

**BYLAWS  
of  
HIGH PLAINS FARM CREDIT, ACA**

(EFFECTIVE AS OF DECEMBER 20, 2018)

**Definitions**

“Act” – the Farm Credit Act of 1971, as it may be amended from time to time.

“Agreement” – the Agreement and Plan of Merger by and between the Association, PCA, FLCA and Farm Credit of Ness, City, FLCA.

“Annual Meeting” – the annual meeting of Stockholders pursuant to Article III of these Bylaws.

“Association” – the High Plains Farm Credit, ACA.

“Authorization Event” – shall have the meaning set forth in Section 110 herein.

“Board” – the Board of Directors of High Plains Farm Credit, ACA.

“Bylaws” – these Bylaws, as they may be amended from time to time pursuant to Articles VII and XIV hereof.

“FCA” – the Farm Credit Administration.

“FCB” or “Bank” – CoBank, ACB or any successor entity thereto, including its Farm Credit Bank subsidiary, CoBank, FCB.

“FLCA” – the High Plains Farm Credit, FLCA, a Federal land bank association with direct lending authority and a subsidiary of the Association.

“Member” – all holders of legal title to common stock as evidenced on the books of the Association, except the FCB.

“PCA” – the High Plains Farm Credit, PCA, a production credit association and a subsidiary of the Association.

“Regulations” – FCA regulations or directives applicable to and binding on the Association.

“Stock” – stock of the Association as described in Article VII of these Bylaws.

“System” – the Farm Credit System.

“Voting Stockholder”- a Member who exercises voting rights under the Act.

**ARTICLE I -- PREAMBLE**

**100 In General**

This agricultural credit association (hereinafter referred to as the “Association”) is a federally chartered, member-owned, cooperative credit institution operating within the authority of the Farm Credit Act of 1971, as amended (hereinafter referred to as the “Act”), and the Farm Credit

Administration Regulations (hereinafter referred to as “Regulations”). Under the supervision of the Bank where mandated by the Act or Regulations, the Association makes or participates with other lenders in long-term real estate mortgage loans, short- and intermediate-term loans and other similar financial assistance to: (1) bona fide farmers and ranchers and the producers or harvesters of aquatic products, (2) owners of rural homes, and (3) persons furnishing to farmers and ranchers farm-related services directly related to their on-farm operating needs. The Association also may provide technical assistance to borrowers, applicants, and Members, and may make available, at their option, financially related services appropriate to their operations to the extent authorized by Regulations. These bylaws constitute the rules for the internal operation of the Association.

**110 Lending Authorities**

The Board may authorize High Plains Farm Credit, PCA (“PCA”) and High Plains Farm Credit, FLCA (“FLCA”) to conduct some or all of the authorities granted in the Act and Regulations to production credit associations and Federal land credit associations, respectively (“Authorization Event”). PCA and FLCA shall be referred to collectively as the “Subsidiaries.”

**120 Relationship with PCA and FLCA**

The Association, PCA and FLCA shall conduct an integrated lending operation. To the extent authorized, PCA shall make short- and intermediate-term loans and provide financially related services to qualified borrowers in the Association’s territory. To the extent authorized, FLCA shall make long-term real estate loans and provide financially related services to qualified borrowers in the Association’s territory. In addition, upon an Authorization Event, all three institutions shall enter into a General Financing Agreement (“GFA”) with the Bank for purposes of funding loans originated and made by the Association, PCA and FLCA pursuant to their respective lending authorities. The indebtedness owed to the Bank under the GFA shall be the joint and several obligation of all institutions. The Association at all times will own all of the voting stock of PCA and FLCA.

**130 Adoption**

At the first meeting of the Board, the Board shall unanimously approve these Bylaws effective as of October 1, 2017.

**ARTICLE II – MEMBERSHIP**

**200** Members of the Association shall include all holders of legal title to common stock as evidenced on the books of the Association, except the Bank. Any person to whom an Association is authorized by the Act to extend credit and other services is eligible to apply for a loan or other services and become a Member of the Association. In the case of a deceased or legally incompetent Member, the executor, administrator-guardian, other legally authorized representative shall be considered to be the Member for the purpose of these bylaws. Each Member is authorized to speak on any questions being considered at Members’ meetings when recognized by the chairman. Motions (except any motion to authorize preferred stock) and nominations or seconds thereto may be made and voted on only by holders of Class B Common Stock and Class F Common Stock of the Association (“Voting Stockholders”).

## **ARTICLE III – MEETINGS OF MEMBERS**

### **300 Time and Place**

300.1 There shall be an annual meeting of Members at such place(s) in the Association's chartered territory or within reasonable distance of the Association territory at date(s) and time(s) as the Board may by resolution provide.

300.2 Special meetings of Members of the Association may be called at any time by resolution of the Board. These meetings will be held in the Association's chartered territory or within reasonable distance of the Association's territory. Such meetings shall be called at any time upon written request of at least five percent of the Voting Stockholders, except, in no case shall the required number of signatures to such a request be less than twenty (20). All notices of special meetings shall state the time, place, and purpose of the meeting. If the Board fails or refuses to order such notice to be made, the notice may be given by the person or persons who made the call in accordance with the provisions of Section 310.

300.3 The Board may provide for the annual meeting or special meetings of Members to be held in consecutive sectional sessions at different times and places. The date of the convening of the first sectional session shall be the date of the meeting for the purpose of notice thereof to Members. Each Member shall be notified of all sessions to be convened and shall be entitled to attend any or all of such sessions of the annual meeting. At each sectional session except the last, the meeting shall be adjourned until the next session of the meeting. The last sectional session must be scheduled for a time not later than sixty calendar days after the first sectional session. The attendance at all sectional sessions shall be combined for the purpose of constituting a quorum, but no Voting Stockholder shall be counted or permitted to vote at more than one session. The votes cast at all sessions shall be counted together to constitute the vote of the meeting. Nominations from the floor for directors and nominating committee members and matters requiring a vote of all Voting Stockholders must be introduced at the first sectional session of the meeting and so announced in the Notice of Meeting, except that if balloting is by mail as stipulated in Section 410.4, nominations may be made at all sectional sessions of the meeting.

### **310 Notice of Meeting**

The chairman of the Board shall cause written notice of every annual and special meeting of Members to be mailed at least 10 business days prior to the meeting to all holders of stock of record as of the close of business on a date set by the Board, which date shall be no earlier than 30 business days preceding the meeting. The notice shall be mailed to the last known post office address of the Member as it appears on the records of the Association. The notice shall state the purpose and the time and place of meeting. No business shall be transacted at special meetings other than that referred to in the call.

### **320 Quorum**

When proxies are included to establish a quorum, as permitted under Section 350.2 of these bylaws, five per centum (5%) of the total number of Voting Stockholders, or twenty (20) Voting Stockholders, whichever shall be the larger, shall constitute a quorum. When proxies are not included to establish a quorum, if the total number of Voting Stockholders exceeds five hundred (500), three per centum (3%) of the total number of Voting Stockholders, or twenty-five (25) Voting Stockholders, whichever shall be the larger, shall constitute a quorum. If the

total number of Voting Stockholders does not exceed five hundred (500), five per centum (5%) of the total number of Voting Stockholders or twenty (20) Voting Stockholders, whichever shall be the larger, shall constitute a quorum. If less than a quorum is present at any meeting, the chairman of the meeting may adjourn the meeting from time to time until a quorum is obtained. For purposes of determining a quorum, all sectional meetings shall be combined to constitute a quorum.

### **330 Conduct of Annual Meeting**

At the annual meeting of Members, reports of the Board shall be given by a person designated by the Board. The reports required by Section 910 of these bylaws shall be made available. Other items of business which may come before the meeting include, but are not limited to: (a) determination of quorum, (b) proof of due notice of meeting, (c) reading and disposition of minutes, (d) annual reports of officers and committees, (e) election of directors and nominating committee, (f) unfinished business, and (g) new business.

### **340 Nominating Committee**

340.1 At the annual meeting, the Voting Stockholders shall elect a nominating committee consisting of at least two Voting Stockholders from each Region (as determined under Section 400.3) to serve as members and one Voting Stockholder from each Region to serve as an alternate member. Board members or salaried officers or employees of the Association are not eligible to serve on the nominating committee.

340.2 Voting Stockholders may elect alternate members for the nominating committee from the nominees presented pursuant to Section 340.4. Vacancies on the nominating committee shall be filled: first, by the alternate(s) specifically designated by a vote of the stockholders to replace the absent committee member; second, from among the alternates, if any, by a vote of the remaining members of the committee; and third, if there are no alternates eligible to serve, the remaining members of the committee shall fill the vacant position(s) from among the Voting Stockholders willing to serve.

