

# NEW VBA BOARD MEMBER ORIENTATION

BRUCE WHITEHURST

PRESIDENT & CEO | VIRGINIA BANKERS ASSOCIATION

[BRUCE@VABANKERS.ORG](mailto:BRUCE@VABANKERS.ORG) | M: 804-241-3223

# ABOUT THE VBA

- **Founded:** 1893
- **Headquartered:** Glen Allen, VA
- **Staff:** 27
- **2022-2023 Chairman:** Christopher W. Bergstrom,  
President & CEO, John Marshall Bank



VIRGINIA BANKERS  
ASSOCIATION

# MISSION & GUIDING PRINCIPLES

**Mission:** *Enhance banks' ability to serve their customers and communities.*

**Guiding Principles:**

- Industry Unity
- Strong Advocacy
- Meaningful Solutions
- Proactive Posture
- Unparalleled Relationships
- Financial Strength & Revenue Diversification

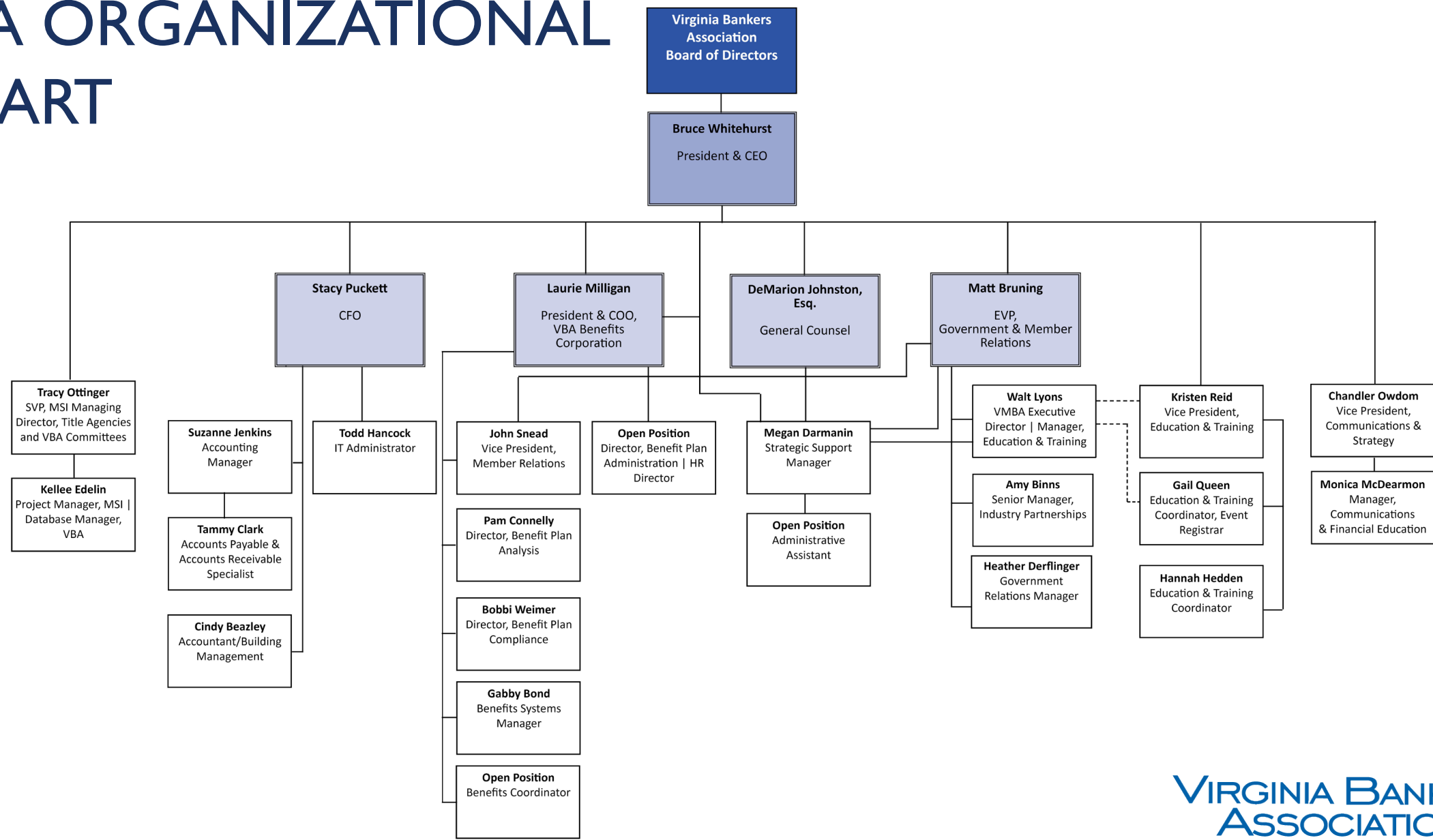
# KEY CONTACTS

Bruce Whitehurst	President & CEO	bruce@vabankers.org	804-819-4701
Matthew Bruning	EVP, Government & Member Relations	mbruning@vabankers.org	804-819-4704
Megan Darmanin	Strategic Support Manager	mdarmanin@vabankers.org	804-819-4717
DeMarion Johnston, Esq.	General Counsel	djohnston@vabankers.org	804-819-4714
Laurie Milligan	President & COO - VBA Benefits Corporation	lmilligan@vabankers.org	804-819-4721
Monica McDearmon	Manager, Communications & Financial Education	mmcdearmon@vabankers.org	804-819-4743
Tracy Ottinger	SVP, MSI Managing Director, Title Agencies and VBA Committees	tottinger@vabankers.org	804-819-4702
Chandler Owdom	VP, Communications & Strategy	cowdom@vabankers.org	804-819-4707
Stacy Puckett, CPA, CGMA	Chief Financial Officer	spuckett@vabankers.org	804-819-4727
Kristen Reid	VP, Education & Training	kreid@vabankers.org	804-819-4731
John Snead	VP, Member Relations	jsnead@vabankers.org	804-819-4733

# VBA STRUCTURE



# VBA ORGANIZATIONAL CHART



# VBA

	2005	2010	2015	2021	2022
Banks and Savings Institutions	156	141	115	100	95
Associate Members	184	210	184	145	151
Financial Services Members	N/A	N/A	17	17	16

# THE VBA COMMUNITY

*A MEMBER-DRIVEN ORGANIZATION OF BANKING PROFESSIONALS*

- 22-member board of directors, representing banks from across the state; 6-member executive committee
- Bankers serving on MSI, Benefits and Education Foundation boards
- 16 committees – 311 bankers currently serving representing 75 banks or 79% of VBA member banks
- Various peer groups, task forces and roundtables



# VBA COMMITTEES

The purpose of VBA committees is to provide input to the VBA on matters affecting the banking industry and the committee's functional area of banking, provide input to VBA's professional development division on training needs of their functional area, provide a forum for exchange of ideas and for networking that will benefit each committee member and his/her bank, and identify possible legislative and/or regulatory issues on which the VBA should focus as the banking industry's advocate.

CFO COMMITTEE

COMPLIANCE COMMITTEE

DEI COUNCIL

EMERGING BANK LEADERS STEERING COMMITTEE

GOVERNMENT RELATIONS COMMITTEE

HUMAN RESOURCES COMMITTEE

LEGAL AFFAIRS COMMITTEE

LEGISLATIVE EXECUTIVES COMMITTEE

LENDING EXECUTIVES COMMITTEE

MARKETING COMMITTEE

OPERATIONS & TECHNOLOGY COMMITTEE

RETAIL EXECUTIVES COMMITTEE

SECURITY & ENTERPRISE RISK MANAGEMENT  
COMMITTEE

VIRGINIA BANKERS SCHOOL OF BANK  
MANAGEMENT TRUSTEES

TRAINING COMMITTEE

TRUST & WEALTH MANAGEMENT COMMITTEE

# VBA EMERGING BANK LEADERS

The Emerging Bank Leaders (EBL) is a group that connects more than 575 members to develop, connect and engage them in the future of the banking industry. EBL members are also involved in VBA government relations efforts, financial literacy programs, and networking events. There is no registration fee and there are no age or participation requirements.



