

**RESTATED BYLAWS
OF
WESTERN INDEPENDENT BANKERS
As approved by WIB Board on November 7, 2007**

ARTICLE I

NAME, LOCATION, PURPOSE, RESTRICTIONS

1. Name. The name of this Association is WESTERN INDEPENDENT BANKERS, a nonprofit corporation incorporated in the state of Oregon ("Association" or "WIB").
2. Location. The principal office of the Association shall be in such city as the Board of Directors may, from time to time designate, but shall be located in the Western states of Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, New Mexico, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, and Pacific Region U.S. Territories (the "West").
3. Year. The fiscal year and membership year are determined by the Board of Directors.
4. Purpose. The purpose of this Association is to assist independent community bank members achieve the highest standards of personal and organizational performance by offering effective educational and leadership development forums, providing superior peer networking opportunities for community bankers and directors, and connecting member banks to products and services.
5. Restrictions. All policies and activities of the Association shall be consistent with:
 - a. Applicable federal, state and local antitrust, trade regulation, financial services, or other legal requirements; and
 - b. Applicable tax exemption requirements (under IRS exemption code (501(c) (6)), including the requirements that the Association not be organized for profit and that no part of its net earnings inure to the benefit of any private individual.

ARTICLE II

MEMBERSHIP

1. Regular Members. Any independent community-oriented FDIC-insured bank, thrift and loan, savings and loan, industrial loan company or entity that has filed an application for FDIC insurance, headquartered or with operations in the West and supports the purpose of this Association as set out in Article I, Section 4, is eligible for membership.
2. Affiliate Members. Any independent community-oriented FDIC-insured bank, thrift and loan, savings and loan, industrial loan company or entity that has filed an application for FDIC insurance, headquartered in the United States, other than the West, that supports the purpose of this Association as set out in Article I, Section 4, is eligible for membership. Affiliate members will neither have a vote nor representation from their states on the WIB Board of Directors.
3. Service Members. Any FDIC-insured bank, thrift and loan, savings and loan or industrial loan company that is headquartered or has operations in the West that meets the criteria as a Regular Member or Affiliate Member except as an independent community-oriented entity may be approved for membership by the Board of Directors on a case-by-case basis, if the

entity's membership would be a benefit to the Association. Service Members will neither have a vote nor be counted as a member for representation on the WIB Board of Directors.

4. Bank Holding Company Member. Any holding company, which supports the purpose of the Association as set out in Article I, Section 4, above, that is headquartered or has operations in the West, is eligible for membership, provided that each institution within the holding company structure located in the West, is eligible to become a Regular Member of the Association. For the purpose of this section an eligible holding company is defined as (1) a bank holding company as determined by the Federal Reserve Board under the Bank Holding Company Act of 1956, as amended; (2) a savings and loan association or savings or mutual bank holding company as determined by the Office of Thrift Supervision under the Home Owners Loan Act of 1933, as amended; or (3) any similar holding company entity designated by any succeeding Act of Congress or regulation promulgated by the primary federal financial agency regulating any such holding company.
5. Associate Member. Firms or persons providing goods or services to Regular Members of the Association, including correspondent banks, are eligible for membership in accordance with the policies of the Association, as may be amended from time to time. Associate Members have no voting rights.
6. Other Categories of Membership. The Board of Directors may create other categories of membership in the Association.
7. Application for Membership. Any applicant for membership must complete the membership form in accordance with the policies of the Association.
8. Admission. Admission to membership is by a majority vote of the Board of Directors, based upon a determination that an applicant has met the Association's criteria for membership in the particular category of membership sought. The Board may delegate the admission of members to the President and Chief Executive Officer ("President and CEO").
9. Expulsion or Reclassification. Any Member may be expelled or its membership reclassified for adequate reason by a two-thirds (2/3) vote of the Directors. Failure of any member to pay dues or to meet any or all of the criteria for a particular membership class shall constitute automatic expulsion or reclassification, as determined by the Directors.

ARTICLE III

DUES

1. Dues. The Board of Directors shall establish the amount of dues and dues payment schedule for Members in each category of membership in the Association.
2. Nonrenewal. Any member of the Association that is delinquent in dues for a period of sixty (60) days measured from the beginning of such member's dues year shall be automatically removed from membership.
3. Refunds. Membership dues paid will not be refunded to any member that withdraws its membership during the membership year. The Board of Directors may waive application of this provision on a case-by-case basis.