340.3 The nominating committee shall review lists of Voting Stockholders who are eligible to serve as directors of the Association, ascertain their willingness to serve, and submit for election a slate of eligible candidates which shall include at least two nominees for each director position to be filled. In doing so, the committee shall endeavor to assure representation from all sections of the Association territory and as nearly as possible from all types of agricultural practices within the area.

If the nominating committee after diligent effort (diligent effort is defined as contacting at least seven (7) stockholders eligible to serve for each open position) is unable to find a sufficient number of willing candidates to provide for at least two nominees for each position to be filled, the nominating committee shall have the authority to submit a slate of candidates with less than two nominees for any position to be filled.

340.4 The nominating committee shall present a list of candidates for Voting Stockholders to consider in electing the nominating committee for the ensuing year. Nominations also may be made from the floor in accordance with Section 300.3.

340.5 A majority of the nominating committee shall constitute a quorum for transacting business of the committee. The committee shall keep minutes of its deliberations which shall

be turned over to the chief executive officer to be maintained in accordance with the Association's records disposal schedule.

### **350 Voting**

350.1 Each Voting Stockholder shall be entitled to only one vote regardless of the number of single or joint loans the stockholder may have with the Association or its Subsidiaries. In the case of a joint loan, the vote may be cast by only one of the joint holders duly authorized in writing by the other joint holders. The vote of a stockholder that is a legal entity shall be cast by an individual stockholder of the entity, duly authorized in writing and filed with the Association. If a Voting Stockholder controls the business affairs of another Voting Stockholder, the controlling stockholder and the controlled stockholder shall be considered as one person and shall be entitled to a total of only one vote (except when the vote is by class of stock). For the purpose of this section of the bylaws, a Voting Stockholder shall be deemed to control another Voting Stockholder if the stockholder has, directly or indirectly, more than a 50 percent ownership interest in (1) the other stockholder or (2) the primary collateral securing the other stockholder's loan. In no event may an individual vote more than once.

350.2 Voting in person or by proxy at Members' meetings or by mail ballot shall be permitted and shall be counted toward meeting quorum requirements. Voting in person or by proxy shall be used in mergers of the Association with other System associations and on other matters where required under the Act or Regulations.

350.3 A list of Voting Stockholders shall be maintained by the Association. The list shall be used when distributing ballots at an annual or special meeting and for the nomination and election of Bank board of director members. If a meeting is held in consecutive sectional sessions, the list shall be used at each sectional session to assure that no stockholder votes more than once. Stockholders may not cumulate their votes in the election of directors.

## **ARTICLE IV -- DIRECTORS**

### **400 Number and Qualifications of Directors**

400.1 The initial Board of the Association shall consist of the 14 stockholder-elected directors and three appointed outside directors identified in the Agreement. All director positions held by stockholder-elected directors shall be assigned to one of the six Regions set forth in Section 400.3. The assignment is set forth in the Agreement. These Regions will remain in effect through the 2019 director election cycle. One Region 2 position will close in 2018 and one Region 5 position will close in 2019. Following the 2019 director election cycle, the Board will be composed of 12 stockholder-elected directors and at least two appointed outside directors and, if the Board so elects, one appointed stockholder director. Of the 12 stockholder-elected directors, two will be nominated from each Region.

In 2019, the Board will form a governance restructuring committee to develop a recommendation on adjustments to the nomination regions and/or changes in the number of elected and appointed directors.

No person shall be an elected director or continue to serve as such unless he or she is a holder of voting stock as described in Sections 720.2 and 720.6 of these bylaws, is in compliance with the Regulations, and is a bona fide farmer, rancher, or producer or harvester of aquatic products. An individual designated to vote the stock of a corporation or partnership may be an elected

director as long as that individual holds stock in the corporation, or is a member of the partnership, and meets all other requirements for serving as an elected director of the Association. All directors must be citizens of the United States. In order to be eligible to be nominated as a candidate for a stockholder-elected director position, the Voting Stockholder must reside in the Region corresponding to the position.

400.2 An individual who is a Bank director or a salaried officer, or employee or agent of the Association or any other organization within the System is not eligible to be elected or appointed and may not serve as a director. An individual may not be an elected director of the Association and another System institution, other than a director of PCA or FLCA. A former salaried officer or employee of any Association or any other organization within the System is not eligible to be elected or appointed as a director within one year after ceasing to be employed by the Association or any other organization within the System. A legally authorized representative of a deceased or incompetent Member is not eligible to be elected or appointed as a director unless such representative also holds voting stock in his or her own right.

400.3 The Board may divide the Association's territory into two or more regions ("Regions") and assign director positions to such regions to enable the nominating committee to nominate candidates on a regional basis. Such regions shall also be used in nominating candidates to serve on the nominating committee. A candidate for a director or nominating committee position must conduct a majority of his/her farming operation in the Region corresponding to the position. An out-of-territory Voting Stockholder shall be assigned to the Region that includes the office that services the Voting Stockholder's loan for purposes of determining his or her eligibility for nomination. As of October 1, 2017, the Association's territory will be divided into the following six Regions:

Region 1: Norton, Phillips, Smith and Rooks

Region 2: Sheridan, Gove and Lane

Region 3: Osborne, Ellis, Russell and Barton

Region 4: Graham, Trego, Ness and Rush

Region 5: Hodgeman, Pawnee, Stafford and Edwards

Region 6: Ford, Kiowa, Meade, Clark, Comanche, Pratt and Barber

The Board shall review the regional boundaries at least triennially to assure continued equitable representation of the various loan types, agriculture practices, and stockholder voting strength. Each Voting Stockholder of the Association will have a right to vote in the election of each Director.

400.4 No individual shall become or continue as an elected or appointed director if the individual is a director, officer, employee or agent of any other non-System financial institution which is authorized to make the same types of loans that are available through this Association.

400.5 The office of any elected or appointed director shall automatically become vacant in the event such director; (1) files a petition for relief in voluntary bankruptcy, or otherwise institutes suit under applicable voluntary Federal or State bankruptcy, insolvency, or receivership laws; or (2) is adjudged a debtor in an involuntary Federal bankruptcy or placed in receivership in a state proceeding; or (3) seeks reorganization under the Bankruptcy Code for personal business interests or that of a corporation in which the director owns the controlling interest; or (4) is party to a foreclosure proceeding (judicial or non-judicial) involving property in which the director has an interest, which is instituted because of the director's default on indebtedness to a System institution; or (5) is convicted of any criminal offense involving dishonesty or breach

of trust, or a felony, or held liable in damages for fraud, while holding office; or (6) is declared legally incompetent.

400.6 The absence of a director from three (3) consecutive regular meetings of the Board during a calendar year, unless explained to the satisfaction of the other directors, shall be deemed a resignation and shall automatically terminate the director's service and the vacancy shall be filled as provided in Section 430 of these bylaws.

400.7 The Board shall appoint at least two individuals to the Board who, at the time of appointment to the Board, is not a director, officer, agent, employee or stockholder of any System institution (other than a director of PCA and FLCA) ("Outside Directors"). Such person shall be appointed to the Board and the term and basis for removal of such person by voting stockholders shall be the same as those for the elected directors. The qualifications, manner of nomination and election and related matters pertaining to the Outside Director positions shall be determined from time to time by the other members of the Board. After an individual is appointed as an Outside Director, his or her office shall automatically become vacant in the event he or she becomes an officer, agent, director, employee or stockholder of any System institution (other than a director of PCA and FLCA).

400.8 No stockholder shall be eligible for election or appointment to the association's Board of Directors if, at the time the nomination for election or the consideration for appointment is made, all or any part of any loan with a Farm Credit System institution, for which the stockholder is personally liable, is delinquent for a period of time exceeding 90 days or the loan has been formally restructured.

No director shall continue to serve on the Board of Directors of the association if all or any part of his/her loan is delinquent for a period of time exceeding 90 days, or the loan has been formally restructured.

For the purposes of this section of the bylaws, a long-term loan is considered delinquent when payment is not made in accordance with the loan instruments within 180 days beyond the installment date, and a short-term loan is considered delinquent when payment is not made in accordance with the loan instruments within 180 days beyond the maturity (installment) date and when the loan is not renewable or extendable; a loan is considered formally restructured if there is a principal write-down, and/or a principal set-a-side, and/or an interest rate concession, and/or any compromise of principal or interest, and/or a deed is offered in lieu of foreclosure proceedings or as partial satisfaction of the debt.

