

# **BYLAWS**

**of the  
FEDERAL RESERVE BANK OF CHICAGO  
As Amended  
January 18, 2024  
and**

**DETROIT BRANCH  
As Amended  
January 18, 2024**

## ARTICLE I. - ORGANIZATION

Section 1. **Name and Place of Business.** The Federal Reserve Bank of Chicago (“Bank”) is organized under the Federal Reserve Act with its principal place of business in Chicago, Illinois. Pursuant to the Federal Reserve Act, its business shall be conducted under the supervision and control of a board of directors elected by member banks and appointed by the Board of Governors of the Federal Reserve System (“Board of Governors”).

## ARTICLE II. - DIRECTORS

Section 1. **Composition.** The number and classes of directors, and their election or appointment as the case may be, shall be as provided in section 4 of the Federal Reserve Act. A director’s term of service is three years. In the event of a vacancy in the membership of the Board of Directors (“Board”), the Chair of the Board (“Chair”) 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 or elected shall hold office for the unexpired term of their predecessor. A director may not be re-elected or re-appointed if the director has served two full terms or if, by the end of the new term, the director would have served more than seven continuous years on the Board. Exceptions may be granted , but only in limited circumstances. All director candidates must be United States citizens and meet the Federal Reserve System’s director eligibility requirements.

Section 2. **Powers and Duties.** The business of the Bank shall be conducted under the supervision and control of its Board, subject to such supervision as is or may be vested by law in the Board of Governors. The Board shall have all powers granted by law including such incidental powers necessary to carry on the business of the Bank within the limitations prescribed by the Federal Reserve Act. The Board shall exercise supervision and control over those activities and businesses falling within the Bank’s statutory authority as prescribed in the Federal Reserve Act, and all such other duties as are prescribed by law, subject to the general supervision vested by law in the Board of Governors. Except as otherwise provided in these Bylaws, the Board shall appoint the officers of the Bank and approve their compensation. The powers of the Board as set forth in this Section are delegable at the discretion of the Board, subject to the Federal Reserve Act, the Board’s fiduciary responsibilities, and any other provision of these Bylaws prohibiting such delegation. The Board’s 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. The Board may also not participate in or be consulted regarding bank supervisory matters or have access to confidential supervisory information.

Section 3. **Chair and Deputy Chair.** The Chair shall perform such duties as the Board may require and exercise such powers as may be prescribed by law or by the Board of Governors and shall preside at all meetings of the Board. The Chair shall be an ex-officio member of all committees and while attending committee meetings shall be a member of the committee for all purposes including the constitution of a quorum. In the absence or disability of the Chair or during a vacancy in that office, the Chair’s powers and duties shall be exercised and performed by the Deputy Chair. If both the Chair and Deputy Chair are absent or unavailable, the third Class C

director shall perform the duties of Chair. In the absence or unavailability of the Chair, Deputy Chair and the third Class C director from a Board meeting, the directors present at the meeting shall designate a director to preside.

Section 4. **Quorum.** A majority of the directors shall constitute a quorum for the transaction of business. Action shall be upon the vote of a majority of directors present and voting at any meeting at which there is a quorum. If a quorum is not present, then the Executive Committee may meet and act on behalf of the Board and no further notice of such meeting shall be required. In the event of a tie vote on discount rate matters, the action of the Board at the previous meeting shall continue in effect. Notwithstanding the foregoing, for the purpose of transacting business in matters in which Class A directors, and Class B directors affiliated with a thrift holding company supervised by the Federal Reserve System (hereinafter “affiliated Class B directors”) may not participate, a majority of the Class C and eligible Class B directors shall constitute a quorum. Action in such matters requires the vote of a majority of the Class C and eligible Class B directors present at any meeting at which a quorum is present.

Section 5. **Meetings.** The Board shall adopt annually a schedule of meetings. Meetings shall ordinarily be held seven times a year on a Thursday. There shall be additional meetings of the Board, as required, including meetings to comply with the Federal Reserve Act requirement that the discount rate be established every 14 days. Adoption of the meeting schedule shall be notice of such meetings to all directors. The Chair, the Deputy Chair, any three Board members, the President, or the First Vice President in the absence or disability of the President, may call a special meeting at any time.

