutes. The minutes of each meeting of each Branch Board shall be submitted to its respective Branch Board for approval at its next regular meeting.

ARTICLE IV - BRANCH EXECUTIVE

Each branch office shall have a Branch Executive. The Branch Executive shall be appointed in the same manner as other Officers as set forth in the Head Office bylaws.

ARTICLE V - SECRETARY

Each Branch Executive shall designate an individual to serve as Secretary of their respective Branch Board. The Secretary shall keep the minutes of all meetings of the Branch Board, unless some other person is designated to keep the minutes. The Secretary shall perform such other duties as may be prescribed by the Branch Board, Head Office Board of Directors, the Branch Executive, the President, or the President's designee.

ARTICLE VI - AMENDMENTS

The Head Office Board shall review the bylaws at least every three years. These bylaws may be amended at any regular or special meeting of the Head Office Board by a majority vote of

the entire Head Office Board provided that a copy of the proposed amendment or amendments shall have been made available to each member of the Head Office Board at least 10 days prior to such meeting. Provided further, however, that these bylaws may be amended, without notice, at any regular or special meeting by a unanimous vote of the Head Office Board, if all the Head Office directors holding office at the time shall be present at the meeting.

January 16, 2025