400.9 If a loan to a board member becomes adversely classified (substandard or worse), the board member will have one (1) year from the time of written notification from the Association President to show progress, satisfactory to the Association President and the remaining board members, to upgrade the loan. If at the end of one (1) year there has not been sufficient progress to upgrade the credit classification of the loan, the position held by the board member will automatically become vacant.

400.10 The Board may appoint one Voting Stockholder to serve as a director ("Appointed Stockholder Director") in an effort to maintain diversification on the Board. The Appointed Stockholder Director shall serve a three (3) year term. The Board may appoint any Voting Stockholder, regardless of his / her county of residence, to these positions.

410.1 In the manner provided in these bylaws, the Voting Stockholders shall elect each year one or more directors as may be required to fill the position of each director whose term is expiring or to fill any vacancy on the Board.

410.2 At the annual meeting the nominating committee shall submit a slate of candidates to the Association's Members for election of those director positions that are expiring or are vacant, after which the chairman conducting the election will entertain nominations from the floor as provided in Section 300.3 of these bylaws.

410.3 The Board shall request the chief executive officer, or designee, to conduct the election in the manner consistent with these bylaws for any vacancies to the Board, or for nominating committee members as authorized under Section 340.1, by performance of those functions necessary which may include, but are not limited to: (1) assist the nominating committee in performing its role as identified in these bylaws, (2) submit to the Voting Stockholders the slate of candidates presented by the nominating committee, (3) carry out the election processes of the Association to facilitate the election of members to the Board and the nominating committee, (4) validate proxies, (5) appoint an independent auditor or Tellers Committee, and (6) report the results of the election to the Association membership.

410.4 The independent auditor (or Tellers Committee) shall convene to tally the ballots and shall report the results to the chairman conducting the election who shall inform the Members of the results. Salaried officers and employees and Voting Stockholders who are directors, candidates, or members of the nominating committee and alternates are ineligible to serve on a Tellers Committee.

If the meeting is held in consecutive sectional sessions, the results of the votes cast at all sessions of the meeting shall be reported to the Members only after the last sectional session. All voting for directors under this section and for nominating committee members under Section 340.1 may be by proxy or mail ballot as provided under Section 350.2. If proxy voting is authorized, a proxy shall be mailed to each Voting Stockholder along with the notice of the annual meeting, or the notice of a special meeting to be held to conduct the election. The notice shall specify when the proxy or mail ballot shall be returned. Proxies must be received by the Association prior to the date of the meeting.

The Board may elect to conduct the election for directors and nominating committee members following the annual meeting under the following procedure: Within 10 business days following the date of the annual meeting, or of the last sectional session if the annual meeting is held in consecutive sectional sessions, a ballot shall be mailed to each Voting Stockholder. The election polls shall be closed at the end of the 15th business day following the date on which the ballots are mailed to the Voting Stockholders. On the first business day after the polls are closed, the Teller's Committee shall convene in the office of the Association to tally the ballots returned to the Association prior to the closing of the polls. The Teller's Committee shall report the results of the election to the chief executive officer, who shall send a notice to the Members within 10 business days announcing the results of the election.

410.5 All candidates shall be listed on the ballot by the position to be filled. Subject to Section 340.3, for each vacancy, two or more different candidates will stand for election. If more than one position is to be filled, the election for each position shall be conducted independently. The candidate receiving the largest number of votes for each position shall be declared elected.

410.6 If no person is elected to a position because of a tie vote, a runoff election between those tying shall be held under procedures approved by the Board. The ballots shall be cast and counted and the results shall be reported to the Members in the same manner as in the original election. However, if the tie is between only two candidates and if the candidates agree, the tie may be broken by another method.

#### **420 Term**

420.1 An elected director shall serve until the third annual meeting after being elected, or for the unexpired portion of the term for which the director was elected, and until a successor is elected and qualified, unless the director shall (1) resign, (2) be removed from office, (3) become unable to act by reason of death or disqualification, or (4) unless the term of that position is shortened or terminated by action of the Voting Stockholders in connection with a merger or consolidation.

420.2 If as a result of change in the number of directors, or for other reasons, the terms of directors do not expire equitably on a staggered basis, the terms of the directors elected thereafter shall be for such periods, not to extend beyond the third annual meeting thereafter, as will reestablish expiration of terms of directors on an equitably staggered basis.

420.3 An appointed Director shall serve until the first monthly Board meeting following the third annual meeting after being appointed, or for the unexpired portion of the term for which the director was appointed, and until a successor is appointed and qualified, unless the director shall (1) resign, (2) be removed from office, (3) become unable to act by reason of death or disqualification, or (4) unless the term of that position is shortened or terminated by action of the Voting Stockholders in connection with a merger or consolidation.

#### **430 Vacancies**

430.1 Subject to Section 5.34 of the Act, whenever a vacancy occurs in the Board, other than from the expiration of a term of office, the remaining directors may either elect a qualified Voting Stockholder to fill the vacancy until the next annual meeting or a special meeting of the Members called for that purpose, or vote to eliminate the position and thus reduce the number of members on the Board, provided the reduction does not result in the number of members being less than required by Section 400.1

430.2 Subject to Section 5.34 of the Act, if a majority, but not all, of the director positions become vacant, the remaining director(s) shall first appoint qualified persons to fill sufficient vacancies to constitute a quorum. If all of the director positions become vacant, the Association President, in consultation with the nominating committee, shall appoint qualified persons to fill sufficient vacancies to constitute a quorum. Directors constituting a quorum shall then elect qualified persons to fill the remaining vacancies. The persons so appointed and elected shall hold office until the next annual meeting of stockholders or special meeting called for the purpose of director elections at which time directors shall be elected by the stockholders to fill any unexpired terms.

#### **440 Duties of Directors**

440.1 The Board shall be responsible for general control and direction of the affairs of the Association. The Board shall determine Association policy matters, periodically review the operations of the Association, and keep itself informed of the Association's fulfillment of its

objectives, goals, and responsibilities in accordance with the provisions of the Act, Regulations, and district and Bank board of director policies, procedures and objectives. The Board shall recognize that the High Plains ACA, PCA and FLCA are responsible for, and dependent on, each other's financial condition. Accordingly, the Board shall oversee the Association's affairs and establish policies with the primary objective of improving the three associations' combined financial condition.

440.2 The Board shall determine the compensation of the chief executive officer and the overall compensation plan for the Association. Also, the Board shall prescribe the duties and responsibilities of the chief executive officer, who shall be responsible for the management of the Association. The Board shall provide for payment from general funds of the reasonable and necessary expenses incurred by officers, employees, and committees of the Association in connection with the Association's business.

#### **450 Board Meetings**

450.1 Regular meetings of the Board shall be scheduled and held at least quarterly at such times and at such places as the Board or chief executive office may determine.

450.2 Special meetings of the Board shall be held whenever called by (1) the chairman or president of the Board, (2) the chief executive officer, or (3) a majority of the directors. Urgent business may be conducted by telephone conference call provided a reasonable attempt is made to reach all directors, a quorum is present, and technical arrangements permit all persons participating to hear each other. All actions taken by telephone conference shall be ratified at the next regular meeting of the Board.

450.3 Oral or written notice of each meeting of the Board, except regularly scheduled meetings specified by the board, shall be given each director by the chief executive officer, or other designated employee of the association, not less than 48 hours prior to the time of the meeting. On the signing of a waiver of notice of a meeting by a majority of directors, a meeting of the board may be held at any time.

450.4 Any action required or permitted to be taken at any meeting of the Board, or of any committee thereof, may be taken without a meeting if all members of the Board or committee, as the case may be, consent in writing, and the writing or writings are filed with the minutes of the proceedings of the Board or committee, as the case may be.

#### **460 Honoraria**

460.1 The Association may allow directors reasonable honoraria for attendance at board meetings, committee meetings, or for special assignments. The Association may also reimburse the director for reasonable expenses incurred in connection with the meetings or assignments. The Bank may share in payment of a director's honoraria when it requests a director to attend a meeting or perform a special assignment on its behalf.

#### **470 Quorum**

A majority of the Board shall constitute a quorum at any meeting of the board, and a vote of a majority of the directors present shall determine the decision of the board.

#### **480 Removal**

A director may be removed from the board by a majority vote of the Voting Stockholders present at an annual or special Members' meeting upon a motion for removal, duly made, seconded and carried, provided the notice of the meeting contains a notification that the removal is to be considered. Alternatively, an appointed director may be removed from the Board by a 2/3 majority vote of the full board (including elected and appointed directors) at any regular or special meeting, provided however, the appointed director subject to board removal action is prohibited from voting in his or her own behalf. Provided further, an appointed director subject to removal at either a Members' meeting or Board meeting shall be given an opportunity to speak on his or her own behalf at such meeting.