Any regular or special meeting of the Board, or committee thereof, may be held in-person, by means of a telephone or video conference, electronic communication or web-based platform, or similar means in which the participants may communicate with each other and any business may be transacted at such a meeting that could have been transacted at any other meeting of the Board or committee thereof.

Reasonable notice of meetings shall be given by mail, telephone, via the Board Portal, or e-mail. Notice of special meetings shall be given as far in advance of such meetings as circumstances shall permit. Notice of any meeting may be dispensed with if a majority of the directors waives such notice in writing or by telephone, or attends such meeting. Notices of meetings need not state the business to be transacted. Failure to send the notice of a meeting or to transmit it within the time or in the appropriate manner designated shall not invalidate any such meetings held at the prescribed times.

Any action required or permitted to be taken at any meeting of the Board 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 6. **Minutes.** The minutes of each meeting of the Board of Directors shall be submitted to the Board for approval at its next regular meeting.

Section 7. **Material Change in Director Occupation, Association or Organizational Status.** If the principal occupation or business association of a director changes materially during the director's tenure or if any entity with which the director has a leadership role takes any action that could adversely affect the Federal Reserve, then the President shall review the appropriateness of continued Board service and make a determination based on circumstances and in consultation with other parties as appropriate.

### ARTICLE III. – EXECUTIVE COMMITTEE

Section 1. **Composition.** The Executive Committee shall have a minimum of five members, consisting of the Chair and at least four other directors who shall be appointed by the Chair and approved annually by the Board for a one-year term. Committee vacancies shall be filled by the Chair as soon as practicable subject to the approval of the Board.

Section 2. **Purpose.** The Executive Committee shall be available to act for the Board between Board meetings or whenever a quorum is not present at a Board meeting.

Section 3. **Chair.** The Chair shall serve as Chair of the Executive Committee and preside at its meetings. In the absence of the Chair, the Deputy Chair shall perform the duties of Chair of the Executive Committee. In the absence of both the Chair and the Deputy Chair, the third Class C director shall perform the duties of Chair of the Executive Committee. In the absence of all three, the members present at a meeting shall designate a director to preside.

Section 4. **Committee Action.** A quorum shall consist of three members. Action by the Executive Committee shall be upon the vote of the majority of those present and voting at any meeting at which there is a quorum.

Section 5. **Meetings.** The Executive Committee shall meet as necessary. In the event there is less than a quorum present at any Board meeting, an Executive Committee meeting may be convened without notice and all directors attending the Board meeting shall become members of the Executive Committee for this meeting only.

### ARTICLE IV. – AUDIT COMMITTEE

Section 1. **Composition.** The Audit Committee shall have a minimum of four members consisting of the Chair, who shall serve as an ex-officio voting member, and at least three other directors who shall be appointed annually by the Chair for a one-year term. All Audit Committee members shall be independent of the Bank and knowledgeable of financial matters and at least one member shall have banking, accounting or other relevant financial proficiency. Committee vacancies that bring membership below four directors shall be filled by the Chair as soon as practicable. No more than two Class A directors may serve at the same time on the Audit Committee.

Section 2. **Purpose.** The Audit Committee is responsible for assessing the effectiveness and independence of the Bank's internal audit function and for those matters specified in the Audit Committee charter. The Committee shall report periodically on its activities to the Board.

Section 3. **Chair.** The Chair shall designate a member of the Audit Committee to serve as its Chair and preside at meetings. In the absence of the Chair of the Audit Committee, the members present at a meeting shall designate a director to preside.

Section 4. **Committee Action.** A quorum shall consist of three members. Action by the Audit Committee shall be upon the vote of a majority of members present at any meeting at which a quorum is present.

Section 5. **Meetings.** The Audit Committee shall meet as necessary.

## ARTICLE V. – GOVERNANCE AND HUMAN RESOURCES COMMITTEE

Section 1. **Composition.** The Governance and Human Resources Committee shall have a minimum of four members, consisting of at least one representative from Classes A, B and C. Members of the Governance and Human Resources Committee shall be appointed annually by the Chair for a one-year term. No more than two Class A directors may serve at the same time on the Governance and Human Resources Committee, and no Class A director may serve as Chair of the Committee. The Chair shall serve as ex-officio voting member of the Committee. Committee vacancies shall be filled by the Chair as soon as practicable.

