



[Login](#) > [Procedures & Limitations](#) > [Nomination Form](#) > [Confirmation](#)

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## Board of Directors Nominations Period:

**Sept. 17 – Oct. 17, 2008**

To the Member Banks of the Eighth Federal Reserve District:

An election will be held under the provisions of Section 4 of the Federal Reserve Act, as amended, to choose successors to the following directors of this Bank.

### Class A Director

J. Thomas May  
Chairman and CEO  
Simmons First National  
Corp.  
Pine Bluff, Ark.

### Class B Director

Gregory M. Duckett  
Senior Vice President & Corporate  
Counsel  
Baptist Memorial Health Care Corp.  
Memphis, Tenn.

**Please log in to continue, using the access code and password that you received via U.S. mail. If you need assistance, please call Lori Harms at 314-444-8530 or Sandra Ehrhardt at 314-444-8527.**

**Access Code:**

**Password:**



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## Nomination Procedures

To the Member Banks of the Eighth Federal Reserve District:

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### Class B Director

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Senior Vice President & Corporate  
Counsel  
Baptist Memorial Health Care Corp.  
Memphis, Tenn.

Mr. May was elected by banks in Group 2 to a three-year term that expires Dec. 31, 2008. He is eligible for re-election for a term that will expire Dec. 31, 2011. His successor will be chosen by banks in Group 2, which consists of member banks having capital and surplus of more than \$6.8 million, but less than \$40 million.

Mr. Duckett was elected by banks in Group 1 to the unexpired portion of a three-year term that expires Dec. 31, 2008. He is eligible for re-election for a term that will expire Dec. 31, 2011. His successor will be chosen by banks in Group 1, which consists of member banks having capital and surplus of \$40 million or more.

This web site lists the member banks in each classification. (See: [Group 1](#), [Group 2](#), [Group 3](#).) The group in which a member bank is entitled to vote is determined by its classification as of Sept. 17, 2008, even though its capital and surplus may subsequently change before the date of the election.

Each bank participating in this election\* may make a nomination as follows: Each bank in Group 2 may nominate one candidate for Class A director, and each bank in Group 1 may nominate one candidate for Class B director. ([See the limitations on eligibility for nomination for Class A and Class B directors below.](#)) **The nominations must be made by a duly authorized officer of the bank and submitted on or before Oct. 17, 2008.**

On Oct. 31, 2008, a list of the candidates (including an indication of who nominated each candidate) will be available, and a memo will be mailed to each bank in the voting groups. The memo will contain an access code and password for online voting. Online voting must be completed by 2 p.m. on Nov. 18, 2008. At that time, the online ballots will be tallied, and results of the election will be announced. The candidates are invited to be present or represented on that occasion.

Online ballots must be executed by an officer authorized to cast the vote and [listed here](#). If a voting bank wishes to change its authorized officers for voting, a form for such purpose will be furnished upon request by calling 314-444-8530.



While the banks in Group 3 will not vote in this election, this web site is available for their information. Group 3 consists of member banks having capital and surplus of \$6.8 million or less.

*Irl F. Engelhardt*  
*Chairman of the Board*  
*Sept. 17, 2008*

\*Section 4 of the Federal Reserve Act, as amended, provides that whenever member banks in the same Federal Reserve district are subsidiaries of the same bank holding company, participation in the nomination and election is confined to the member bank designated for that purpose by the holding company.

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## Limitations on Eligibility for Nomination

Section 4 of the Federal Reserve Act, as amended, contains the following provisions:

- Class A shall consist of three members, without discrimination on the basis of race, creed, color, sex or national origin, who shall be chosen by and be representative of the stockholding banks. . . . No officer or director of a member bank shall be eligible to serve as a Class A director unless nominated and elected by banks which are members of the same group as the member bank of which he is an officer or director. . . . Any person who is an officer or director of more than one member bank shall not be eligible for nomination as a Class A director except by banks in the same group as the bank having the largest aggregate resources of any of those of which such person is an officer or director.
- Class B shall consist of three members, who shall represent the public and shall be elected without discrimination on the basis of race, creed, color, sex or national origin, and with due but not exclusive consideration to the interests of agriculture, commerce, industry, services, labor and consumers. . . . No director of Class B shall be an officer, director or employee of any bank.
- No Senator or Representative in Congress shall be a member of the Board of Governors of the Federal Reserve System or an officer or a director of a Federal Reserve Bank.

The Board of Governors of the Federal Reserve System has issued the following guidelines concerning qualifications of Class A and B directors:

- Class A directors should be representatives of the member banks by which they are elected [and] should be residents of the district in which the Federal Reserve Bank is located.
- The Federal Reserve Banks will be served best by directors who can contribute to the System's understanding of the economic conditions of their district and the effect of those conditions on the economy as a whole. They should be familiar with the economic and business community of the territory for which they are selected.
- A person whose sole occupation is that of the officer of a savings and loan association is not eligible for election as a Class B director of a Federal Reserve Bank.

The Board of Governors has a long-standing policy that activity that might be interpreted as associating the Federal Reserve

with any political party or political activity is inconsistent with service as a Bank director. In addition, holding a public office in the service of the United States, or of any state, territory, county, district, municipality or political subdivision similarly is inconsistent with service as a Bank director.

Questions about eligibility to serve should be directed to the Secretary of the Bank.

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**To nominate a candidate for the Board of Directors, please continue to the nomination form.**

[Continue](#)



## NOMINATION AND ELECTION OF DIRECTORS

Login > Procedures & Limitations > Nomination Form > Confirmation

## Nomination Form

### Nominator Information

**Name**

Prefix

--

First

Middle Initial

Last

Suffix

Organization Name

CADENCE BANK, N.A.

Title

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I, the above nominator, duly authorized by my employing bank, hereby nominate the following nominee as Director of the Federal Reserve Bank of St. Louis in accordance with the provisions of Section 4 of the Federal Reserve Act.

### Nominee Information

I nominate the following person as a Class B Director:

**Name**

Prefix

--

First

Last

Suffix

Occupation

**Business Address**

Street

City

State

--

Zip Code

Telephone

- -

**By submitting this nomination, you are agreeing that you are an eligible nominating member.**

When you submit this form, your bank's nomination will be complete and final. Additional nominations are not permitted.

Your nomination may be verified by phone.





[Login](#) > [Procedures & Limitations](#) > [Nomination Form](#) > **Confirmation**

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## Confirmation

Your nominations have been submitted.

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