#### **490 Boards of PCA and FLCA**

Upon being elected or appointed as a director of the Association, such director shall automatically become a member of the Boards of Directors of PCA and FLCA and shall remain on such Boards so long as such individual remains a member in good standing of the Association's Board.

### **ARTICLE V -- OFFICERS AND EMPLOYEES**

#### **500 Election of Board Officers and Other Officers**

500.1 As soon as practicable following the annual meeting of Members, and at such other times during the year as is necessary to fill vacancies, the Board shall elect a chairman and a vice chairman from among the members of the Board.

500.2 The Board shall select a chief executive officer who shall serve at the pleasure of the Board, and shall continue in office until a successor is elected and takes office unless the chief executive officer shall resign, die, retire, or be removed by the Board. Other Association officers shall be a secretary, a treasurer, and any other salaried officers provided for by the Board. Individuals may be appointed to these positions by the Board or by the chief executive officer as prescribed in Section 510.3 of these bylaws. A combination of these offices may be held by one individual.

500.3 No individual shall be eligible to become a salaried officer or employee if within the previous 12 months the individual served as a director of the Association or Bank.

#### **510 Duties of Officers**

##### **510.1 Duties of Chairman of the Board**

The chairman (1) shall preside over all meetings of the Board and the chairman or the Board's designee shall preside over all meetings of the Association Members; (2) shall see that all orders and resolutions of the Board, regulations with respect to the Association, and all policies and procedures prescribed by the district Board of Directors and the Bank are carried into effect; and (3) shall perform such other duties as may be prescribed by the Board. The chairman may be an ex officio member of any committee of the Board.

##### **510.2 Duties of Vice Chairman of the Board**

In the absence of the chairman, the vice chairman shall perform the duties of the chairman. In the absence of both the chairman and the vice chairman, one of the other directors shall be elected by those present to preside over the meeting.

#### 510.3 Duties of the Chief Executive Officer

The chief executive officer (1) shall perform such duties and exercise such authority as vested by the Board; (2) shall be responsible for the ordinary and usual business operations of the Association; and (3) shall, unless this power is reserved to or limited by the Board, employ, supervise, and dismiss any and all officers and employees of the Association, determine their compensation, and designate the order of precedence in which the other officers shall act in the absence of any officer. The chief executive officer may have the title of President, general manager, or another title as determined by the Board.

#### 510.4 Duties of the Secretary

The secretary (1) shall keep a complete record of all meetings of the Association and the Board except those of the nominating committee, (2) shall be responsible for the corporate records of the Association, (3) shall keep the corporate seal, if any, and shall affix it to all papers requiring a seal, (4) shall make all reports required by law, and (5) shall perform such other duties as may be required by the chief executive officer and the Board.

#### 510.5 Duties of the Treasurer (Chief Financial Officer)

The treasurer (1) shall have custody of all funds, securities, and assets of the Association; (2) shall provide full and complete records of all assets and liabilities of the Association; (3) shall make such reports as may be required; (4) shall keep complete stock ownership records; and (5) shall perform such other duties with respect to the finances of the Association as may be prescribed by the chief executive officer or by the Board.

### **520 Removal**

The chairman and the vice chairman may be removed from their positions as officers of the Board, and the chief executive officer may be removed from office at any time by a majority vote of the entire membership of the Board.

### **530 Joint Management**

Unless the Board specifies otherwise, all officers appointed hereunder shall have the same positions and authorities with respect to Association, PCA and FLCA.

## **ARTICLE VI – COMMITTEES**

### **600 Board of Directors Executive Committee**

The Board may elect from its number, a minimum of two (2) directors to act with the chief executive officer or an alternate, who shall be an employee designated by the Board, as an executive committee. It shall have such authorities as delegated by the Board. Any or all of the directors who are not regular members of this committee may be designated by the Board as alternate members. A majority of the committee, whether regular or alternate, shall constitute a quorum, one person of which shall be the chief executive officer or an employee alternate.

Meetings of this committee may be conducted by telephone conference call provided a reasonable attempt is made to reach all members, a quorum is present, and the technical arrangements permit all persons participating to hear each other. Actions taken under this authority shall be reported to the Association's Board at its next regular meeting.

**610 Loan Committee**

The Board shall delegate to the chief executive officer, who may then re-delegate to designated employees or group(s) of employees the authority to approve applications for membership and loan actions or participations within specified limits. Periodic reports of actions on loans and loan applications, including participations, shall be submitted to the Board at its regular meetings, or earlier if required.

**620 Other Committees**

The Board Shall establish by separate charter an audit committee and compensation committee. The Board may, at its discretion, appoint such other committees as may be necessary, shall appoint or discharge any member of such committees, and shall prescribe the duties and responsibilities of the committees it establishes.

**630 Quorum**

A majority of any committee shall constitute a quorum.

**640 Withdrawal from Meeting**

A member of the Board or an employee or director serving on any committee shall withdraw from the meeting of the Board or committee during its deliberation and determination of any matter related to the director's or employee's personal interests and the minutes shall so state.

**650 Minutes**

Each committee shall keep a written record of its proceedings.

**660 Vacancies**

Vacancies on any committee shall be filled from among the alternates, if any, by vote of the entire Board.

**ARTICLE VII – CAPITALIZATION**

**700 General Authority to Issue**

The Board may determine the amount of the initial or additional stock in the Association to be subscribed for by borrowers served by the Association in order to meet the capital needs of the Association.

**700.1 Additional Subscriptions**

Notwithstanding the general authority to issue stock, the Association may require its Members to subscribe to additional capital to meet its capital requirements under minimum capital adequacy Regulations.

## 700.2 Stock Purchased as a Condition of Obtaining a Loan

If at any time the Association does not meet the minimum capital adequacy standard(s) established by the FCA, all stock required to be purchased as a condition of obtaining a loan shall be purchased from the Association and may not be purchased from persons other than the Association.

## **705 Ownership**

Except as otherwise required by Regulations, evidence of ownership of stock may be by book entry, or in definitive form prescribed by the Association. All stock required to be purchased as a condition of obtaining the loan shall be paid for by the time the loan is closed. The Association shall act as transfer agent for its stock. The Board may establish such rules regarding registrations of transfers as it sees fit.

## **710 Authorized Shares**

The Association is authorized to issue such amounts of stock as are necessary to meet the capital adequacy standards established under Regulations and is specifically authorized to issue:

710.1 Up to 50,000,000 shares of shares of Class A Common Stock with a par value of \$5.00 per share.

710.2 An unlimited number of shares of Class B Common Stock with a par value of \$5.00 per share;

710.3 An unlimited number of shares of Class C Common Stock with a par value of \$5.00 per share;

710.4 Up to 1,000,000 shares of Class D Common Stock with a par value of \$1,000.00 per share;

710.5 Up to 50,000,000 shares of Class E Preferred Stock with a par value of \$5.00 per share;

710.6 Up to 24,524 shares of Class F Common Stock with a par value of \$5.00 per share;

710.7 Up to 50 million shares of Class H Preferred Stock and such additional number of shares as authorized pursuant to Section 770 with a par value of \$1.00 per share;

710.8 Such number of shares of such other classes of capital stock, as may be provided for in an amendment or amendments to the bylaws adopted from time to time as provided in Article XIV and, if preferred stock, Section 770 hereof.

## **715 Capital Policy**

715.1 The Board shall establish and adopt a capitalization plan and shall establish the required capital level for Members of the Association. The required capital level of a borrower may never be less than the lesser of (a) two percent (2%) of the Member's aggregate note amount with the Association and the Subsidiaries or (b) \$1,000, nor shall it ever exceed ten percent

(10%) of the aggregate face amount of the Member's note(s), and shall be evidenced by one or more classes of stock.

715.2 Unless the Board provides otherwise in the capitalization plan (subject to Section 4.3A(c)(1)(E) of the Act and applicable Regulations), the minimum required capital level of a Member may be attained by direct purchase of stock.

715.3 Reserved.

715.4 The Board shall have authority, without Voting Stockholder approval, to change the percentages utilized to determine minimum required capital levels as long as the change is within the range authorized in Section 715.1 of these bylaws.

715.5 Changes to the minimum capital policy outside the parameters set forth in Section 715.1 shall require Voting Stockholder approval as provided in Section 770 of these bylaws.