## VBA EMERGING BANK LEADERS

### Objectives:

- DEVELOP. As an emerging bank leader, I develop my professional skills in order to grow and progress within my career in the banking industry.
- CONNECT. As an emerging bank leader, I connect with other bank professionals from across Virginia.
- ENGAGE. As an emerging bank leader, I engage with the industry and other bankers.

### Leadership Conference:

- The Leadership Conference gives emerging bank leaders the opportunity to share ideas with their peers, gain valuable career insight from bank CEOs and learn from industry speakers. This year's conference will take place on October 27-28 in Richmond at the Delta Hotel.

# VBA BOARD-2022-2023

Chairman: **Christopher W. Bergstrom**  
President & CEO  
John Marshall Bank

Chairman-Elect: **Litz H. VanDyke**  
CEO  
Carter Bank & Trust

Immediate Past Chairman: **Leton L. Harding, Jr.**  
Chairman, President & CEO  
Powell Valley National Bank

## **Nominees for a Two-Year Term (Class of 2024)**

**Victor K. Branch**  
SVP & President - Greater Richmond Region  
Bank of America

**Brandon C. Lorey**  
President & CEO  
Bank of Clarke County

**Thomas Ransom**  
EVP & President - Virginia Region  
Truist

**Sherri A. Sackett**  
EVP & COO  
Select Bank

**Brad E. Schwartz**  
President & COO  
TowneBank

**Robert F. Shuford, Jr.**  
Chairman, President & CEO  
Old Point Financial Corporation

**Maria Tedesco**  
President & COO  
Atlantic Union Bank

**Joseph J. Thomas**  
President & CEO  
Freedom Bank of Virginia

## **Nominees for a One-Year Term (Class of 2023)**

**John J. Brough**  
CEO  
Chain Bridge Bank

**Thomas F. Cherry**  
President & CEO  
C&F Bank

**G. Lyn Hayth, III**  
President & CEO  
Bank of Botetourt

## **Directors Continuing to Serve (Class of 2023)**

**David P. Boyle**  
President & CEO  
Burke & Herbert Bank

**Steven A. DeLuca**  
VP - Head of State & Local  
Government Affairs  
Capital One

**Aubrey H. Hall, III**  
President & CEO  
First National Bank

**Janet N. Tope**  
Greater VA Region Bank Director/  
Senior Vice President  
Wells Fargo

**Government Relations  
Committee Chairman:**  
**Robert C. Wood, Jr.**  
SVP, Market President  
United Bank

**VBA Management Services, Inc.  
Board Chairman:**  
**James R. Black**  
President & CEO  
Touchstone Bank

**VBA Benefits Corporation Board  
Chairman:**  
**John R. Caldwell**  
President & CEO  
The Farmers Bank of Appomattox

**VBA Education Foundation Board  
Chairman:**  
**Scott C. Harvard**  
CEO & Director  
First Bank, Virginia

**VIRGINIA BANKERS  
ASSOCIATION**

## KEY UPCOMING DATES



# KEY UPCOMING DATES

## **Mid-Atlantic Bank Executives Forum**

***September 11-13, 2022***

Lansdowne Resort & Spa, Leesburg

## **Upcoming VBA Board Meetings**

***September 11-12, 2022***

Lansdowne Resort & Spa, Leesburg

***Friday, December 9, 2022, 10 a.m. – 1 p.m.***

VBA Office, Glen Allen

## **2023 VBA Banker Day**

***January 12, 2023***

Details TBD

## **2023 VBA/VA Chamber Financial Forecast**

***January 12, 2023***

Greater Richmond Convention Center

## **130<sup>th</sup> VBA Annual Convention & Board Meetings**

***June 25-28, 2023***

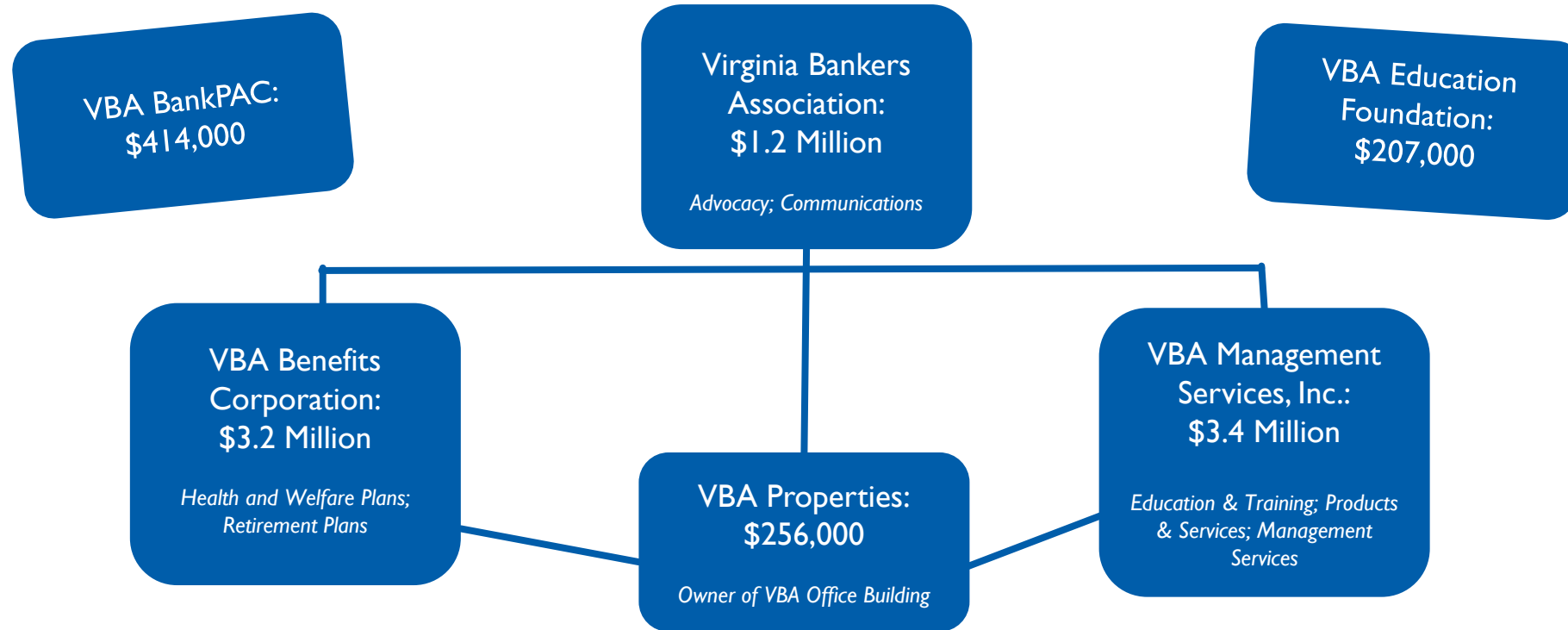
The Breakers Palm Beach, FL

## FINANCIAL INFORMATION

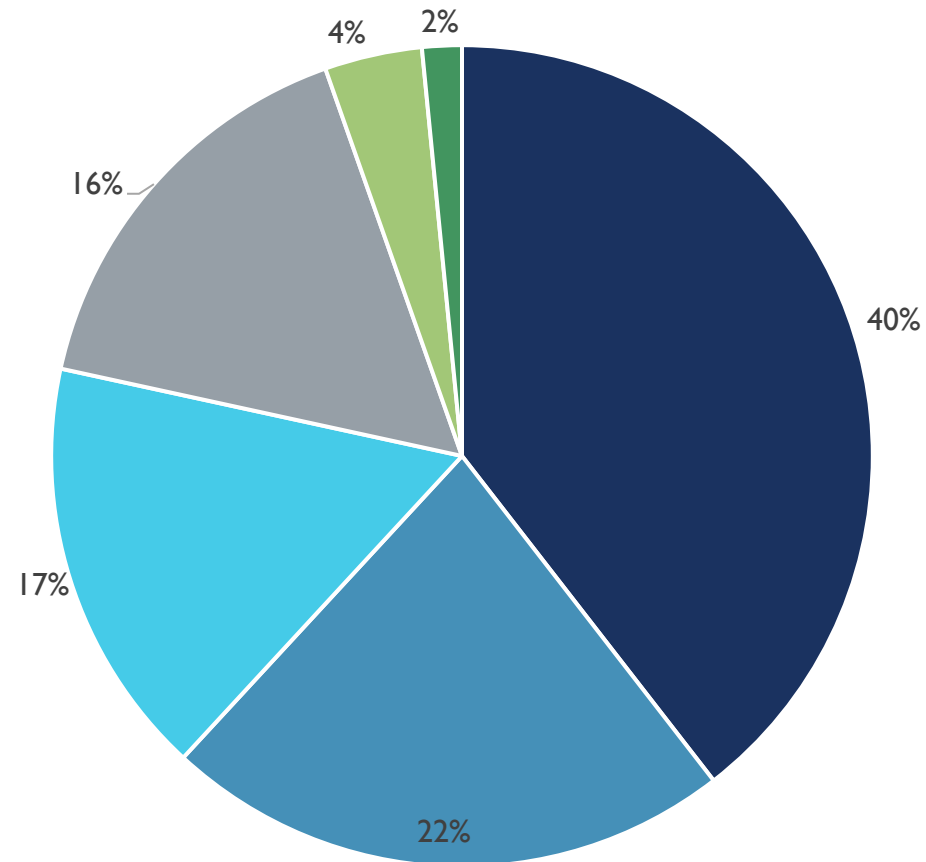


# VBA ENTITIES

FISCAL YEAR 2021 REVENUES CONSOLIDATED REVENUE \$8 MILLION



# 2022 Budget VBA Consolidated Revenues



■ Benefits ■ Education & Training ■ Products & Services/Mgmt. Fees ■ Dues ■ Rental Income ■ Other



# CONSOLIDATED FINANCIAL REPORT SUMMARY



**Virginia Bankers Association**  
**Financial Report Summary**  
**March 31, 2022**

**Balance Sheet:**

	<u>2022</u>	<u>2021</u>
<i>Assets</i>		
Current Assets	\$ 1,104,112	\$ 1,205,777
Net Property and Equipment	107,796	32,682
Investment in Subsidiaries	10,760,741	9,386,581
Retirement Assets	1,170,750	962,770
Total Assets	<u>\$ 13,143,399</u>	<u>\$ 11,587,810</u>
<i>Liabilities</i>		
Payables/Unearned/Other	\$ 856,524	\$ 805,060
Pension/Retirement Liabilities	1,192,096	1,104,911
Total Liabilities	<u>2,048,620</u>	<u>1,909,971</u>
Total Owners Equity	<u>11,094,779</u>	<u>9,677,839</u>
Total Liabilities and Equity	<u>\$ 13,143,399</u>	<u>\$ 11,587,810</u>