Section 2. **Purpose.** (a) The Governance and Human Resources Committee shall find and encourage qualified individuals to run for elected director positions or agree to have their names submitted to the Board of Governors or the Board for appointed positions.

(b) The Committee is also responsible for consideration of matters of corporate governance and human resources and for those matters specified in the Governance and Human Resources Committee charter. The Committee shall report periodically on its activities to the Board.

Section 3. **Chair.** The Chair shall designate one member as Chair of the Governance and Human Resources Committee who shall preside at meetings. In the absence of the Chair of the Committee, the members present at the meeting shall designate a director to preside.

Section 4. **Committee Action.** A quorum shall consist of three members. Action by the Governance and Human Resources Committee shall be upon the vote of a majority of members present at any meeting at which a quorum is present.

Section 5. **Meetings.** The Governance and Human Resources Committee shall meet as necessary.

## ARTICLE VI. – LOAN COMMITTEE

Section 1. **Composition.** The Loan Committee shall consist of the President, First Vice President and such other officers as the President may appoint and the Board approve.

Section 2. **Purpose.** The Loan Committee shall establish the lending policy and procedures of

the Bank and review the lending activity of the Bank. Subject to supervision and control by the Board, the Loan Committee shall have the power to authorize, ratify, approve or disapprove discounts and advances in the manner and to the extent permitted by law and the regulations of the Board of Governors. The Loan Committee shall submit a quarterly report of lending activity to the Board for its review.

Section 3. **Chair.** The President shall serve as Chair of the Loan Committee and preside at its meetings. In the absence of the President, the First Vice President shall perform the duties of Chair of the Loan Committee. In the absence of both, a member of the Committee shall be designated by Committee members to preside.

Section 4. **Committee Action.** A quorum shall consist of three members. Action by the Loan Committee shall be upon the vote of a majority of members present at any meeting at which there is a quorum present.

Section 5. **Meetings.** The Loan Committee shall meet as necessary.

Section 6. **Minutes.** The Loan Committee shall designate a Secretary to prepare the minutes of the meetings.

## ARTICLE VII. – SYSTEM ACTIVITIES, BANK OPERATIONS AND RISK COMMITTEE

Section 1. **Composition.** The System Activities, Bank Operations and Risk (SABOR) Committee shall have a minimum of four members consisting of the Chair, who shall serve as an ex-officio voting member, and at least three other directors who shall be appointed annually by the Chair for a one-year term. Committee vacancies shall be filled by the Chair as soon as practicable.

Section 2. **Purpose.** The SABOR Committee provides oversight of the Bank's operations, performance, enterprise risk management activities and budget as specified in the SABOR Committee charter. The Committee shall report periodically on its activities to the Board.

Section 3. **Chair.** The Chair shall designate one member to serve as Chair of the SABOR Committee who shall preside at meetings. In the absence of the Chair of the SABOR Committee, the members present at a meeting shall designate a director to preside.

Section 4. **Committee Action.** A quorum shall consist of three members. Action by the SABOR Committee shall be upon the vote of a majority of members present at any meeting at which a quorum is present.

Section 5. **Meetings.** The SABOR Committee shall meet as necessary.

## ARTICLE VIII. – OTHER STANDING OR SPECIAL COMMITTEES

**Other Standing or Special Committees.** The Board has the power to appoint committees in addition to the committees specified in the Bylaws. Such standing or special committees shall be

appointed by the Chair and perform such duties and exercise such powers as the Board may delegate to them and shall submit such reports as the Board may prescribe.

## ARTICLE IX. – OFFICERS OF THE BANK

Section 1. **Appointment of Officers.** The Class C directors and the Class B directors that are not affiliated with a thrift holding company supervised by the Federal Reserve shall appoint a President and a First Vice President with the approval of the Board of Governors. Their terms shall be for five years commencing the first of March of each fifth year after 1936. Notwithstanding any other provision of these Bylaws, Class A directors and affiliated Class B directors shall have no power or authority with respect to the search, selection, appointment, or reappointment (collectively, the appointment process) of the Bank's President and First Vice President. No Class A or affiliated Class B director shall receive or provide any information or advice regarding the appointment process, except to the extent commensurate with any other member of the public.