## **720 Rights, Preferences, and Limitations of Classes of Stock**

### **720.1 Class A Common Stock (Non-voting, At-risk)**

Class A Common Stock shall be issued solely to, and shall be acquired by, the following persons: (1) Members who on or after October 6, 1988, receive allocated surplus distribution, dividend payable in stock, and/or allocated patronage refunds in the form of stock; and, (2) On or after October 6, 1988, to Members whose Class B Common Stock, Class C Common Stock or Class F Common Stock must be converted in accordance with Section 720.2, 720.3 or 720.6 of these bylaws, or is converted prior to the two year period at the request of the Member. Class A Common Stock shall be retired in accordance with Section 740.2 of these bylaws. Class A Common Stock shall be nonvoting.

### **720.2 Class B Common Stock (Voting, At-risk)**

Class B Common Stock shall be issued solely to, and shall be acquired by, borrowers and other applicants who are farmers, ranchers, or producers or harvesters of aquatic products and who are eligible to vote under the provisions of the Act and Regulations. Class B Common Stock may also be held by those borrowers who exchanged one share of Class F Common Stock for one share of Class B Common Stock in accordance with Section 4.3A(c)(1)(G) of the Act. Class B Common Stock shall be retired in accordance with Section 740.1 of these bylaws. Each Class B Common Stock holder shall hold at least one share as long as the holder continues business with the Association. Within two (2) years after the holder terminates its relationship with the Association, any outstanding Class B Common Stock shall be converted to Class A Common Stock (nonvoting stock).

### **720.3 Class C Common Stock (Nonvoting, At-risk)**

Class C Common Stock may be issued to borrowers or applicants who are: (a) rural residents to capitalize rural housing loans; (b) persons or organizations furnishing farm-related services; (c) other persons or organizations who are eligible to borrow from or participate with the Association but who are not eligible to hold voting stock. Class C Common Stock may be issued to any person who is not a stockholder but who is eligible to borrow from the Association, PCA or FLCA for the purpose of qualifying such person for technical assistance, financially related services and leasing services offered by the Association, PCA or FLCA.

Class C Common Stock may be issued at the discretion of the Association's Board to persons who sell participation interests in loans or leases to the Association. Within two (2) years after the holder terminates its relationship with the Association, any outstanding Class Common C Stock shall be converted to Class A Common Stock. Class C Common Stock shall be retired in accordance with Section 740.1 of these bylaws. Class C Common Stock shall be nonvoting.

#### 720.4 Class D Common Stock (Nonvoting, At-risk)

Class D Common Stock may be issued to any person through direct sale as provided for in the Regulations and may be retired in accordance with Section 740.1 of these bylaws. Class D Common Stock shall be nonvoting.

#### 720.5 Class E Preferred Stock (Nonvoting, At-risk)

Class E Preferred Stock shall be issued solely to, and shall be acquired by, the Bank in conjunction with any agreement of financial assistance between the Association and the Bank and as authorized under Section 770 hereof. Class E Preferred Stock shall be retired solely at the discretion of the Board. Class E Preferred Stock shall be nonvoting.

#### 720.6 Class F Common Stock (Voting, Protected)

Class F Common Stock shall be issued only as provided in the Agreement to those individuals and entities who held the same class of stock in a predecessor to the Association. The Association shall not issue any additional Class F Common Stock. Class F Common Stock shall be retired in accordance with Section 740.3 of these bylaws. Each Class F Common Stock holder shall hold at least one share as long as the holder continues business with the Association. Within two (2) years after the holder terminates its relationship with the Association, any outstanding Class F Common Stock shall be converted to Class A Common Stock.

#### 720.7 Reserved

#### 720.8 Class H Preferred Stock (Nonvoting, At-risk)

Class H Preferred Stock may be issued to members from time to time by resolution of the Board in one or more series, each series being so designated as to distinguish the shares thereof from the shares of all other series. Subject to the limitations set forth in these Bylaws, all or any of the series of Class H Preferred Stock and any of the rights and preferences between different series may be fixed and determined by the Board in a certificate of designation, but all series shall be identical except as to the following relative rights and preferences, as to which there may be variations between series: (i) the rate of dividends; (ii) the redemption prices and the terms and conditions of redemption; and (iii) the terms, and conditions, if any, upon which shares of a series may be converted into another series of Class H Preferred Stock. The rights and preferences of each series of Class H Preferred Stock, when established as set forth above, shall be deemed to be part of this Article VII, Class H Preferred Stock, when established as set forth above, shall be deemed to be part of this Article VII, Class H Preferred Stock shall have no voting rights, except as provided in Section 770 of these Bylaws. Each share of Class H Preferred Stock that is redeemed shall be cancelled and revert to an authorized but unissued share of Preferred Stock and shall be available for issuance again as part of the same or different approved series of Preferred Stock.

720.9 Other classes of capital stock shall have such rights, designations, preferences, qualifications, limitations and restrictions as shall be provided in the amendment or amendments of the bylaws establishing such classes of capital stock.

720.10 No fractional shares of stock, or cash in lieu of fractional shares, shall be issued or paid, except when necessary to implement issuance or retirement of any non-voting stock.

720.11 Loans designated for sale or sold into the secondary market.

- a) Notwithstanding the foregoing stock issuance provisions of these bylaws, no purchase or issuance of voting stock or participation certificates shall be required in the case of a loan made on or after February 10, 1996, that is designated at the time the loan is made for sale into the secondary market. Except, however, if the loan so designated for sale is not sold into the secondary market during the 180 days beginning on the date of designation, the stock purchase requirements shall apply. If the loan is sold into the secondary market after the end of the 180-day period, the stock shall be retired provided that the Association would not, after or due to such retirement, fail to meet the applicable minimum capital adequacy standards established by the FCA pursuant to the Act or Regulations promulgated thereunder.
- b) In the case of a loan made prior to February 10, 1996, but is thereafter sold into the secondary market, all outstanding stock issued in connection with the loan shall be retired provided that the Association would not, after or due to such retirement, fail to meet the applicable minimum capital adequacy standards established by the FCA pursuant to the Act or regulation promulgated thereunder.
- c) Parts a) and b) shall apply even though the Association retains a subordinated participation interest in a loan or pool of loans or contributes to a cash reserve.

## **725 Application of Earnings and Losses**

725.1 At the end of each fiscal year, the Association shall, after paying or providing for all operating expenses (including, without limitation, provisions for loan losses and losses on acquired property determined in accordance with GAAP), determine the amount of its consolidated net earnings or net losses for such year.

725.2 Any net earnings determined pursuant to Section 725.1 shall be applied in the following order of priority:

First, to the restoration of the amount of the impairment, if any, of all classes of preferred stock in the reverse order of such impairment on a pro-rata basis;

Second, to the restoration, pro rata, of the amount of the impairment, if any, of all classes of common stock on a pro-rata basis;

Third, to the restoration of the amount of the impairment, if any, of the allocated surplus account in the reverse order of impairment;

Fourth, to increase surplus to meet minimum capital adequacy standards established by Regulations;

Fifth, to increase surplus to meet Association capital adequacy standards, to such levels as is necessary to support competitive pricing at targeted earnings levels;

Sixth, to an appropriate contingency reserve as the Board, in its sole discretion, deems necessary;

Seventh, subject to the Act and the Regulations thereunder, in such manner as shall be determined by the Board, including to the payment of dividends and patronage refunds as provided for in Sections 730 and 735 of these bylaws.

725.3 Any net losses determined pursuant to Section 725.1 to the extent they exceed any contingency reserve and unallocated surplus shall, except as otherwise provided in the Act, be treated as impairing: first, allocated surplus evidenced by nonqualified written notices of allocation in the reverse order of issuance until all such allocated surplus has been impaired; second, allocated surplus evidenced by qualified written notices of allocation in the reverse order of issuance until all such allocated surplus has been impaired; third to all classes of common stock until fully impaired; fourth, to Class E Preferred Stock (if any) until fully impaired; and fifth, to Class H Preferred Stock until fully impaired. Impairments shall be considered as being applied pro rata to each share and/or unit outstanding in the class or, with respect to allocated surplus, pro rata based on year of issuance.

## **730 Dividends**

### **730.1 Non-cumulative Dividends on Common Stock**

Subject to the Act and the Regulations thereunder, and provided that at the time of declaration thereof no class of common stock shall be impaired, non-cumulative dividends may be declared on all classes of common stock as the Board from time to time may, in its sole discretion, determine. Dividends may be distributed in cash, stock which the recipient is eligible to hold, or both. Any dividends paid to the holders of common stock shall be on a per share basis without preference between classes of common stock or between holders of the same class of stock except that any class of common stock that results from the conversion of allocated surplus may be subordinated to other classes of common stock in the payment of dividends. Dividends may not be paid if the action would result in failure of the Association to meet minimum capital adequacy requirements established under Regulations. No dividends on common stock shall be paid with respect to any year for which the Association has passed an obligating resolution to distribute patronage under Section 735 hereof. In no year shall dividends on any class of common stock exceed eight percent (8%) per annum of the par value of such class.