**Income & Expenses:**

	<u>YEAR TO DATE MARCH 2022</u>			<u>2021</u>	<u>2022 Annual</u>
	<u>ACTUAL</u>	<u>BUDGET</u>	<u>VARIANCE</u>	<u>ACTUAL YTD</u>	<u>BUDGET</u>
Dues income	\$ 291,639	\$ 288,750	\$ 2,889	\$ 278,386	\$ 1,155,000
Investment return	(542)	4,626	(5,168)	4,750	18,500
Miscellaneous	20,806	-	20,806	-	-
Total income	311,903	293,376	18,527	283,136	1,173,500
Total expenses	326,803	330,823	4,020	297,094	1,172,500
Income before nonrecurring items	(14,900)	(37,447)	22,547	(13,958)	1,000
Credit Union Appeal	-	-	-	-	-
Net income before subsidiary income	<u>\$ (14,900)</u>	<u>\$ (37,447)</u>	<u>\$ 22,547</u>	<u>\$ (13,958)</u>	<u>\$ 1,000</u>
Net Income from subsidiaries	143,930	155,697	(11,767)	176,311	(31,050)
Excess of revenues over expenses	<u>\$ 129,030</u>	<u>\$ 118,250</u>	<u>\$ 10,780</u>	<u>\$ 162,353</u>	<u>\$ (30,050)</u>

**Virginia Bankers Association**  
**Balance Sheet**  
**March 31, 2022**

	<u>3/31/22</u>	<u>3/31/21</u>
<b>Assets</b>		
Checking & petty cash	\$ 533,924	352,752
Investments	526,812	802,494
Accounts Receivable & Other Assets	41,231	45,171
Accrued Interest Receivable	2,145	5,360
	<hr/>	<hr/>
<b>Current Assets</b>	1,104,112	1,205,777
Furniture & Equipment	268,795	271,389
Automobiles	110,742	95,178
Less: Accumulated Depreciation	(271,741)	(333,885)
	<hr/>	<hr/>
Net Value	107,796	32,682
Investment in Subsidiaries	10,760,741	9,386,581
Other assets	1,170,750	962,770
	<hr/>	<hr/>
<b>Total Assets</b>	<b><u>\$ 13,143,399</u></b>	<b><u>\$ 11,587,810</u></b>
 <b>Liabilities</b>		
Accounts Payable	\$ 72,664	\$ 69,006
Unearned Dues	783,860	736,054
Accrued Pension Liability	-	107,697
Accrued post retirement health benefits	156,587	164,219
Retirement liability	1,035,509	832,995
	<hr/>	<hr/>
<b>Total Liabilities</b>	2,048,620	1,909,971
 <b>Owners Equity</b>		
Retained Earnings	10,965,749	9,515,486
Current Year Earnings	129,030	162,353
	<hr/>	<hr/>
<b>Total Owners Equity</b>	11,094,779	9,677,839
	<hr/>	<hr/>
<b>Total Liabilities &amp; Equity</b>	<b><u>\$ 13,143,399</u></b>	<b><u>\$ 11,587,810</u></b>

**Virginia Bankers Association**  
**Income Statement**  
**For the Three Months Ending March 31, 2022**

	<b>Actual</b>	<b>Budget</b>	<b>Variance</b>	<b>Prior</b>	<b>Variance</b>	<b>Annual</b>
	<b>Year to Date</b>	<b>Year to Date</b>	<b>Year to Date</b>	<b>Year to Date</b>	<b>to Prior Year</b>	<b>Budget</b>
<b>Income:</b>						
Dues income - active	240,389	237,501	2,888	230,886	9,503	950,000
Dues income - associate	51,250	51,249	1	47,500	3,750	205,000
Investment Return	(542)	4,626	(5,168)	4,750	(5,292)	18,500
Gain on Disposal of Assets	20,806	-	20,806	-	20,806	-
<b>Total Income</b>	<b>311,903</b>	<b>293,376</b>	<b>18,527</b>	<b>283,136</b>	<b>28,767</b>	<b>1,173,500</b>
<b>Expenses:</b>						
Salaries and Benefits	252,042	258,010	5,968	235,264	(16,778)	955,000
Audit & tax fees	1,496	1,496	-	3,266	1,770	13,475
Consulting/Technology & Prof Fees	3,850	4,376	526	4,708	858	15,500
Depreciation Expense	8,636	8,076	(560)	5,629	(3,007)	32,300
Equipment Maintenance & Rental	18,570	20,100	1,530	17,909	(661)	27,650
Insurance	9,985	10,342	357	9,485	(500)	12,525
Meeting Expense	2,406	2,140	(266)	600	(1,806)	21,500
Memberships/Subscriptions	10,544	10,590	46	9,137	(1,407)	25,500
Occupancy Expense	5,333	5,334	1	5,065	(268)	21,335
Office Supplies & Printing	1,170	1,026	(144)	1,309	139	4,100
Postage	159	126	(33)	112	(47)	500
Prop Taxes & Business License	-	20	20	16	16	3,185
Telephone	2,087	2,235	148	1,143	(944)	8,930
Travel/Education	8,341	5,700	(2,641)	1,269	(7,072)	26,000
Miscellaneous Expenses	2,184	1,252	(932)	2,182	(2)	5,000
<b>Total Expenses</b>	<b>326,803</b>	<b>330,823</b>	<b>4,020</b>	<b>297,094</b>	<b>(29,709)</b>	<b>1,172,500</b>
<b>Income before non - recurring items</b>	<b>(14,900)</b>	<b>(37,447)</b>	<b>22,547</b>	<b>(13,958)</b>	<b>(942)</b>	<b>1,000</b>
Credit Union Appeal	-	-	-	-	-	-
<b>Net income before income from subsidiaries</b>	<b>(14,900)</b>	<b>(37,447)</b>	<b>22,547</b>	<b>(13,958)</b>	<b>(942)</b>	<b>1,000</b>
<b>Net Income from subsidiaries</b>	<b>143,930</b>	<b>155,697</b>	<b>(11,767)</b>	<b>176,311</b>	<b>(32,381)</b>	<b>(31,050)</b>
<b>Net income</b>	<b>\$ 129,030</b>	<b>\$ 118,250</b>	<b>\$ 10,780</b>	<b>\$ 162,353</b>	<b>\$ (33,323)</b>	<b>\$ (30,050)</b>