The Board shall also appoint a General Auditor, Secretary and such other officers as the Board may from time to time determine to be necessary and proper for the conduct of the business of the Bank, except that Class A directors and affiliated Class B directors are prohibited from involvement in the selection, appointment, and compensation of any officer assigned to the Bank Supervision and Regulation department. The Board delegates to the President and the First Vice President the authority to appoint and promote employees to the levels at and below Vice President.

Section 2. **The President.** Subject to the supervision and control of the Board, 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, except the General Auditor, and all employees of the Bank shall be directly responsible to the President. The President, and any officer(s) authorized by the President, shall have the authority: (a) to dismiss at pleasure any officer or employee of the Bank, excluding the First Vice President and the General Auditor, (b) to establish the powers and duties of officers and employees except where prescribed by law, these Bylaws or the Board, and (c) to establish, within guidelines issued by the Board of Governors, the compensation of officers and employees, except that the compensation of the First Vice President and General Auditor shall be established by the Board.

Section 3. **The First Vice President.** The First Vice President shall, in the absence of the President, or during a vacancy in the office of the President, serve as chief executive officer of the Bank. The duties of the First Vice President shall otherwise be such as shall be prescribed by the President where such duties are not specifically prescribed by law or by the Board. In the absence of the First Vice President, or during a vacancy in the office of the First Vice President, the powers and duties of the First Vice President shall be exercised by the senior Officer designated by the Board or, if not so designated, then designated by the President.

Section 4. **General Auditor.** The General Auditor shall be in charge of all Bank auditing work in the Seventh District and shall have such other duties as the Board may prescribe. The General Auditor shall report to the Audit Committee.

Section 5. **Secretary and Assistant Secretary.** The Secretary shall keep the minutes of all meetings of the Board and of the Executive Committee and of all committees of the Board unless some other person is designated to keep any such minutes. The Secretary shall have custody of the seal of the Bank with power to affix the seal to instruments and documents the execution of which may from time to time be required in the operation and functions of the Bank, and to certified copies of resolutions, extracts of minutes, and other Bank records and shall perform such other duties as may from time to time be prescribed by the Board or the President. In the absence of the Secretary, the Assistant Secretary shall perform the duties of Secretary.

Section 6. **Other Officers.** The duties of other officers shall be as prescribed by the Board or the President.

Section 7. **Vacancies.** Whenever a vacancy shall occur in the office of President or First Vice President, it shall be filled in the manner provided for original appointments; and the person so appointed shall hold office until the expiration of the term of their predecessor.

## ARTICLE X. – MISCELLANEOUS PROVISIONS

Section 1. **Election of Federal Open Market Committee Member.** The Board shall annually elect a Federal Open Market Committee (“FOMC”) member and an alternate from among the Presidents or First Vice Presidents of the Federal Reserve Bank of Chicago and the Federal Reserve Bank of Cleveland for alternating one-year terms commencing on the date of the first regularly scheduled FOMC meeting of the calendar year.

Section 2. **Selection of Federal Advisory Council Member.** The Board shall annually select a Federal Advisory Council member who shall represent the Seventh District and who shall serve for a one-year term commencing the first of January.

Section 3. **Hours of Business.** Unless otherwise provided by resolution of the Board, the offices of the Bank shall be open for business on each day except Saturday and Sunday, and days or half-days that are recognized as holidays by the Bank. The normal hours of business on such days shall be as determined by the President from time to time. The President is authorized to establish other times for conducting particular types of transactions that are not inconsistent with laws and regulations and practices of the Federal Reserve System.

Section 4. **Fees.** For each Board meeting attended, directors shall receive the fee designated by the Board of Governors. Directors attending committee meetings or meetings called by the Board of Governors shall receive the same fee they would have received had the meeting been a Board meeting except that no director shall be entitled to more than one fee on the same day. Directors shall be reimbursed, in compliance with Bank travel and discretionary expenditures policies, for the cost of travel, food and lodging incurred in the course of performing Board duties.

Section 5. **Indemnification of Directors.** Directors of the Bank shall be indemnified for losses they may suffer as provided in the resolution adopted by the Board on January 22, 2015, and as may be amended from time to time.



Section 6. **Stock of the Bank.** Advices of holdings of Federal Reserve Bank stock issued to member banks shall be signed by the President, the First Vice President, or such other officer or employee as may be designated by the President for that purpose.