So long as any share of Class H Preferred Stock remains outstanding, no dividend shall be paid or declared and no distribution shall be made on any class of common stock unless the full dividends for the then current dividend period and, and with respect to any series of Class H Preferred Stock that bears cumulative dividends, for the then current and all past dividend periods, on all outstanding shares of Class H Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

### **730.2 Cumulative Dividends on Preferred Stock**

Subject to the Act and the Regulations thereunder, and provided that at the time of declaration thereof no class of common stock shall be impaired, cumulative dividends or non-cumulative

dividend may be declared on one or more classes of preferred stock when, as and if declared by the Board of Directors out of legally available fund and in accordance with the certificate of designations for such class. Notwithstanding the foregoing, dividends on any class of preferred stock shall not exceed eight percent (8%) per annum of the par value of such class. Dividends may not be paid if the action would result in failure of the Association to meet minimum capital adequacy requirements established under Regulations. Dividends paid on preferred stock during a taxable year are in addition to amounts payable to Patrons from net earnings from business done with or for Patrons under Section 735. Dividends on preferred stock shall be treated as coming first from non-patronage income and then from unallocated retained earnings.

### 730.3 Mandatory Reinvestment from Dividend Payment

If at the time of any cash dividend payment any Member's investment is below the minimum required capital level for such Member, established pursuant to Section 715 of these bylaws, the Association is authorized to use part of the dividend proceeds to increase the Member's investment to such minimum required level.

## **735 Patronage Refunds**

735.1 General. Subject to the provisions of the Act and Regulations, prior to the beginning of any fiscal year or other period, the Association's Board may, by adoption of a resolution (the "Patronage Resolution"), obligate the Association to distribute its available Patronage-Sourced Net Earnings to Patrons on the basis of the quantity or value of patronage business done with the Association and its Subsidiaries. Patrons shall include Members and such other customers, borrowers and financial institutions with which the Association, PCA and/or FLCA conduct business during the fiscal year and as identified by the Board in the Patronage Resolution. Patronage-Sourced Net Earnings shall mean the net earnings of the Association, PCA and FLCA for the fiscal year, as computed under generally accepted accounting principles, attributable to patronage business done with or for Patrons. All transactions done with or for Patrons shall be deemed patronage business unless otherwise provided in the Patronage Resolution. Any outstanding Patronage Resolution that is not rescinded prior to the beginning of a fiscal year shall become irrevocable and constitute a binding legal obligation of the Association with respect to such fiscal year. Each patronage transaction shall include as part of its terms, whether the same has been expressly referred to in said transaction or not, the provisions of this Article VII of the Bylaws.

Unless a plan using an alternative equitable and nondiscriminatory basis has been approved by the Board, all patronage distributions shall be in the proportion that the amount of interest paid by, or income earned from, each Patron bears to the total interest paid by, or income earned from, all Patrons. Any earnings pool that may be established for the payment of patronage distributions shall be established on a rational and equitable basis and shall insure that each Patron receives its fair share of the earnings of the Association and bears its fair share of the expenses of the Association. The Board shall retain discretion not to pay patronage distributions on one or more of such pools provided all Patrons are treated fairly and equitably.

### 735.2 Mandatory Reinvestment from Cash Patronage Refunds

If at the time of any cash patronage refund payment any Member's investment is below the minimum required capital level for such Member, established pursuant to Section 715 of these bylaws, the Association is authorized to use the cash patronage refund proceeds, except the

portion required to be paid in cash to qualify the patronage refund as a deduction for tax purposes, to increase the Member's investment to such minimum required level.

735.3 Restrictions on Distributions. The available consolidated net earnings shall be determined after (i) making provision for the requirements of Section 725, including the setting aside of a portion of the net earnings in the unallocated surplus account, as deemed prudent for sound capital accumulation; and (ii) making provision for payment of the Association's federal income or related taxes for the fiscal year; provided, that, these amounts shall first come from net earnings, if any, attributable to sources other than patronage transactions with or for Patrons and any non-patronage-sourced net earnings not so applied shall be set aside in the unallocated surplus account. The Board in its resolution may establish a minimum level of available earnings and if the available earnings fall below this level no patronage distribution will be made.

735.4 Payment of Distributions. Patronage refunds may be in cash, Class A Common Stock, or allocations of earnings retained in an allocated surplus account, or any combination thereof. Distributions in the form of Class A Common Stock and allocated surplus may be in qualified or nonqualified form.

In the event that the total patronage distribution to a Patron is less than the minimum amount as determined annually by the Board, prior to the end of the taxable year, such distribution may be paid entirely in cash or applied to the Patron's indebtedness.

735.5 Application to Debt – Any part of the patronage allocated to a borrower, except any portion required to be allocated in cash, may, in the sole discretion of the Association, be applied to such borrower's indebtedness to the Association, PCA and/or FLCA. If the debt of a borrower is in default, any part of the patronage distribution to that borrower may, at the discretion of the Association, be applied against the borrower's indebtedness to the Association, PCA and/or FLCA.

735.6 Patron's Consent to Take Patronage Distribution into Income – Each person who hereafter applies for and is accepted to membership in this Association and each Member of this Association on the effective date of this bylaw who continues as a Member after such date, and each person who thereafter applies for and is issued stock of this Association shall, by such act alone, consent that the amount of any distributions with respect to the Member's patronage occurring after the date these bylaws were adopted, which are made in or evidenced by "qualified written notices of allocation" as defined in 26 U.S.C. §1388 (including patronage allocations of surplus account and patronage refunds paid in stock of the Association), and which are received by the Member from the Association, will be taken into account (as income) by the Member at their stated dollar amounts in the manner provided in 26 U.S.C. §1385(a) in the taxable year in which such written notices of allocation are received by the Member. Such Members also consent by such act alone, to take into account (as income) in the same manner, the amount of any distributions with respect to patronage if the Member receives written notice that such amount has been applied on the Member's indebtedness to the Association, PCA and/or FLCA.

The Association may obtain the written consent of each Patron that the amount of any distributions with respect to the Patron's patronage, which are made in or evidenced by qualified written notices of allocation, as defined in 26 U.S.C. §1388 (including patronage allocations of surplus accounts and patronage refunds paid in Class A Common Stock), and which are received by him or her from the Association, will be taken into account as income

by such person at the stated dollar amount in the manner provided in 26 U.S.C. §1385(a) in the taxable year in which such written notices of allocation are received. Such written consent shall include a consent to take into account as income in the same manner the amount of any distributions with respect to patronage provided he or she receives written notice that such amount has been applied on his or her indebtedness to the Association, PCA and/or FLCA. The form of consent shall be prescribed by the Board. Such consent shall be continuing in effect until revoked by the Patron, and it may be included as part of the loan application or other appropriate form signed by borrowers. Any revocation shall become effective only with respect to patronage occurring on or after the first day of the first fiscal year of the Association beginning after the revocation is filed with the Association. Consent may also be obtained by use of a qualified check in the manner provided for in 26 U.S.C. §1388.

735.7 Capital Adequacy Standards – Notwithstanding other provisions of this section, the Association may not distribute earnings on a patronage basis if the distribution would cause the Association to not meet its capital adequacy requirements under the Regulations.

735.8 Discretionary Retirement – If, at any time, the Board in its sole discretion shall determine that the financial condition of the Association shall not be impaired thereby, the patronage allocated to the accounts of Patrons may be retired in full or in part. No legal or equitable right to payment or redemption shall exist unless and until the Board shall have determined that funds are available and until the holder of allocated patronage shall have responded to a call for payment duly issued by the Board. Any such retirement of allocated patronage shall be made in such order of priority as shall be determined by the Board in its sole discretion.

Notwithstanding any other provision of these bylaws, the Board, in its sole discretion, shall have the power consistent with the Act and Regulations to retire the patronage allocated to any Patron in such events as death or bankruptcy, or to settle a dispute, on such terms and conditions as may be deemed appropriate by the Board, or in any instance in which the interests of the Association and its stockholders are deemed to be furthered thereby; and funds are determined by the Board to be available for such purpose. The Board will be regulated by state law.

735.9 PCA and FLCA – In the event of an Authorization Event under Section 110 hereof, where the Association arranges for the provision of credit and/or related services to its Members through PCA and/or FLCA, and such Members avail themselves of the arrangements made and maintained by the Association by borrowing or acquiring related services from PCA and/or FLCA, all net earnings or loss attributable to such provision of credit and/or related services shall be treated as net earnings or loss of the Association from business done with its Patrons and all business done with PCA and FLCA shall be treated as business done with the Association.