**Virginia Bankers Association & Subsidiaries**  
**Consolidated Financial Report Summary**  
**March 31, 2022**

**Balance Sheet:**

						<b>Consolidated</b>	
	<b>VBA General Fund</b>	<b>VBA Benefits Corp</b>	<b>VBA Management Services, Inc</b>	<b>VBA Properties, LLC</b>	<b>Eliminations</b>	<b>2022</b>	<b>2021</b>
<i>Assets</i>							
Current Assets	\$ 1,104,112	\$ 4,830,110	\$ 3,219,960	\$ 273,595	\$ -	\$ 9,427,777	\$ 7,981,948
Net Property and Equipment	107,796	13,032	39,797	2,255,273	(200)	2,415,698	2,449,984
Deferred Tax Assets	-	58,499	-	-	-	58,499	58,499
Investment in Subsidiaries	10,760,741	833,437	833,437	-	(12,427,615)	-	-
Other Investments			137,454			137,454	112,018
Retirement Assets	1,170,750	-	295,268	-	-	1,466,018	1,192,420
Total Assets	\$ 13,143,399	\$ 5,735,078	\$ 4,525,916	\$ 2,528,868	\$ (12,427,815)	\$ 13,505,446	\$ 11,794,869
<i>Liabilities</i>							
Payables/Unearned/Other	\$ 856,524	\$ 298,860	\$ 245,530	\$ 22,336	\$ -	\$ 1,423,250	\$ 1,341,597
Pension/Retirement Liabilities	1,192,096	-	295,268	6,048	-	1,493,412	1,480,531
Total Liabilities	2,048,620	298,860	540,798	28,384	-	2,916,662	2,822,128
Total Owners Equity	11,094,779	5,436,218	3,985,118	2,500,484	(12,427,815)	10,588,784	8,972,741
Total Liabilities and Equity	\$ 13,143,399	\$ 5,735,078	\$ 4,525,916	\$ 2,528,868	\$ (12,427,815)	\$ 13,505,446	\$ 11,794,869
	-	-	-	-	-	-	-

**Income & Expenses:**

	<b>3/31/22 YTD Actual</b>	<b>3/31/22 YTD Budget</b>	<b>Variance to Budget</b>	<b>3/31/21 YTD Actual</b>	<b>Variance to Prior Year</b>	<b>2022 Annual Budget</b>
Defined Benefit & Contribution fees	\$ 237,196	\$ 230,000	\$ 7,196	\$ 254,197	\$ (17,001)	\$ 920,000
Education/Conference revenues	501,368	513,938	(12,570)	376,822	124,546	1,595,895
Health & Welfare Administrative fees	451,964	480,624	(28,660)	487,081	(35,117)	1,898,150
Investment return	(110,438)	19,651	(130,089)	18,922	(129,360)	78,600
Management fees	166,885	166,883	2	163,805	3,080	734,650
Membership dues	291,639	288,750	2,889	278,386	13,253	1,155,000
Products & Services income	98,048	100,043	(1,995)	78,516	19,532	475,390
Rental Income	68,385	68,385	-	63,155	5,230	273,783
Other revenues	20,805	675	20,130	29	20,776	2,700
Total income	1,725,852	1,868,949	(143,097)	1,720,913	4,939	7,134,168
Total expenses	1,596,822	1,750,699	153,877	1,558,560	(38,262)	7,164,218
Income before nonrecurring items	\$ 129,030	\$ 118,250	\$ 10,780	\$ 162,353	\$ (33,323)	\$ (30,050)
Credit Union Appeal	-	-	-	-	-	-
Excess of Revenues over expenses	\$ 129,030	\$ 118,250	\$ 10,780	\$ 162,353	\$ (33,323)	\$ (30,050)
	-	-	-	-	-	-

**Summary by Company**

**Net income before income taxes and subsidiary income**

	<b>VBA General Fund</b>	<b>VBA Benefits Corp</b>	<b>VBA Management Services, Inc</b>	<b>VBA Properties, LLC</b>	<b>Consolidated</b>
YTD March 2022 Actual	\$ (14,900)	\$ (87,412)	\$ 239,016	\$ (7,674)	\$ 129,030
YTD March 2022 Budget	(37,447)	(8,309)	177,807	(13,801)	118,250
YTD March 2022 Variance	\$ 22,547	\$ (79,103)	\$ 61,209	\$ 6,127	\$ 10,780

# STRATEGIC PLAN & STRATEGIC PRIORITIES



# 2022- 2024

## VBA Strategic Plan

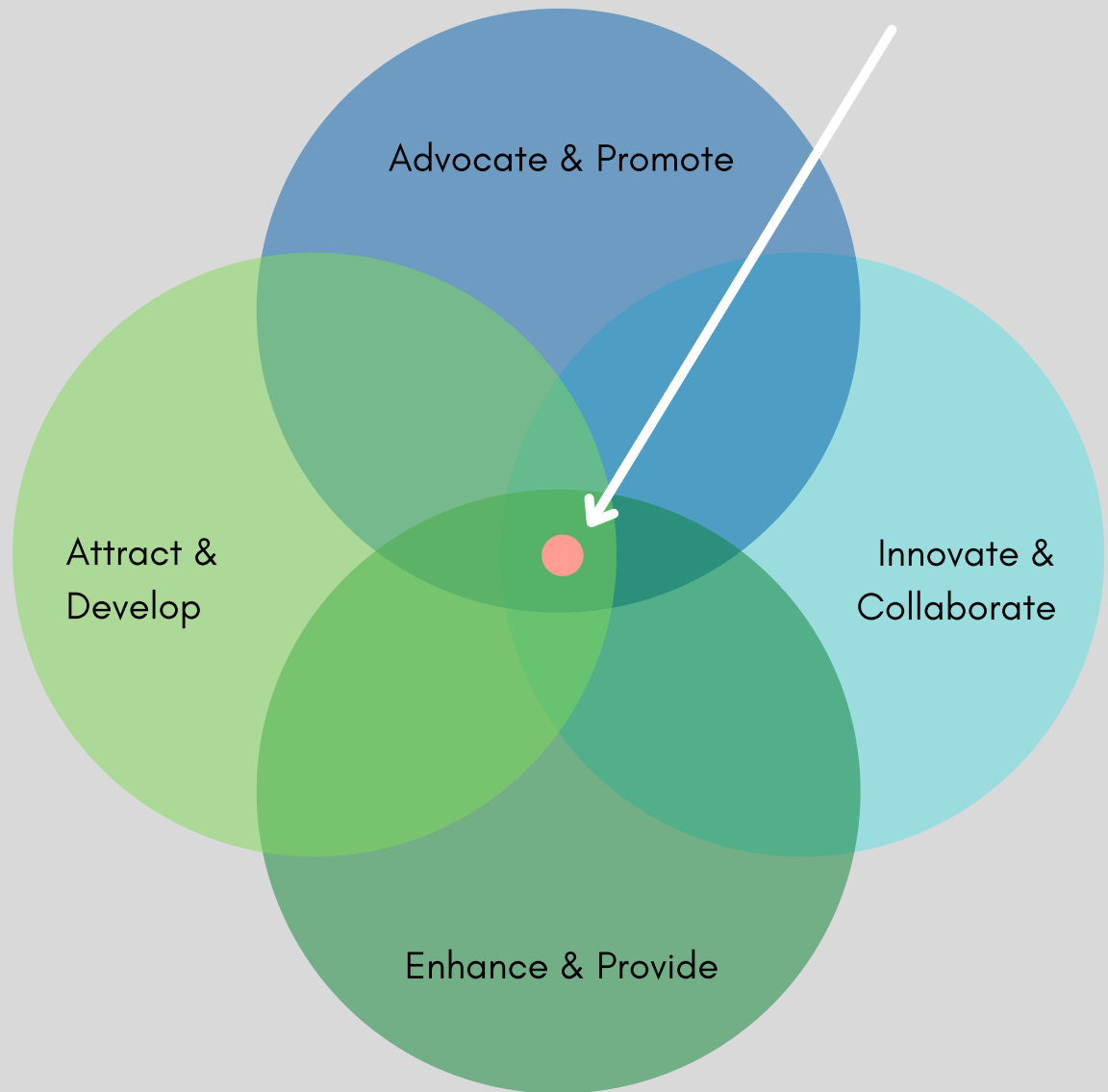
VBA's 2022-2024 Strategic Plan builds on the successful implementation of the 2019-2021 plan.