Section 7. **Amendments.** The Board shall review the bylaws at least triennially. These bylaws may be amended by a majority vote of the members of the Board. A copy of the proposed amendment shall be provided to each director at least five days prior to such meeting. The five day notice may be waived with the consent of all directors.

**BYLAWS**  
**of the**  
**DETROIT BRANCH**  
**of the**  
**FEDERAL RESERVE BANK OF CHICAGO**  
  
**As Amended**  
**January 18, 2024**

## ARTICLE I. - ORGANIZATION

Section 1. **Name and Place of Business.** The Detroit Branch of the Federal Reserve Bank of Chicago (“Detroit Branch”) is organized under the Federal Reserve Act with its principal place of business in Detroit, Michigan.

## ARTICLE II. – DIRECTORS

Section 1. **Composition.** The Detroit Branch Board of Directors (“Detroit Board”) shall consist of five or seven members, the majority of whom shall be appointed by the Board of Directors of the Federal Reserve Bank of Chicago (“Chicago Board”), and the remainder of whom shall be appointed by the Board of Governors of the Federal Reserve System (“Board of Governors”). Directors shall be appointed for terms of three years, or the remainder of a three-year term. If a vacancy occurs on the Detroit Board, an appointment filling the vacancy shall be made by the body which made the original appointment. The appointment shall be for the unexpired term. Directors shall generally be limited to a maximum of seven years of continuous service. All director candidates must be United States citizens and meet the Federal Reserve System’s director eligibility requirements.

Section 2. **Purpose.** The Detroit Branch directors shall represent their industries or sectors and shall provide information, advice and input to assist in the formulation of monetary policy. The Detroit Branch directors shall assist in outreach efforts and in other activities of the Branch intended to carry out the mission and objectives of the Federal Reserve System.

Section 3. **Chair.** The Chicago Board shall annually designate as Chair of the Detroit Board one of the directors appointed by the Board of Governors (“Branch Chair”). The Branch Chair shall preside at meetings of the Detroit Board. In the Branch Chair’s absence, the other appointee of the Board of Governors shall act as Branch Chair, and in the absence of both, the members present shall designate one of their members to preside.

Section 4. **Detroit Board Action.** A quorum shall consist of three members. Action by the Detroit Board shall be upon the vote of a majority of directors present at any meeting at which there is a quorum present.

Section 5. **Meetings.** The Detroit Board shall adopt annually a schedule of meetings. Adoption of the schedule shall be notice of such meetings to all directors. The Branch Chair, any three Detroit Board members, the Chair of the Chicago Board, the President of the Federal Reserve Bank of Chicago or or the First Vice President in the absence or disability of the President may call a special meeting of the Detroit Board at any time. Notice of special meetings shall be given a reasonable time prior to the meeting. Any meeting of the Detroit Board may be held in-person, by means of a telephone or video conference, electronic communication or web based platform, or similar means in which the participants may communicate with each other. A director participating in such meetings shall be deemed present at the meeting. The Secretary, Assistant Secretary or Acting Secretary designated by the Detroit Board shall prepare minutes for each meeting. Minutes shall be submitted to the Detroit Board for approval.

### ARTICLE III. – MISCELLANEOUS PROVISIONS

Section 1. **Indemnification of Directors.** Directors of the Detroit Branch shall be indemnified for losses they may suffer as provided in the resolution adopted by the Board on January 22, 2015, and as may be amended from time to time.

Section 2. **Fees.** For each Board meeting attended, directors shall receive the fee designated by the Board of Governors. Directors attending meetings called by the Board of Governors shall receive the same fee they would have received had the meeting been a Detroit Board meeting except that no director shall be entitled to more than one fee on the same day. Directors shall be reimbursed, in compliance with Bank travel and discretionary expenditures policies, for the cost of travel, food and lodging incurred in the course of performing Detroit Board duties.

Section 3. **Amendments.** The Detroit bylaws may be amended by a majority vote of the members of the Chicago Board, or by a majority vote of the members of the Detroit Board subject to approval by a majority vote of the members of the Chicago Board. A copy of the proposed amendment shall be provided to each director at least five days prior to such meeting. The five day notice may be waived with the consent of all directors eligible to vote on the amendment.