735.10 So long as any share of Class H Preferred Stock remains outstanding, no patronage distributions shall be made or paid, unless the full dividends for the then current dividend period and, with respect to any series of Class H Preferred Stock that bears cumulative dividends, for the then current and all past dividend periods, on all outstanding shares of Class H Preferred Stock have been paid or declared and a sum sufficient for the payment thereof set aside.

## **740 Retirement**

### **740.1 General**

Subject to Section 4.9A of the Act and Sections 740.3 of these bylaws the Board is authorized to retire all or any portion of any class of stock as it may determine, in its sole discretion, is unnecessary to meet the capital requirements of the Association and not on a date certain or on the happening of any event such as repayment of a loan or pursuant to an automatic retirement or revivement plan, and any such stock so retired shall be retired at book value not to exceed par value; provided that, the Association shall not retire stock if the action would result in failure of the Association to meet minimum capital adequacy requirements established under the Act and Regulations; and provided further, that each Voting Stockholder continuing to do business with the Association shall retain at least one share of voting stock in accordance with Sections 720.2 and 720.6 of these bylaws. Retirement of Class H Preferred Stock shall be allowed as provided in the certificate of designation for such stock.

#### 740.2 Retirement of Class A Common Stock or Class F Common Stock

Class A Common Stock may be retired only in the sole discretion of the Board, and not on the happening of any event or according to any automatic revolving or retirement plan. Class F Common Stock shall be retired as set forth in the capital adequacy plan at par value as of the date of such retirement as defined in the “eligible borrower stock” provisions of Section 4.9A of the Act and Regulations. Except as specifically allowed in Section 740.32 of these bylaws, no Class F Common Stock shall be retired other than in the ordinary course of business.

#### 740.3 Special Retirement

Except as is provided in law or Regulations, nothing in these bylaws shall restrict the authority of the Board to make special stock retirements on a case-by-case basis in consideration of the granting of forbearance, or the exchange of Association non-permanent capital for Association capital or any other appropriate business reason; provided that, the Association shall not retire stock if the action would result in failure of the Association to meet minimum permanent capital requirements, and provided further, that each Voting Stockholder continuing to do business with the Association shall retain at least one share of voting stock in accordance with Sections 720.2 and 720.6 of these bylaws.

740.31 When the debt of a holder of Class A Common Stock, Class B Common Stock or Class C Common Stock is in default on a loan or loans from the Association or the Subsidiaries, the Board may, but is not required to, retire such stock at book value not to exceed par, and apply all or part of the retirement proceeds in total or partial satisfaction of the holder’s indebtedness, as allowed by FCA Regulations.

740.32 When the debt of a holder of Class F Common Stock is in default, the Board may, but is not required to, retire such stock at par value, and apply all or part of the retirement proceeds in total or partial satisfaction of the holder’s indebtedness, as allowed by Regulations.

#### 740.4 Retirement of Class E Preferred Stock

Class E Preferred Stock shall be retired in accordance with the provisions of any agreement entered into between the Association and the Bank in consideration of the Bank providing financial assistance to the Association. The terms of the agreement shall determine whether any issue of Class E Preferred Stock shall be counted as Association permanent capital.

#### 740.5 Mandatory Reinvestment from Retirement Proceeds

If at the time of any stock retirement any Member's investment is below the required capital level established for such Member, pursuant to these bylaws, or, if retirement should cause the Member's investment to fall below such minimum capital requirement, the Association is authorized to use part of the retirement proceeds to increase the Member's investment to such minimum required level.

## **745 Allocated Surplus Account**

745.1 As set forth in the Capitalization Plan and subject to the Regulations, the Association may create an allocated surplus account consisting of earnings held therein and allocated to borrowers on a patronage basis. Allocated surplus may be evidenced by either "qualified written notices of allocation" or "non-qualified written notices of allocation," or both, as those terms are defined under Internal Revenue Code ("Code") Section 1388:

(a) All allocations in the form of qualified written notices of allocation shall be issued in annual series and shall be identified by the year of issuance. Each such series shall be retired fully or on a pro rata basis, only at the discretion of the Board, in order of issuance by years as funds are available.

(b) All allocations in the form of non-qualified notices of allocation shall be issued in annual series and identified by the year of issuance. Each annual series may be subdivided between two or more classes. Each such series, or class thereof, shall be retired in the discretion of the Board.

In the event of a net loss for any fiscal year, such allocated surplus shall be subject to impairment in the order specified herein, and on the basis of most recent allocations first as provided in Section 725.3. Only those persons to which allocated surplus may be issued may own such allocated surplus.

745.2 The Association and Subsidiaries, as applicable, shall have a first lien on all surplus account allocations owned by any borrower, and all distributions thereof, as collateral for the borrower's indebtedness to the Association and Subsidiaries.

745.3 When the debt of the borrower is in default or is in the process of final liquidation by payment or otherwise, the Board may, but is not required to, retire any and all surplus allocations owned by such borrower to be applied on the indebtedness as allowed by FCA Regulations.

745.4 The Board is authorized to retire all or any portion thereof of the allocated surplus as it may, in its sole discretion, determine unnecessary to meet the capital requirements of the Association, and not on a date certain or on the happening of any event. The Association shall not retire any allocated surplus if the action would result in the failure of the Association to meet minimum capital adequacy requirements established under the Act and Regulations. The retirement of allocated surplus is subordinated to the rights of the holders of common stock to have their stock retired at book value not to exceed par. Any allocated surplus account protected under the provisions of Section 4.9A of the Act shall be retired in accordance with the provisions of said section.

## **750 Transferability**

750.1 Subject to Section 700.2 of these bylaws, all classes of stock shall be transferable to any holder to which such respective classes of stock may be issued in accordance with Section 720, et seq.

750.2 The Association shall be its own transfer agent in all matters relating to its capital stock.

750.3 Stock shall not be pledged or hypothecated to third parties, except as provided in the Regulations and these bylaws, and may be transferred on the Association's books only as authorized by these bylaws.

#### **755 First Lien**

All capital stock is subject to a first lien in favor of the Association, PCA or FLCA, as applicable, to secure any indebtedness of the holder of such capital investment.

#### **760 Distribution on Liquidation**

In the event of liquidation or dissolution of the Association, any assets of the Association remaining after payment or retirement of all liabilities shall be distributed in the following order of priority:

First, to the holders pro rata of Class H Preferred Stock (if any) until an amount equal to the aggregate par value of all such shares then issued and outstanding, plus declared but unpaid accrued dividends, has been distributed to such holders;

Second, to the holders, pro rata, of all other classes of preferred stock, until an amount equal to the aggregate par value of all such shares then issued and outstanding has been distributed to such holders;

Third, to the holders, pro rata, of all classes of common stock, until an amount equal to the aggregate par value of all such shares then issued and outstanding has been distributed to such holders;

Fourth, to the holders of allocated surplus evidenced by qualified written notice of allocations, in the order of year of issuance and pro-rata by year of issuance;

Fifth, to the holders of allocated surplus evidenced by non-qualified written notice of allocations, in the order of year of issuance and pro-rata by year of issuance;

Sixth, any remaining assets of the Association after such distributions shall be distributed to present and former Patrons, including Patrons of any predecessor association, on a patronage basis, to the extent practicable.

#### **765 Loan Fees**

The Board shall have the authority to establish loan origination fees or other such fees as they determine appropriate.

#### **770 Issuance of Preferred Stock and Amendments to Capitalization Bylaws**

Any amendments to this Article VII or to the capitalization bylaws of PCA and FLCA, except those of a technical nature not affecting substantive rights, shall not become effective unless

approved by a simple majority of the holders of Class B Common Stock and Class F Common Stock voting, in person or by proxy, at a meeting properly called as provided for in these bylaws. Each issuance of preferred stock shall be approved by a majority of the shares voting of each class of equities adversely affected by the preference, voting as a class, whether or not such classes are otherwise authorized to vote.

## **ARTICLE VIII – EXECUTION OF DOCUMENTS**

### **800 Transactions with Supervising Bank, Releases, and Uniform Commercial Code Transactions**

All documents required to be executed in connection with transactions with the Bank, and releases of security, including releases and satisfactions of judgments, subordination agreements, and all security agreements, financing, continuation and termination statements, and other writings relating to secured transactions within the meaning of the Uniform Commercial Code, may be executed in the name of the Association by the chief executive officer or the chief executive officer's designee who shall be identified by name and/or title in a report to the Board and recorded in the minutes of the Board meeting.