The 2022-2024 Strategic Plan priorities are based on the staff, key banker, and industry partners' input and are new or represent areas where additional focus or resources are needed to drive growth and/or efficacy.

A crucial fourth circle, "Enhance & Provide," was added to our plan diagram to represent the foundational work we will be completing internally as a team.

VIRGINIA BANKERS  
ASSOCIATION

VBA is the Essential Partner  
in the Evolution of Banking



[www.vabankers.org](http://www.vabankers.org)

# Strategic Priorities

## Attract & Develop

### *Grow the Potential Banking Workforce by:*

Being a facilitator, connector and curator for DEI advances and adaptations to workplace changes for member banks.

Partnering with member banks to attract more candidates to the banking industry and grow awareness on the wide range of career paths within banking.



## Advocate & Promote

Facilitate opportunities for member banks to connect with programs in the areas of affordable housing, community development, minority small business and all small business financing.

Maximize policy influence through virtual, digital, in-person and hybrid platforms and technologies.



## Innovate & Collaborate

Increase engagement with neighboring state associations and other local, regional and national groups for expanded opportunities.

Elevate peer networking opportunities for bankers.

Provide thought leadership, information and training on key emerging trends.

Explore new revenue generating opportunities to provide value and resources to members.



## Enhance & Provide

Examine revenue sources to determine changes for long-term organizational financial stability.

Focus on organizational engagement, succession, DEI and development.

Develop a data utilization strategy to enhance operational efficiencies and drive member outreach.







# Attract & Develop: Goals & Tactics

<b><u>Strategy:</u></b>	<b><i>Grow the Potential Banking Workforce by:</i></b>  Being a facilitator, connector and curator for DEI advances and adaptations to workplace changes for member banks.	<b><i>Grow the Potential Banking Workforce by:</i></b>  Partnering with member banks to attract more candidates to the banking industry and grow awareness on the wide range of career paths within banking.
<b>Goal:</b>	VBA Is a primary resource for DEI support.	Identify and engage students not typically targeted for banking jobs.
<b>Tactics:</b>	<p>Develop training partnership(s) with DEI-focused organizations.</p> <p>Measure and increase diversity on VBA boards and committees.</p> <p>Continue to evolve the DEI Council with new strategies, goals, and tactics.</p> <p>Evaluate current VBA Benefits Corporation offerings to promote and enhance existing, and develop new, benefits programs related to DEI initiatives.</p>	<p>Ensure connectivity with banks through VBA Fellows Program.</p> <p>Through VBA Internship Program, compile ways for banks to broaden student outreach beyond traditional recruiting channels.</p> <p>Ensure that careers in banking presentation and/or education is a core component of the VBA Bank Day Scholarship Program.</p>



# Advocate & Promote: Goals & Tactics

<u>Strategy:</u>	<i>Facilitate opportunities for member banks to connect with programs in the areas of affordable housing, community development, minority small business and all small business financing.</i>	<i>Maximize policy influence through virtual, digital, in-person and hybrid platforms and technologies.</i>
Goal:	Create a menu of partners/programs for our members to select from.	Broader and deeper banker interaction with policymakers.
Tactics:	<p>Identify potential partners.</p> <p>Connect with those partners and define relationship(s).</p> <p>If feasible, develop programs with partners for banks to step into or create plan for banks to develop their own.</p>	<p>Create strategic advocacy issue communications kits.</p> <p>Prepare plan for emerging issue outreach.</p> <p>Evaluate and implement virtual/hybrid approaches for interactions.</p> <p>Evaluate emerging tech platforms to leverage.</p>



# Innovate & Collaborate: Goals & Tactics

<u>Strategy:</u>	<i>Increase engagement with neighboring state associations and other local, regional and national groups for expanded opportunities.</i>	<i>Elevate peer networking opportunities for bankers.</i>
Goal:	<p>Sustained partnerships with neighboring state bankers associations and other organizations.</p> <p>One or more mergers accomplished, given the opportunity to do so.</p>	Enhanced networking opportunities for bankers.
Tactics:	<p>Evaluate all existing partnerships to determine any needed changes or improvements.</p> <p>Create list of additional possible partnerships and specific strategies to pursue each one, including intentional peer relationship development.</p>	<p>Evaluate current offerings and enhance as appropriate.</p> <p>Highlight VBA networking opportunities on an ongoing basis.</p> <p>Seek member input on ways VBA can support additional peer networking.</p>



# Innovate & Collaborate Continued: Goals & Tactics

<b><u>Strategy:</u></b>	<b><i>Provide thought leadership, information and training on key emerging trends.</i></b>	<b><i>Explore new revenue generating opportunities to provide value and resources to members.</i></b>
<b>Goal:</b>	Have a process for identifying emerging trends, thought leaders to serve as resources for VBA members, and channels for distribution of trends information.	Identify potential viable and meaningful revenue streams for the association.
<b>Tactics:</b>	<p>Develop process for identifying emerging trends.</p> <p>Create resource websites for key topics.</p> <p>Host virtual or in-person sessions for hot topics.</p> <p>Identify the thought leader(s) and form partnerships.</p> <p>Plan for ongoing information distribution after initial launch.</p>	<p>Review Strategic Plan survey results for ideas.</p> <p>Create an outreach plan to other state associations for ideas on focus areas.</p> <p>Review surveys from other associations and notes from peer group meetings for ideas. Identify those ideas that might be most viable and advantageous to VBA.</p> <p>Vet applicable partners who might be essential to our success.</p> <p>Develop plan timelines and process steps to complete due diligence for recommendations to proceed.</p>

