
BYLAWS



FEDERAL RESERVE BANK
OF PHILADELPHIA

ARTICLE I – BOARD OF DIRECTORS

Section 1 – POWERS

The Board of Directors (“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 of the Federal Reserve System (“Board of Governors”). 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.

Section 2 – CHAIR OF THE BOARD

The Chair of the Board 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 and of the Executive Committee.

Section 3 – DEPUTY CHAIR

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.

In the absence or disability of both the Chair and Deputy Chair, the third Class C director shall preside at all meetings of the

Board and the Executive Committee and shall exercise such powers as may be prescribed by law or the Board of Governors.

Section 4 – QUORUM AND MANNER OF ACTING

A majority of the directors shall constitute a quorum for the purpose of transacting business, except as otherwise expressly provided in these Bylaws. Action by the Board requires the vote of a majority of the directors present at any meeting at which a quorum is present, but less than a quorum may adjourn from time to time until a quorum is in attendance.

Meetings of the Board or its committees may be held in person, by telephone or video conference or any other means by which each participant may hear and be heard by each other participant, and any business may be transacted during such a meeting that could have been transacted at any other meeting of the Board or a committee.

Any action required or permitted to be taken at any meeting of the Board or any of its committees may be taken without a meeting provided that a majority of the directors consent thereto in writing or by electronic transmission, including via the Board Portal. Any action taken through the Board Portal will require director input and/or voting within a specified time frame.

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 regulated by the Federal Reserve System

(hereinafter “affiliated Class B directors”)¹ 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, but less than a quorum may adjourn from time to time until a quorum is in attendance.

Section 5 – QUALIFICATIONS AND VACANCIES

All directors shall be citizens of the United States and shall meet other qualifications as required by law and shall be elected pursuant to the terms of the Federal Reserve Act.

When a vacancy occurs in the membership of the Board, the Nominating and Governance Committee shall take such steps as may be necessary to fill the vacancy as soon as is practicable and in the manner provided by law.

Section 6 – MEETINGS

Unless the Board approves or ratifies holding a meeting at a different time and place, there generally shall be a regular meeting of the Board the third Thursday of the month. If the regular meeting day is a holiday, the meeting shall be held on the first preceding full business day unless another time is fixed by the Board. Notwithstanding anything to the contrary in these bylaws, the Board shall meet as often as necessary to establish the primary credit rate as required in Section 14 of the Federal Reserve Act.

The Chair or the Deputy Chair may call a special meeting at any time; the Chair or Deputy Chair shall do so upon the request of any three directors or of the President. In the absence or disability of both the Chair and the Deputy Chair, the President (or in his or her absence or disability the First Vice President) may call a special meeting at any time.

Notice of regular and special meetings shall be given via the Board Portal, mail, telephone, e-mail or other appropriate means. If given by mail, such notice shall be mailed at least three days before the date of the meeting. If given by telephone or other means, such notice shall be given as soon as practical before the date of the meeting. Notices of meetings need not state the purpose of the meeting or the business to be transacted.

Notice of any meeting may be dispensed with at the request of any director who shall in writing or by other means waive such notice. Failure to send the notice of a regular 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.

Section 7 – COMMITTEES

The standing committees of the Board shall be as follows: an Audit Committee consisting of no fewer than four directors; a Management and Budget Committee consisting of no fewer than four directors; and a Nominating and Governance Committee consisting of no fewer than four directors. The responsibilities and operations of each standing committee shall be set forth in charters approved by the Board.

¹ Class B directors not affiliated with a thrift holding company shall hereinafter be referred to as “eligible Class B directors.”

No more than one Class A director may serve at the same time on the Nominating and Governance Committee, and no Class A director may serve as the chair of that Committee.

Business of the Bank may be referred from time to time to special committees appointed by the Chair of the Board subject to the approval of the Board. The committees shall exercise such powers as the Board may delegate to them.

Half the members shall constitute a quorum for committees with an even number of members; otherwise a majority is necessary.

The Chair of the Board 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.

Section 8 – ORDER OF BUSINESS

The Board may from time to time make such amendments to the order of business as it may seem desirable.

Section 9 – MINUTES

Minutes of each meeting of the Board shall be submitted for approval to the Board at its next regular Board meeting.

