

Instructions for Amending the Bylaws of an Institution

These instructions should be used when submitting amendments to bylaws pursuant to Title 7 P.S. § 204.

Section I - General Information

Confidential Information: The Institution may designate all or portions of documents submitted to be confidential to the extent the document contains trade secrets, confidential proprietary information, or other privileged or confidential information, the disclosure of which would cause substantial harm to an institution or impair the safety or soundness of an institution. Designations of confidentiality must be prominently indicated on the application, documents or attachments thereto.

Articles of Incorporation: Institutions must ensure the bylaws and any amendments thereto do not conflict with law or the Institution's Articles of Incorporation. A general sample of bank bylaws may be found on the Department's website under Banks, Forms and Applications.

Section II – Required Documentation

In support of the bylaws amendments, Institutions must submit the following documentation with the Bureau of Bank Supervision.

1. **Bylaws:** A complete copy of the Institutions bylaws including the amendments which must be specifically highlighted or indicated in some manner, preferably by track changes or similar method.
2. **Corporate Approval:**
 - (a) **Stock Banks.** If the Board of Directors are empowered by the Articles of Incorporation or the existing bylaws to amend the Bylaws, a Board Resolution indicating a majority vote approving the amendments or a copy of the meeting minutes wherein it is indicated the vote was taken and recorded. A sample resolution is attached as Appendix "A." If shareholders are required to approve the amendments, then a certified copy of the Resolution of the shareholders or Consent of the Sole Shareholder approving the amendment.

Note: Title 7 P.S. § 204(a) prohibits the Board of Directors of a stock bank from fixing the qualifications, classification or terms of office of directors.

- (b) **Mutual Savings Bank.** A Board Resolution of the Trustees indicating a majority vote approving the amendments or a copy of the meeting minutes wherein the vote was taken and recorded unless the Articles or bylaws provide otherwise for amendment approval.

Appendix "A"

**AMENDMENT TO THE BYLAWS OF
[NAME OF INSTITUTION]**

I HEREBY CERTIFY that I am the Secretary of [Name of Institution] and that I am presently serving in this position in accordance with the bylaws of the bank.

I HEREBY FURTHER CERTIFY that at a meeting of the Board of Directors of the bank, duly called and convened in accordance with the laws of the Commonwealth of Pennsylvania and held on [Date], the following Resolution was adopted:

RESOLVED, that Article [Number], Section [Number], shall read as follows:

[Amended Section of the bylaws, restated in its entirety]

I HEREBY CERTIFY that the above resolution was adopted, confirmed, ratified, and approved unanimously by the Board of Directors of the bank and that the bylaws, as amended, are presently in full force and effect.

IN WITNESS WHEREOF, I hereunto set my hand and the seal of this institution on [Date].

SEAL

[Name of Officer]
Secretary