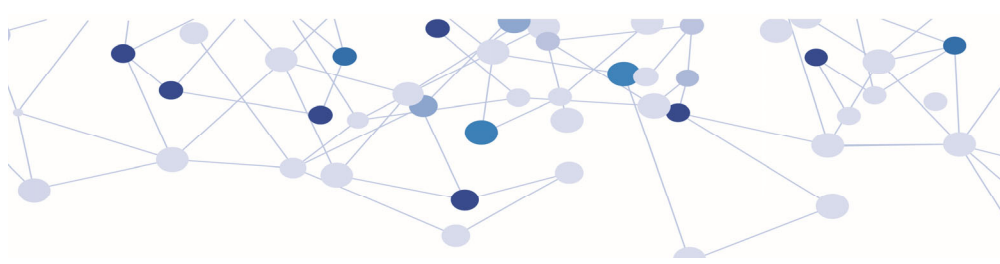


# Enhance and Provide: Goals & Tactics

<b><u>Strategy:</u></b>	<b><i>Examine revenue sources to determine changes for long-term organizational financial stability.</i></b>	<b><i>Focus on organizational engagement, succession, DEI and development.</i></b>	<b><i>Develop a data utilization strategy to enhance operational efficiencies and drive member outreach.</i></b>
<b>Goal:</b>	Set strategies for ongoing financial success.	Develop a process to measure staff engagement and staff growth in capabilities.	Clear strategy on data and systems that enhance operational efficiency while driving strategic member outreach and engagement.
<b>Tactics:</b>	<p>Analyze current revenue sources with fully loaded expenses (cost center).</p> <p>Do a SWOT analysis to determine where to best use our resources to optimize VBA's efficiency and financial strength.</p>	<p>Assess staffing structure.</p> <p>Focus on employee skill-building with an eye toward organization depth and succession.</p> <p>Identify and/or create new training and development opportunities for staff.</p> <p>Create internal VBA DEI strategy.</p> <p>Increase staff engagement, as analyzed year over year through engagement survey.</p>	<p>Perform a comprehensive database review of current platform.</p> <p>Inventory other existing systems used and evaluate whether to make a change.</p> <p>Explore and implement data tracking solutions.</p> <p>Structure strategic member outreach based on data (ID gaps and opportunities).</p> <p>Integrate data analytics into targeted communications planning and delivery.</p>

# EXPECTATIONS OF VBA DIRECTORS





## Expectations of a VBA Director

### 2022-2023 Guide

#### Engage

- **Attend and participate** in VBA Board meetings
- **Promote** VBA membership and active involvement to your management team and directors, as well as to other financial institutions when opportunities arise to do so
- **Read** *The Rundown*, *VBA Executive Brief*, *Virginia Banking Monthly* and *Legislative Bulletin* and encourage others in your organization to do the same
- **Encourage participation** of the next generation of leaders within your institution in VBA activities and encourage them to join the Emerging Bank Leaders

#### Collaborate

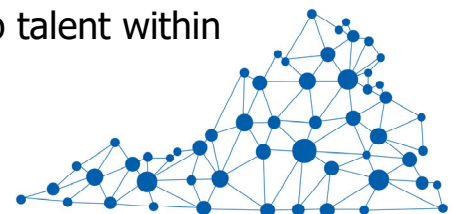
- **Provide insight and expertise** in shaping the VBA agenda, priorities and positions on issues of material importance to the Virginia banking industry
- **Provide insight and direction** to make VBA products and services better, and to develop solutions for unmet industry needs

#### Advocate

- **Actively participate** in VBA grassroots lobbying activities and encourage directors and employees at every level in your institution to do likewise
- **Personally contribute** to VBA BankPAC and conduct a PAC campaign in your bank
- **Participate** in VBA Banker Day in January, the Washington Summit in March and regional legislative meetings in the fall

#### Participate

- **Attend** major VBA membership events including the Financial Forecast, Mid-Atlantic Bank Executives Forum and Annual Convention
- **Support** the VBA Education Foundation Annual Fund Campaign with a bank and personal contribution
- **Consider using** the VBA School of Bank Management, VBA Executive Leadership Institute and VBA Management Development Program as key management development tools
- **Consider using** other VBA education programming to develop talent within your company
- **Consider using** VBA benefits, products and services



# VBA BYLAWS





**AMENDED AND RESTATED  
BYLAWS  
OF  
VIRGINIA BANKERS ASSOCIATION  
(Amended April 8, 2022)**

**ARTICLE 1 -- MEMBERS**

Section 1 -- Active Members. (a) Any bank or savings institution organized under the laws of any state, the District of Columbia, or the United States, with offices in Virginia and authorized to conduct its business in this Commonwealth, shall be eligible for active membership in the Virginia Bankers Association (the "Corporation"), and may become an active member upon its payment of the dues specified for active members by the Board of Directors (the "Board").

(b) Rights and Privileges of Active Members. Active members shall have all of the rights and privileges, including the right to vote and hold office, as set forth in these Bylaws and shall have all of the rights and privileges of other classes of membership.

Section 2 -- Associate Members. (a) Eligibility. Contingent upon purposes that are not inconsistent with the Corporation and its active members, any national bank, state bank, or savings institution, organized under the laws of any state, the District of Columbia, or the United States, that does not have offices in Virginia, any governmental or quasi-governmental agencies, and any other company, partnership, association, organization or individual, whether the principal office is within or outside the Commonwealth of Virginia, shall be eligible for associate membership in the Corporation upon approval by the President and the payment of the dues specified by the Board. The President shall periodically provide notice to the Executive Committee of the names of new associate members admitted to associate membership in the Corporation. The Board, or the Executive Committee acting for the Board, shall render a final decision in the case of any applicant where there is a question as to eligibility

(b) Rights and Privileges of Associate Members. Associate members shall not have: (i) the right to vote or to hold office; (ii) access to or the right to receive legislative and regulatory information prepared by the Corporation exclusively for its active and financial services members; or (iii) any of the other rights and privileges of active or financial services members, except with respect to clause (iii), as may be granted by the President. Associate members may be charged under a different dues structure than active or financial services members for their membership in the Corporation.

Section 3 -- Financial Services Members. (a) Eligibility: Contingent upon purposes that are not inconsistent with the Corporation and its active members, (i) any national bank, state bank, or savings institution, organized under the laws of any state, the District of Columbia, or the United States, that does not have offices in Virginia, and (ii) any financial services company, organized under the laws of any state, the District of Columbia, or the United States, whether its principal office is within or outside the

Commonwealth of Virginia, shall be eligible for financial services membership in the Corporation upon approval by the Board, or Executive Committee acting for the Board (which approval shall be at the Board's or Executive Committee's sole and exclusive discretion and may be withheld for any reason or no reason), and the payment of the dues specified by the Board or Executive Committee. For the purposes of these Bylaws, financial services company shall include any: insurance company; securities firm; law firm with banking practices; accounting firm with banking practices; investment banking firm; other entity approved by the Board, or Executive Committee acting for the Board, in its sole and exclusive discretion for any reason whatsoever.

(b) Rights and Privileges of Financial Services Members. Financial services members shall not have: (i) the right to vote or to hold office; or (ii) any of the other rights and privileges of active or associate members, except with respect to clause (ii), financial services members shall have (x) access to or the right to receive legislative and regulatory information prepared by the Corporation exclusively for its active and financial services members and (y) such additional rights and privileges as may be granted by the President. Financial services members may be charged under a different dues structure than active or associate members for their membership in the Corporation.

Section 4 -- Bank and Savings Institution Holding Companies. For the purposes of these Bylaws, a bank holding company or savings institution holding company shall not hold active, associate or financial services membership in the Corporation. Any such holding company that owns an active member bank or active member savings institution shall be considered to be included in the membership of its member bank or member savings institution.

Section 5 -- Resignation. Members may resign or withdraw from the Corporation by giving notice in writing to the President and by paying sums due to the Corporation.

Section 6 -- Expulsion. (a) Vote required: Any member, active, associate or financial services, may be expelled by the affirmative vote of the Board.

(b) Procedure: No final vote upon the expulsion of a member shall be taken under the procedure set forth herein unless and until such member is first given the opportunity to resign or withdraw from the Corporation. In the event that such member chooses not to resign or withdraw after the Board has, by resolution, determined that the expulsion of such member may be proper, such member shall be: (1) furnished, at least ten days prior to a meeting of the Board to vote on such resolution, a copy of such resolution and a statement of the charges upon which such resolution was based along with a statement that the Board will move for the expulsion of such member at such meeting; and (2) afforded a full opportunity to present its defense to such proposed action at such meeting.

