

BUREAU OF FINANCIAL INSTITUTIONS
Department of Professional and Financial Regulation
State of Maine
March 11, 2020

BULLETIN #82 Annual meetings

To Chief Executive Officer Addressed:

Questions have been raised whether Maine-chartered financial institutions and their holding companies may modify the date of, or cancel, the required annual meetings of corporators of mutual organizations, shareholders of stock organizations, or members of credit unions. The questions arise given recent statements by the Centers for Disease Control (CDC) that certain individuals should avoid gathering in large groups to avoid exposure to COVID-19, a novel coronavirus that causes respiratory illness.

The Superintendent of the Bureau of Financial Institutions does not have authority to waive the statutory requirements related to annual meetings, however, for the remainder of 2020 the Superintendent will exercise his regulatory discretion by taking **no action** against an institution for a violation of law or corporate bylaw relating to annual meetings of corporators, shareholders, or members.

Financial institutions must make efforts to conduct required meetings in a reasonable time. Some institutions may wish to explore alternative methods for conducting meetings in order to accommodate those individuals who do not want to attend in person, including, but not limited to, proxy voting and voting by ballot. If alternative methods require modifications to organizational bylaws, the Maine Banking Code requires Maine financial institutions and their holding companies to provide notice of bylaw amendments to the Superintendent. Credit unions must have bylaw amendments approved by the Superintendent in writing.

As financial institutions evaluate options to address concerns about COVID-19, they must ensure that any course of action maintains a functioning board of directors with clear corporate authority.

March 11, 2020

/s/

Lloyd P. LaFountain III, Superintendent

Note: This bulletin is intended solely for informational purposes. It is not intended to set forth legal rights, duties, or privileges, nor is it intended to provide legal advice. Readers are encouraged to consult applicable statutes and regulations and to contact the Bureau of Financial Institutions if additional information is needed.