

First Meeting of Organizers

The meeting of the organizers of (*name of national bank or Federal savings association, in organization*) a national banking association or Federal savings association, created and existing under and by virtue of the laws of the United States, was held at _____ (a.m. or p.m.), in (*name of city or town*), state of _____ on the _____ day of _____, _____, pursuant to call and waiver of notice by all the organizers.

Upon motion duly made, seconded, and carried, _____ was chosen as chairperson of the meeting and _____ was elected as secretary of the meeting.

The roll of the organization was called and the following organizers, representing a majority of the organizers, were present in person (*list each organizer separately*). The following organizers did not attend (*list each organizer separately*).

The chairperson announced that the first order of business was to execute the Articles of Association and Organization Certificate or Charter and Bylaws and to forward those documents to the OCC. On motion duly made, seconded, and carried, the following resolution was duly adopted.

RESOLVED that the Articles of Association and Organization Certificate or Charter and Bylaws of this association be adopted and filed with the OCC.

The chairperson announced that the Articles of Association provide that the number of directors shall be fixed by resolution at the first meeting of shareholders, but that number may not be less than 5 nor more than 25, unless the OCC has granted permission for the board to have more than 25 directors. (Alternate language for Federal savings associations: The chairperson announced that the Charter provides that the number of directors shall be stated in the bylaws, but that the number may not be less than 5 nor more than 15, unless a greater or lesser number is approved by the OCC.) On motion made, seconded, and carried, the following resolution was duly adopted:

RESOLVED that the number of organizing directors until the first meeting of shareholders of the association be fixed at _____.

The chairperson called for the nomination of organizing directors. The following persons, who were cleared by the OCC (including the chief executive officer), were nominated for the office of organizing director of the association to serve until the first meeting of shareholders and until their respective successors have been duly elected and qualified (*list each nominee separately*).

No further nominations having been made, the nominations were closed, and the organizers proceeded to vote on the nominees. The vote having been taken and counted, the nominees were found to have been duly elected organizing directors of the association to serve until the first meeting of shareholders and until their respective successors are duly elected and have qualified.

The OCC's preliminary conditional approval letter was discussed and is attached to these minutes. The chairperson advised the board that it is to advise the OCC [and the FDIC (*if the bank is to be an insured institution*)] at any time during the organization phase if a significant change occurs.

After discussion, (*organizing chairperson, secretary, or chief executive officer*) was designated as the person to initiate and receive all future correspondence from the OCC (contact person). [*If the contact person has changed from the application phase, add the following statements: On motion duly made, seconded, and carried, the following resolution was duly adopted.*

RESOLVED that the board of directors:

- Revoke the appointment of contact person, dated (*date*) that designated (*name*) as the contact person in connection with the charter application.
- Designate (*name*), who lives at (*number and street*) in (*city, state, and ZIP code*), as our new contact person. (*Name*) may be contacted during normal business hours by telephone at (*phone number*) and by e-mail at (*e-mail address*).
- Authorize (*new contact person's name*) to represent us before the OCC, to receive all correspondence and documents from the OCC, to keep the organizers informed of all communication with the OCC, and except when the OCC requires personal action by the organizers, to do what is necessary to apply for and organize a national bank.

The chairperson directed the secretary to notify the OCC of (*name*)'s designation.

There being no further business to come before the meeting, on a motion duly made and seconded, the meeting was adjourned.

Chairperson of the Meeting

Secretary of the Meeting