## **ARTICLE II--MEETINGS OF MEMBERS**

Section 1 -- Annual Meeting. An annual meeting of the active members of the Corporation shall be held at a time and place to be designated by the Board. The

President shall, at least thirty days prior to such annual meeting, notify all active members of the time and place thereof and any business that may be transacted at such annual meeting. Such notice shall be in writing and shall be made by United States mail, personal delivery or, if consented to by the receiving party, electronic mail or other electronic transmission.

Section 2 -- Special Meetings. Special meetings of the active members may be held upon call of the Board. Notice of special meetings of the Corporation shall be given by the President to all active members not less than fifteen days prior to such meeting. Such notice shall be in writing and shall be made by United States mail, personal delivery or, if consented to by the receiving party, electronic mail or other electronic transmission. Such notice shall state the time and place of such meeting and the business to be considered.

Section 3 -- Quorum. At all meetings of the active members, the representatives of one-third (1/3) of the active membership shall constitute a quorum.

Section 4 -- Representation and Voting. Each active member shall be entitled to one vote upon all questions coming before meetings of the active members. Except as herein provided, such vote shall be cast by a single representative of such active member. All votes shall be cast in person or by proxy. Active members may appoint and revoke representatives and proxies by signing an appointment or revocation form or by electronic transmission. If authorized by the Board of Directors, any active member vote to be taken by written ballot may be satisfied by a ballot submitted by electronic transmission by the active member or the active member's proxy, provided that any such electronic transmission shall either set forth or be submitted with information from which it may be determined that the electronic transmission was authorized by the member or the member's proxy.

Section 5 -- Organization. The Chairman, and in his absence the Chairman-Elect, shall preside at all meetings of the Corporation, and, in the absence of said officers, a Chairman pro tempore shall be elected by the active members present. The President of the Corporation shall act as Secretary at all meetings, and in his absence, the Chairman shall designate a Secretary pro tempore for the meeting. The Secretary shall, from the credentials furnished him, prepare a list of active members represented at the meeting, together with the names of the representatives of such active members, and, the presence of a quorum having been determined, the meeting shall be deemed to have been duly and legally organized.

Section 6 -- Conduct of Meetings. The Board of Directors may adopt by resolution such rules and regulations for the conduct of the meeting of active members as it shall deem appropriate. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the person presiding over any meeting of active members shall have the right and authority to convene and to adjourn the meeting, to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such presiding person, are appropriate for the proper conduct of the

meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the presiding person of the meeting, may include, without limitation, the following: (i) the establishment of an agenda or order of business for the meeting; (ii) rules and procedures for maintaining order at the meeting and the safety of those present; (iii) limitations on attendance at or participation in the meeting to active members of record of the corporation, their duly authorized and constituted proxies or such other persons as the presiding person of the meeting shall determine; (iv) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (v) limitations on the time allotted to questions or comments by participants. The presiding person at any meeting of active members, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall, if the facts warrant, determine and declare to the meeting that a matter or business was not properly brought before the meeting and if such presiding person should so determine, such presiding person shall so declare to the meeting and any such matter or business not properly brought before the meeting shall not be transacted or considered. Unless and to the extent determined by the Board of Directors or the person presiding over the meeting, meetings of active members shall not be required to be held in accordance with the rules of parliamentary procedure.

Section 7 -- Conference Telephone Meetings. The Board may permit any or all active members to participate in a meeting of the active members by, or conduct a meeting through the use of, conference telephone or any other means of communication by which all active members participating may simultaneously hear each other during the meeting, so long as a quorum is present. An active member participating in a meeting by such means shall be deemed to be present in person and may vote at the meeting if the Corporation has implemented reasonable measures to: (i) verify that each person participating remotely is an active member; and (ii) provide such active members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the active members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrently with such proceedings. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

### **ARTICLE III - DUES**

Section 1 -- Dues. The dues for active, associate and financial services membership in the Corporation shall be set by the Board on an annual basis.

Section 2 -- The annual dues shall be due and payable on January 1<sup>st</sup> of each year. Any member who shall fail to pay its dues prior to April 1<sup>st</sup> of any year shall be automatically suspended from membership, but may be reinstated upon payment to the Corporation of all dues in arrears.

### **ARTICLE IV - DIRECTORS**

Section 1 -- Size and Composition of the Board of Directors. The number of directors constituting the Board of Directors shall be no greater than twenty-two, consisting of the ex officio directors set forth in the Articles of Incorporation and additional directors who shall be elected by the active members as set forth in these

Bylaws.

Section 2 -- Eligibility, Nomination and Election of Directors, Chairman and Chairman-Elect. No person shall be eligible to be elected to serve as a director unless he or she is an executive officer or a senior-level officer involved in policy-making decisions of an active member in the Corporation, or a holding company of an active member. The ex officio directors shall be directors by virtue of their position in accordance with the Articles of Incorporation. Directors that are not ex officio directors shall be nominated by the Nominating Committee with due consideration given to geographic location, institution charter, and asset size of active members from which such directors are nominated in order that the Board closely reflects the diversity of the Corporation's active membership. Directors that are not ex officio directors shall be divided into two classes, each class to be as nearly as equal in number as possible, the number to be assigned to each class to be determined by the Board of Directors. The two classes of directors that are not ex officio directors shall serve staggered two-year terms, with one class elected each year by the active members at the annual meeting of active members. The Chairman of the Board and Chairman-Elect of the Board shall be elected each year by the active members at the annual meeting of active members.

Section 3 -- Vacancies. Any vacancies occurring on the Board of Directors may be filled by the remaining members of the Board or Executive Committee, subject to re-election at the next annual meeting.

Section 4 -- Powers. Subject to its right to delegate certain powers as provided in Section 5 of this Article, the Board shall have and exercise all of the powers of the Corporation in the interim between meetings of the active members. The President shall keep and distribute to the Board minutes of all meetings of the Directors, which minutes shall become a part of the permanent files of the Corporation.

Section 5 -- Delegation of Powers. (a) There shall be an Executive Committee of the Board consisting of the Chairman, the Immediate Past Chairman, the Chairman-Elect, the President, and two additional Board members designated by the Chairman and the Immediate Past Chairman in consultation with the Nominating Committee. The Executive Committee shall administer the affairs of the Corporation between meetings of the Board and shall have and may exercise the authority of the Board with the exception of approving an amendment of the Articles of Incorporation or these Bylaws, approving a plan of merger or consolidation, adopting the budget, and the naming of a President. The Committee shall serve as the Compensation Committee, and, accordingly, shall annually review the performance of the President and set his compensation, then report on the annual review and any compensation actions to the Board in executive session. Meetings of the Executive Committee shall be held at such time and place as may be designated by the Chairman. Four members shall constitute a quorum at such meetings. The President shall keep and distribute to the Committee and the Board minutes of all meetings of the Executive Committee, which minutes shall become a part of the permanent files of the Corporation.

(b) The Board, in its discretion, may appoint other committees from its membership and may delegate to such committees all of its authority with respect to defined and specific objectives, matters or business.

Section 6 -- Meetings. Meetings of the Board shall be held on call by the Chairman, the President, or any five members of the Board provided at least five days notice thereof, written or oral, shall have been given by telephone, United States mail, personal delivery, electronic mail or other electronic transmission to each member of the Board. The presence of a majority of directors shall constitute a quorum at any meeting.

Section 7 -- Conference Telephone Meetings. The Board may permit any or all Board members to participate in a meeting of the Board by, or conduct a meeting through the use of, conference telephone or any other means of communication by which all Board members participating may simultaneously hear each other during the meeting, so long as a quorum is present. A Board member participating in a meeting by such means shall be deemed to be present in person at the meeting. When a meeting is so conducted, a written record shall be made of the action taken at such meeting.

Section 8 -- Liability of Directors and Officers; Indemnification of Officers, Directors, Employees and Agents. (a) To the full extent that the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of the liability of directors or officers, a director or officer of the Corporation shall not be liable to the Corporation or its members for money damages.

