

## **Application for Charter or Bylaw Amendment**

### **General Information and Instructions**

#### **Preparation and Use**

This application seeks approval from the Office of the Comptroller of the Currency (OCC) for a federal savings association (FSA) or covered savings association (CSA) (collectively, applicant) to effect a charter or a bylaw amendment under 12 CFR 5.21(f), 12 CFR 5.21(j), 12 CFR 5.22(f), or 12 CFR 5.22(j).

An FSA or CSA must file an application with the OCC if the applicant proposes to adopt a charter that differs from the standard form or any of the optional charter amendments. In addition, an FSA or CSA must file an application with the OCC if the proposed bylaw amendment is inconsistent with the language in the OCC's model or optional bylaws and is not a bylaw making a corporate governance election.

All questions must be answered with complete and accurate information that is subject to verification.

The information required in the application is not intended to limit the applicant's presentation nor is the information intended to duplicate information supplied on another form or in an exhibit. For such information, a cross-reference to the information is acceptable. Any cross-reference must be made to a specific cite or location in the documents, so the information can be found easily. Supporting information for all relevant factors, setting forth the basis for the applicant's conclusions, should accompany the application. The regulatory agency may request additional information.

This application form collects information that the OCC will need to evaluate an FSA or CSA charter or bylaw amendment. The OCC must consider the applicable regulatory requirements when acting on this application. For additional information regarding these regulatory requirements, as well as processing procedures and guidelines and any supplemental information that may be required, refer to the OCC's procedural guidelines in the *Comptroller's Licensing Manual*. The applicant may contact the OCC directly for specific instruction or visit its Web site at [www.occ.gov](http://www.occ.gov).

#### **Submission**

The OCC encourages electronic filing for all filings. The *Comptroller's Licensing Manual* describes the OCC's electronic filing procedures. The OCC's electronic filing system, called the Central Application Tracking System (CATS), allows applicants to complete and submit certain filings online. Some forms can be completely filled out online, while other forms and supporting documents may be completed offline and uploaded individually. For e-mail submissions, contact the OCC for instructions and information about secure transmission of confidential material.

#### **Confidentiality**

Any applicant desiring confidential treatment of specific portions of the notice must submit a request in writing with the notice. The request must discuss the justification for the requested treatment. The applicant's reasons for requesting confidentiality should specifically demonstrate the harm (for example, loss of competitive position, invasion of privacy) that would result from public release of information (5 USC 552 or relevant state law). Information for which confidential treatment is requested should be (1) specifically identified in the public portion of the notice (by reference to the confidential section); (2) separately bound; and (3) labeled "Confidential." The applicant should follow the same procedure when requesting confidential treatment for the

subsequent filing of supplemental information to the notice. Contact the OCC for any further questions regarding requests for confidential treatment.

## Application for Charter or Bylaw Amendment

### Applicant

Name  Charter #   
Street Address   
City  County  State  Zip Code

### Parent Company Identifying Information *(if applicable)*:

Name   
Street Address   
City  State  Zip Code

### Contact Person:

Name  Title   
Employer   
Street Address   
City  State  Zip Code   
Phone No.  Fax No.  E-mail

**Overview:** *(Please provide the pertinent information and answer all applicable questions.)*

1. Date of Application: \_\_\_\_\_  
Month/Day/Year
2. Type of Amendment (*check all that apply*):     ☐ Charter     ☐ Bylaws
3. **An application would be exempt from expedited review if the response to 3(a), 3(b) or 3(c) is “Yes.”**
  - a. Would the proposed amendment to the charter render more difficult or discourage a merger, tender offer, or proxy contest, the assumption of control by a holder of a block of the association's stock, the removal of incumbent management, or involve a significant issue of law or policy?  
☐ Yes ☐ No ☐ N/A  
If yes, provide the reason for that conclusion.
  - b. Would the proposed bylaw amendment involve a significant issue of law or policy, including indemnification, conflicts of interest, and limitations on director or officer liability?  
☐ Yes ☐ No ☐ N/A  
If yes, provide the reason for that conclusion.
  - c. Is the proposed bylaw amendment inconsistent with the requirements of 12 CFR 5.21(j) (for mutual FSAs) or 12 CFR 5.22(k) through (n) (for stock FSAs); applicable laws, rules, or regulations; or the FSA’s charter.  
☐ Yes ☐ No ☐ N/A  
If yes, please provide the reason for that conclusion.
4. Provide a copy of the proposed charter or bylaw amendment with a second copy marked to show how the proposed amendment varies from the current charter or bylaws.
5. Provide a statement or certification that the proposed amendment has been adopted by a majority of the board of directors, including the date of adoption.
6. Provide a statement on whether the proposed amendment will be or has been approved by the shareholders or members, and, if applicable, the date of the shareholders’ or members’ meeting.
7. If a non-preapproved anti-takeover amendment is proposed for an FSA stock charter, the legal opinion required by 12 CFR 5.22(h) must be provided as to whether the proposed charter amendment is valid under the applicable state law.
8. Please attached any additional information required, pursuant to 12 CFR 5.21(f), 12 CFR 5.21(j), 12 CFR 5.22(f), or 12 CFR 5.22(j).

*NOTE: The OCC may request additional information or may impose conditions for such an amendment or determine that such an amendment does not comply with 12 CFR 5.21(f), 12 CFR 5.21(j), 12 CFR 5.22(f), or 12 CFR 5.22(j).*

## OCC CERTIFICATION

**I certify that the bank's board of directors, shareholders or a designated official has authorized the filing of this notice.** I certify that the information contained in this notice has been examined carefully and is true, correct, complete and current as of the date of this submission.

I acknowledge that any misrepresentation or omission of a material fact with respect to this notice, any attachments to it, and any other documents or information provided in connection with this notice may be grounds for the OCC to require cessation of the proposed activity, and may subject the undersigned to legal sanctions, including the criminal sanctions provided for in Title 18 of the United States Code.

I acknowledge that the activities and communications by OCC employees in connection with the filing do not constitute a contract, express or implied, or any other obligation binding upon the OCC, the United States, any agency or entity of the United States, or any officer or employee of the United States, and do not affect the ability of the OCC to exercise its supervisory, regulatory and examination authorities under applicable law and regulations. I further acknowledge that the foregoing may not be waived or modified by any employee or agent of the OCC or the United States.

\_\_\_\_\_  
President or other authorized officer

Typed Name

Title

Employer