

233 South 13th Street, Suite 700
Lincoln, Nebraska 68508
Phone: (402) 474-1555
Fax: (402) 474-2946
www.nebankers.org



Date: April 1, 2024

To: NBA Member Institutions

From: Jerry Stilmock, NBA Associate General Counsel

CC: Richard Baier, NBA President & CEO

Subject: Notice of Proposed Amendments to NBA Amended & Restated Articles of Incorporation

In accordance with the Nebraska Bankers Association Amended and Restated Articles of Incorporation, you are notified of proposed amendments, which will be voted upon by the NBA members at the NBA Annual Meeting on Thursday, May 9, 2024, at 11:00 a.m. CST at the Embassy Suites in La Vista. The annual meeting will be held during the NBA Annual Convention. The proposed amendments include:

- Gender-neutral terminology has been incorporated throughout the document (multiple locations);
- Convention delegates must vote in person, unless otherwise authorized by the NBA Executive Committee (Article IV);
- Reduces number of at-large board members from three to two and minimum number of board members from largest financial institutions from eight to seven (Article V);
- Clarifies that location of certain board members will be geographically identified by their institution's charter location/primary base of operations in Nebraska (Article V);
- Adjust timeframe for new institutional member to be considered eligible to have a representative serve as a board member (Article V);
- Removes antiquated reference to voting by secret ballot for vice-chair (Article VII);
- Clarifies NBA Associate Membership categories of digital asset depository institutions and financial technology companies (Article X);
- Authorizes new NBA Associate Membership category of Higher Education Student (student membership) (Article X); and
- Removes outdated references to trust companies (Articles V and X).

If there are any questions or comments, please contact me at the NBA at 402-474-1555, jerry.stilmock@nebankers.org or Richard Baier at richard.baier@nebankers.org.