(b) To the full extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act, the Corporation shall indemnify each director or officer of the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been such director or officer, whether or not then continuing so to be, and against all expenses (including counsel fees) reasonably incurred by him in connection therewith, except in relation to matters as to which he shall have been finally adjudged liable by reason of his willful misconduct or a knowing violation of criminal law in the performance of his duty as such director or officer. The Board is hereby empowered, by majority vote of a quorum of disinterested directors, to contract in advance to indemnify any director or officer.

(c) The Board is hereby empowered, by majority vote of a quorum of disinterested directors, to cause the Corporation to indemnify or contract in advance to indemnify any person not specified in paragraph (b) of this Section against liabilities, fines, penalties, and claims imposed upon or asserted against him (including amounts paid in settlement) by reason of having been an employee, agent or consultant of the Corporation or a member of a committee established by the Board or an authorized officer of the corporation, whether or not then continuing so to be in each of the foregoing cases, and against all expenses (including counsel fees) reasonably incurred by

him in connection therewith, to the same extent as if such person were specified as one to whom indemnification is granted in paragraph (b).

(d) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Section and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a director, officer, employee, agent or consultant of the Corporation against any liability asserted against or incurred by any such person in any such capacity or arising from his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Section.

(e) No amendment, modification or repeal of this Section shall diminish the rights provided hereby or diminish the right to indemnification with respect to any claim, issue or matter in any then pending or subsequent proceeding that is based in any material respect on any alleged action or failure to act occurring before the adoption of such amendment, modification or repeal.

(f) Every reference herein to director, officer, employee, agent or consultant shall include (i) every director, officer, employee, agent or consultant of the Corporation or any corporation the majority of the voting stock of which is owned directly or indirectly by the Corporation, (ii) every former director, officer, employee, agent or consultant of the Corporation, (iii) every person who may have served at the request of or on behalf of the Corporation as a director, officer, employee, agent, consultant or trustee of another corporation, partnership, joint venture, trust or other entity, except that the Corporation shall be under no obligation to indemnify any director or officer of the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him by reason of having served as a director or officer of the VBA Benefits Corporation or any of its successor organizations, and (iv) in all of such cases his executors and administrators.

## **ARTICLE V--OFFICERS**

Section 1 -- Composition, Eligibility and Term. The officers elected by the active members of the Corporation shall be a Chairman and a Chairman-Elect. The chief executive officer of the Corporation shall be the President. No person shall be eligible to hold the offices of Chairman or Chairman-Elect unless he is either a chief executive officer or a senior-level officer involved in policy-making decisions for an active member in the Corporation or a holding company of an active member. The Chairman and Chairman-Elect shall be elected by the active members at the annual meeting of active members and shall serve until the next annual meeting of active members when their successors are elected. The President and such other staff officers as the Board shall deem appropriate shall be appointed by the Board at the annual meeting of the Board and shall serve until the next annual meeting of the Board when their successors are appointed.

A Nominating Committee consisting of the three most recent past Chairmen still active in banking, the current Chairman, and two current or former Board members appointed by the Chairman, with the Chairman-Elect serving as a non-voting ex-officio member, shall nominate candidates for the offices of Chairman and Chairman-Elect and for Directors where terms will expire. The Immediate Past Chairman shall serve as chairman of the Nominating Committee. The Nominating Committee will meet and notify the active membership by United States mail or electronic mail who the nominees are at least forty-five days prior to the annual meeting. Failure to timely notify shall not invalidate the nominations. Nominations from the floor will be permitted provided the President has been notified at least fifteen days prior to the convention and that the nominee has letters of endorsement from chief executive officers of at least five active members of the Corporation.

Section 2 -- Vacancies. Vacancies in any office shall be filled by appointment by the Board and shall be effective until the next annual meeting of the active members.

Section 3 -- The Chairman. The Chairman shall preside at all meetings of the active members and the Board and shall be primarily charged with the duty of seeing that all orders and resolutions of the active members and of the Board are fully and faithfully carried out. No person elected to the office of Chairman at an annual meeting shall be re-elected to immediately succeed himself in such office, but a person who shall succeed to the office of Chairman, otherwise than by election at an annual meeting of the active members, shall not be ineligible to election to such office at the annual meeting following his succession to such office.

Section 4 -- The Chairman-Elect. In case of the death, disability, or absence of the Chairman, the Chairman-Elect shall be vested with powers and shall perform the duties of the Chairman until otherwise ordered by the Board.

Section 5 -- The President. The President shall be the Chief Executive Officer. The President shall manage the business affairs of the Corporation and its affiliates and perform such duties and assume such responsibilities as may be assigned to him by the Board or the Executive Committee, or as may by reasonable inference be deemed necessary to carry out the duties of his office. He shall have custody of the funds of the Corporation and prepare annually a tentative budget for consideration by the Directors. He shall collect the membership dues and deposit all funds of the Corporation in accordance with the policies set by the Board. He shall accurately record all receipts and disbursements of funds in accordance with the budget, and account for the same at all Board meetings or at any other time upon order of the Board. He shall insure that the accounts of the Corporation are annually audited by an independent auditor, which shall report its findings to the Corporation's Audit Committee. He shall be the custodian of the records and seal of the Corporation and shall record and preserve the proceedings of meetings of the active members and of the Board.



Section 6 -- Other Officers. The Board, in its discretion, may appoint such other staff officers and assign such duties as it deems appropriate, including reassigning duties assigned by these bylaws to the President.

## **ARTICLE VI -- COMMITTEES AND SUBSIDIARY BOARDS**

Section 1 -- Standing Committees. Except as otherwise provided, each standing committee shall be appointed annually by the Chairman, who shall also designate one member of each committee as chairman thereof. In making these appointments, the Chairman will give due consideration to representation from all areas of the State and all segments of the active membership. The standing committees to be appointed shall be determined from time to time by the Chairman and President.

Section 2 -- Appointing Attorneys and Agents; Voting Securities of Other Entities. Unless otherwise provided by resolution adopted by the Board of Directors, the Chairman of the Board, the President or any officer of the Corporation may from time to time appoint an attorney or attorneys or agent or agents of the corporation, in the name and on behalf of the corporation, to cast the votes which the corporation may be entitled to cast as the holder of stock or other securities in any other corporation or other entity, any of whose stock or other securities may be held by the corporation, at meetings of the holders of the stock or other securities of such other corporation or other entity, or to consent in writing, in the name of the corporation as such holder, to any action by such other corporation or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consents, and may execute or cause to be executed in the name and on behalf of the corporation and under its corporate seal or otherwise, all such written proxies or other instruments as he or she may deem necessary or proper. Any of the rights set forth in this Section which may be delegated to an attorney or agent may also be exercised directly by the Chairman of the Board, the President or any officer.

Section 4 -- Special Committees. The Chairman shall appoint the members of other special committees created by the active members or the Board.

Section 5 -- Minutes. Minutes of all committee and Board meetings shall be kept and filed in the permanent files of the Corporation.

## **ARTICLE VII -- MISCELLANEOUS PROVISIONS**

Section 1 -- Waiver of Notice. Any notice herein required to be given may be waived by the person entitled to such notice. The word "person" shall be deemed to include corporations.

Section 2 -- Adjournments. If at any meeting there is not a quorum, the representatives present may adjourn such meeting from time to time until a quorum is secured, and no further notice of such adjourned meeting or meetings shall be requisite.

Section 3 -- Indebtedness. No indebtedness shall be incurred by any officer or committee on account of the Corporation without the express authority of the Board.

Section 4 -- Fiscal Year. The fiscal year of the Corporation shall be January 1st through December 31st.

Section 5 -- Detection of Fraud and Crime. It shall be the duty of each member of the Corporation to promptly notify the President or Chairman of any attempted or accomplished fraud or crime that could affect other members of the Corporation.

Section 6 -- Seal. The seal of the Corporation shall contain the name of the Corporation and shall be in such form as may be approved by the Board.

---

THANK YOU FOR YOUR  
TIME & SERVICE

VIRGINIA BANKERS  
ASSOCIATION