ARTICLE II – EXECUTIVE COMMITTEE

Section 1 – HOW CONSTITUTED AND QUORUM

There shall be an Executive Committee which shall, in the absence of a quorum of the Board, have the power to direct the business of the Bank, and to exercise all the power and

authority vested by law in the Board insofar as such power and authority may lawfully be delegated to the Executive Committee. All members of the Board shall also be members of the Executive Committee. Notwithstanding anything to the contrary in these bylaws, the Chair or Deputy Chair and any three members of the Executive Committee shall constitute a quorum for the transaction of business, and action by the Executive Committee shall be upon the vote of a majority of those present at any meeting of the Executive Committee at which a quorum is present.

Section 2 – MEETINGS

Unless otherwise directed by the Board or the Executive Committee, there shall generally be regular meetings of the Executive Committee on the first Thursday of each month, and on the fourth or fifth Thursday of each month in which there are five Thursdays. If the regular meeting day is a holiday, the meeting shall be held on the first preceding full business day unless otherwise fixed by the Board or by the Executive Committee.

The Board or the Chair or the Deputy Chair of the Board may call a special meeting at any time; the Chair or Deputy Chair shall do so at the request of the President. In the absence or disability of both the Chair and the Deputy Chair, the President (or in his or her absence or disability the First Vice President) may call a special meeting at any time.

Unless otherwise prescribed by the Board or the Executive Committee, meetings of the committee may be called in the same manner and upon the same notice as prescribed in Section 6 of Article I of these Bylaws.

Section 3 – MINUTES

Minutes of all meetings of the Executive Committee shall be submitted for approval to the Board at its next regular meeting.

ARTICLE III – OFFICERS

Section 1 – OFFICERS

The Board shall appoint a President and a First Vice President, and may appoint one or more Executive Vice Presidents, Senior Vice Presidents, a Corporate Secretary, a General Counsel, and a General Auditor, and such other officers as the Board may from time to time determine to be necessary for the conduct of the business of the Bank. With the exception of the appointment of the President, First Vice President and General Auditor, the powers set forth in this Article III, Section 1 may be delegated at the discretion of the Board.

The President and the First Vice President shall be appointed by the Board's Class C and eligible Class B directors, each for a term of five years beginning March 1 of each fifth year after March 1, 1936, subject to the approval of the Board of Governors. Class A and affiliated Class B directors shall not serve on any search committee for the President or First Vice President, and shall not participate in the deliberations of such search committee or the Board concerning such appointments.

The other officers shall be appointed at such times as the Board may decide and they shall hold office at the pleasure of the Board. The Board shall, subject to the approval of the Board of Governors, fix the original salaries and any increases thereto, of the Bank's officers at or above the level of Senior Vice President.

Notwithstanding anything to the contrary in these Bylaws, Class A and affiliated Class B directors shall not be involved in the selection, appointment, compensation, or dismissal of Bank officers whose primary duties involve supervision and regulation of financial institutions. In such matters, the business of the Bank will be conducted by the Class C and eligible Class B directors.

A vacancy in any office may be filled at any time; provided, however, that whenever a vacancy shall occur in the office of the President or the First Vice President, it shall be filled in the manner provided by law and the appointment to fill such vacancy shall be for the unexpired portion of the term of such office.

Except for the President, First Vice President, and General Auditor, the same person may be appointed to hold more than one office at the same time.

Section 2 – PRESIDENT

Subject to the supervision and control of the Board, the President shall be the chief executive officer of the Bank and all other officers and all employees of the Bank shall be directly responsible to the President, with the exception of the General Auditor and other audit officers and employees. The President shall have power to prescribe, or to delegate to any other officer or officers the power to prescribe, the duties of other officers, employees, and agents of the Bank which are not specifically prescribed by law, the Board, the Executive Committee, or these Bylaws. The President may suspend or dismiss at pleasure any employee of the Bank.

The President 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.

Section 3 – FIRST VICE PRESIDENT

During the absence or disability of the President or during a vacancy in the office of President, the First Vice President, subject to the supervision and control of the Board, shall serve as chief executive officer of the Bank and exercise the powers and discharge the duties of President. The other duties of the First Vice President shall be such as may from time to time be prescribed by the President in addition to such duties as are specifically prescribed by law, the Board, the Executive Committee, or these Bylaws.