### **810 Other Transactions**

Bonds, contracts, conveyances, and all other documents, except checks and vouchers of the Association, shall be signed by the chief executive officer or any other officer of the Association designated by resolution of the Board, and, when required, shall be attested to by the secretary or any assistant secretary of the Association. When the Association holds a mortgage containing a provision for foreclosure by the Association under a power of sale, the Board, or the chief executive officer, if authorized by the Board, may, at either's discretion, convey the mortgaged property in the name of the Association. No person shall sign and attest the same document.

### **820 Expenses and Checks**

The chief executive officer or any other employee(s) designated by the chief executive officer shall approve and pay all expenses of the Association and shall sign all checks and vouchers issued by the Association.

## **ARTICLE IX -- RECORDS AND REPORTS**

### **900 Records**

900.1 Copies of the organization papers of the Association, returns of Association elections, proceedings of all regular and special meetings of stockholders and directors, the bylaws and any amendments thereto, resolutions of the Board and reports of all committees shall be maintained in the Association's corporate records. The minutes of all committees and of the Board shall be signed by their respective chairmen or presiding officers and attested to by the person acting as secretary of the meeting.

900.2 To protect the confidentiality of the resolutions adopted by the Board in casting the ballots for nominations and election of Bank board of director members, the minutes shall reflect that balloting was held and the results of the balloting were mailed to the independent auditor prescribed by the Bank.

900.3 Association director ballots and proxy ballots shall be physically safeguarded before the time of distribution or mailing to Voting Stockholders and after the time of receipt by the Association until disposal. Ballots, proxy ballots, and election records shall be retained until the term of office of the director has expired and promptly destroyed thereafter.

900.4 The Association shall provide for an independent auditor or for the establishment of a Tellers Committee or other designated group of persons which shall be responsible for validating ballots and proxies and tabulating election results. Association directors, officers, and employees shall make no public announcement of the results of the election before the independent auditor or Tellers Committee or other designated persons have validated the results of the election.

## **910 Reports**

As required by Regulations or more often as determined by the Board, the Association shall make available to each Member a written financial report, including a statement of income and expense and a statement of condition which shall conform to generally accepted accounting principles and Regulations. Such reports shall be consolidated reports reflecting the activities of PCA and FLCA to the extent required by the FCA.

## **ARTICLE X – UNCLAIMED PROPERTY**

The Association shall seek to pay the owners the proceeds of any retirement of stock and any accrued dividends. In the event the Association, after a period of seven (7) years from the date payable, is unable to determine the address or whereabouts of the owner or the heirs and assigns of the owner, the funds may be taken into income of the Association unless other disposition is required by State law.

## **ARTICLE XI – FISCAL YEAR**

The fiscal year of this Association shall end on the last day of December in each year.

## **ARTICLE XII – SEAL**

The following impression or ink stamp facsimile thereof is the seal of this Association. This is presently Non-Applicable in the State Of Kansas.

(seal)

## **ARTICLE XIII – INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES**

### **1300 Indemnification**

1300.1 The Association shall indemnify, to the fullest extent permitted by law, any director, officer or employee who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he/she is, or was, a director, officer or employee of the Association, or is or was serving at the request or direction of the Association as a director, officer, employee, agent, administrator, advisor, fiduciary or member of another corporation,

partnership, joint venture, holding company, subsidiary, trust, retirement or other employee benefit plan or other organization or entity against expenses (including attorneys' fees), judgments, fines, penalties and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit or proceeding.

1300.2 The Association may indemnify any agent of the Association, including any person who is not an Association director, officer, or employee who is or was serving at the written request or direction of the Association, as a fiduciary member of a trust, retirement or other employee benefit plan, to the same extent as and under the same provisions applicable to directors, officers and employees, but only by specific action of and to the extent designated by the Board.

### **1310 Additional Indemnification Provisions**

Notwithstanding any other provision of this article, a director, officer or employee of the Association who has been successful, on the merits or otherwise, in the defense of any suit or proceeding referred to in Section 1300 of this article to which he/she was a party shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with such suit or proceeding.

### **1320 Procedure**

Any indemnification under Section 1300 of this article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances. Such determination shall be made (1) by the Board by a majority vote of directors who were not parties to such action, suit or proceeding, even though less than a quorum, or (2) if such a majority is not obtainable, or even if obtainable, a majority of disinterested directors so directs, by independent legal counsel in a written opinion. For the purposes of this Section 1320, independent legal counsel shall be selected by a majority of disinterested directors or, if such a majority is not obtainable, by the Board.

### **1330 Advances of Expenses**

Notwithstanding the provisions of Section 1320, reasonable expenses incurred in defending any civil or criminal action, suit or proceeding, shall be paid by the Association in advance of the final disposition of such action, suit or proceeding, if the director, officer or employee shall undertake to repay such amount to the extent that it is ultimately determined, as provided herein, that such person is not entitled to indemnification for such amount. Advances of expenses shall be made promptly and, in any event, within 30 days, upon the written request of the director, officer or employee. Notwithstanding the foregoing, no advance shall be made by the Association if and to the extent a determination is reasonably made pursuant to Section 1320 that the director, officer or employee is not entitled to indemnification for such expenses pursuant to Section 1300.

### **1340 Right of Claimant to Bring Suit**

i.) If a claim for indemnification or advancement under this article is not paid in full by the Association within thirty (30) days after a written claim therefore has been received by the Association, the claimant may any time thereafter bring suit against the Association to recover the unpaid amount of the claim and, if successful, in whole or in

part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking has been tendered to the Association) that the claimant has not met the standards of conduct which make it permissible under the applicable law for the Association to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Association.

ii.) Neither the failure of the Association (including its Board or independent legal counsel) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he/she has met the applicable standard of conduct, nor an actual determination by the Association (including its Board or independent legal counsel) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

### **1350 Contractual Rights**

The right to be indemnified or to the reimbursement or advancement of expenses pursuant to this article (i) is a contract right based upon good and valuable consideration pursuant to which the person entitled thereto may bring suit as if the provisions hereof were set forth in a separate written contract between the Association and the director, officer or employee, (ii) is intended to be retroactive and shall be available with respect to events occurring prior to the adoption hereof, and (iii) shall continue to exist after the rescission or restrictive modification thereof with respect to events occurring prior thereto. However, this article does not constitute a contract of employment or any terms and conditions of employment, and does not alter the employment status of any employee.

### **1360 Requested Service**

Any director, officer or employee of the Association serving, in any capacity, (i) another entity of which a majority of the securities entitled to vote in the election of its directors or comparable executives is held directly or indirectly by the Association and/or other system entities, (ii) any employee benefit plan of the Association or of any entity referred to in clause (i) above, or (iii) any committee, subcommittee, special asset group or other similar body related to the system, shall be deemed to be doing so pursuant to authorization in writing by the Board.

### **1370 Other Rights**

The indemnification provided by this article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any insurance or other agreement, vote of shareholders or directors or otherwise, both as to actions in their official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director, officer or employee and shall inure to the benefit of the heirs, executors and administrators of such person. The Association may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or who is or was serving in any of the capacities referred to in Section 1300 hereof against any liability asserted against him/her or incurred by him/her in any such capacity, or arising out of his or her status as such.

**1375 FCA Penalties**

Notwithstanding any other provision of these Bylaws, the Association may neither indemnify, nor purchase and maintain insurance to indemnify, directors, officers, employees or agents against penalties, or other payments incurred as a result of an administrative proceeding or action instituted by the FCA, which results in a final order assessing civil money penalties personally against such individual(s) or requiring affirmative action by such individual(s) to make payments to the Association, PCA or FLCA; provided, however, that the Association may purchase and maintain insurance to indemnify such persons against costs and expenses (including attorneys' fees) related to such action or proceeding; and provided, further, that the Association may both indemnify and purchase and maintain insurance to indemnify such persons against any such costs and expenses in the event and to the extent no such penalties or payments are finally assessed or ordered.

**1380 Applicable Law**

Interpretation of these bylaws shall be under the laws of the State of Kansas.

**ARTICLE XIV – AMENDMENTS**

**1400 Board Authority to Amend Bylaws**

Except as otherwise provided in Section 1405 below, these bylaws may be altered, amended, or repealed by a vote of the majority of the entire membership of the Board provided the notice of the meeting shall contain the exact language of the proposed change or amendment.

**1405 Shareholder Approval Required for Certain Amendments**

Any amendments to Article VII, Capitalization, except those of a technical nature not affecting substantive rights, shall not become effective unless approved by a simple majority of the holders of Class B Common Stock and Class F Common Stock voting, in person or by proxy, at a meeting properly called as provided for in these bylaws. Any amendment to Article VII which authorizes the issuance of preferred stock shall be subject to the approval of stockholders as provided in Section 770 hereof.