Section 4 – OTHER SENIOR OFFICERS

Other senior officers shall be Executive Vice Presidents, Senior Vice Presidents, and other Vice Presidents. The duties of the other senior officers shall be such as may from time to time be prescribed by the President in addition to such duties as are specifically prescribed by the Board or the Executive Committee.

Section 5 – SECRETARY AND ASSISTANT SECRETARIES

The Secretary, or in his or her absence one of the Assistant Secretaries, 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 and the Assistant Secretaries shall have custody of the Bank seal 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.

The Board may, in the absence or disability of the Secretary and the Assistant Secretaries or on any other occasion, appoint a secretary pro tem or empower one or more officers to affix the Bank seal to appropriate instruments and documents.

The Secretary and Assistant Secretaries shall have other duties as may from time to time be prescribed by the President in addition to such duties as are specifically prescribed by the Board, the Executive Committee, or these Bylaws.

Section 6 – GENERAL COUNSEL

The General Counsel shall be the chief legal officer of the Bank. 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.

Section 7 – GENERAL AUDITOR

The General Auditor shall, subject to the direction of the Board or the Chair of the Board or Chair of the Audit Committee, make periodic audits or examinations of all accounts and departments of the Bank and of the accounts of the Federal Reserve agent, and shall transmit reports of all such audits and examinations as required by proper authority. The General Auditor shall have only such other duties as may from time to time be prescribed by the Board.

ARTICLE IV – PROPERTY OF THE BANK

Subject to the supervision and control of the Board, the President, in addition to his or her other powers, shall have power (a) to make,

execute, and deliver checks and/or drafts against any account of this Bank, (b) to execute and deliver any and all contracts of any type, nature, or description pertaining to the operations and functions of the Bank, including instruments of assignment and transfer of the securities and other property of the Bank, and (c) to delegate such powers to the First Vice President or any other officer.

ARTICLE V – DISCOUNT COMMITTEE

The Discount Committee shall be composed of not less than three officers, including and appointed by the President. A majority of the committee shall constitute a quorum and any action of the committee may be taken upon the vote of a majority of the members present at which a quorum is present or by the unanimous assent given separately of the several members. The committee shall have such authority and power as the Board shall from time to time prescribe by resolution.

ARTICLE VI – CORPORATE SEAL

The seal of the Bank shall be as shown here:



ARTICLE VII – MANAGEMENT SUCCESSION

The Board may from time to time adopt resolutions establishing an automatic succession of authority among Bank officers necessary to conduct the affairs of the Bank in the event that the Bank’s operations are endangered or unavailable, and the President and First Vice President are unavailable. The individual first named in such a resolution shall during the period of unavailability be delegated all the powers and duties pertaining to the office of the President as may be lawfully delegated pursuant to the Federal Reserve Act, and the subsequently named individuals shall automatically succeed to such delegated powers and duties in the order listed upon the unavailability or disability of the then President, without further action or deed of the Board. Such officer shall have authority to assign and reassign functions and duties among any of the other officers of the Bank.

Any authority granted to such officers herein shall be subject to the authority otherwise vested in the Board or the Executive Committee but shall not be deemed to be restricted in any way by the inability to act on the part of the Board or its Executive Committee.

ARTICLE VIII – INDEMNIFICATION

The Board by resolution may authorize the Bank to indemnify and provide advances to the Bank’s directors, officers, and employees for costs, liabilities, and expenses incurred in connection with any civil, criminal, or other action, investigation, or proceeding that a director, officer, or employee must defend, or appear as a witness in, by reason of the fact that

he or she is or was Bank director, officer, or employee.

ARTICLE IX -- BUSINESS HOURS

The business hours to be observed by the Bank shall be determined, and may be changed by, the President or the President's designee.

ARTICLE X – AMENDMENTS

These Bylaws may be amended at any regular or special meeting of the Board by a majority vote of the entire Board; provided, however, that at least 10 days prior to such meeting there shall have been mailed to each member of the Board, unless waiver thereof shall have been made in writing, a written notice of such meeting stating that a proposal to amend the Bylaws will be presented at such meeting and setting forth the part or parts affected and the text of the proposed amendment.

As of February 2017