ARTICLE IV

MEETINGS OF MEMBERS

1. Annual Meeting. A meeting of the Regular Members may be called at any time by the Directors upon ten (10) days prior notice given in writing or electronically.
2. Special Meetings. Upon written request made to the Chairman by at least 25% of the Regular Members or at least two-thirds (2/3) of the Board of Directors, the Chairman will call a Special Meeting of the Regular Members and fix the time and place for the Special Meeting, upon ten (10) days prior notice given in writing or electronically.
3. Voting. Regular Members may vote in person or by proxy at any meeting of the Regular Members. When determined by the Board of Directors, Regular Members may vote without a meeting by U.S. mail, overnight delivery, or electronic mail; a majority of the votes cast under this procedure shall be required to approve any action. A quorum of Regular Members at the Annual or any Special Meeting shall be the Regular Members present in person or by proxy and a majority of votes cast is required to carry a matter, unless otherwise provided by these Bylaws or applicable law.

ARTICLE V

BOARD OF DIRECTORS

1. Powers of the Board. The governing body of the Association is the Board of Directors which has authority and is responsible for (a) the governance of the Association, (b) the election of officers of the Association, (c) establishing and overseeing implementation of Association policy, and (d) taking such other action, as may be deemed by the Board necessary or appropriate, to preserve the best interests of the members of the Association, to further the purposes of the Association, and/or for the benefit of independent banking generally. The Board of Directors has the authority to hire, remove from office and supervise the President and CEO. The Board of Directors may delegate any of its responsibilities to the Executive Committee or one or more Officers except for (a) the hiring, removal and oversight of the President and CEO; (b) the approval of the Association's budget; (c) changes to the corporate structure of the Association; (d) any amendment of the Bylaws; (e) any approval of dues; and (f) actions otherwise restricted by applicable law.
1. Qualifications. Directors of the Board (each a "Director" and collectively "Directors") shall be an executive officer or director of a Regular Member or Bank Holding Company Member. The Board of Directors may, on a case-by-case basis, make exceptions to this requirement if a Director changes institutions during his/her term of office.
2. Meetings. Meetings, including date, time and location, of the Board shall be called by the Chairman, the President and CEO or by a joint written request of three (3) or more Directors with not less than five (5) days prior notice given in writing or electronically. Any meeting may be held by conference telephone or similar communication equipment so long as all Directors participating in the meeting can hear one another and all such Directors shall be deemed to be present in person at the meeting.
3. Action by Unanimous Written Consent. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all Directors of the Board shall individually or collectively consent in writing (including electronic delivery of any consent) to that action. Such action by written consent shall have the same force and effect as a

unanimous vote of the Board of Directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors.

4. Quorum. A majority of the Directors shall constitute a quorum for the transaction of business, except a majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Except as otherwise provided herein, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless otherwise required by applicable law. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.
5. Composition of the Board. Each state having ten (10) or more Regular Members shall be entitled to one Director; each state having twenty (20) or more Regular Members shall be entitled to two Directors, each of which shall be elected by the Regular Members of the respective states, to serve for a period of two years, provided that the Board of Directors may, at its discretion, increase its membership by appointing additional Directors At-Large. Where a state has less than ten (10) members, the Board of Directors may appoint a Director At-Large. The Chairman of the Board of Western Independent Bankers Service Corporation will automatically be an ex-officio, non-voting member of the Board of Directors. Under no circumstances will any state be entitled to have more than eight voting Directors.
6. Term. Unless a Director resigns, dies or is otherwise removed pursuant to the provisions hereof, each Director shall serve for a two (2) -year term, beginning on the final day of the Annual Meeting of the year of his or her election or appointment. No Director, other than an Officer, may serve more than two (2) terms; however, a Director filling a vacant position may serve a full term if the partial term filled is one (1) year or less. A person who has previously served two (2) terms as a Director may again be elected or appointed one (1) year after the expiration of said Director's term.
7. Removal. A Director may be removed for adequate reason by a two-thirds (2/3) vote of the other members of the Board. The Director will be given advance written notice which shall include the reason for the proposed removal, an opportunity to make a presentation in writing, telephonically, or in person before the Board of Directors, and will receive written notice of the Board's final decision.
8. Vacancies. All vacancies on the Board of Directors shall be promptly filled by the Board of Directors. The Chairman shall nominate a Director from a Regular or Bank Holding Company Member of that state in which the vacancy occurred, and the Board approves the filling of the position for the unexpired portion of the term. [
9. Compensation. Directors do not receive compensation for their services but may be reimbursed for expenses according to reimbursement policy adopted by the Association.

ARTICLE VI

NOMINATION AND ELECTION OF BOARD OF DIRECTORS

1. Nominating Committee Appointments. Not later than December 15 of each year, the Chairman shall appoint a Nominating Committee comprising of two persons representing each state entitled to elect a Director ("State Representatives"). Each member of said Nominating Committee shall be an executive officer or director of a Regular Member or Bank Holding Company Member in the state for which he or she is appointed.

2. Nominations. The State Representatives on the Nominating Committee shall nominate not less than one nominee for Director for its respective state. Not later than the following January 15, the Nominating Committee shall submit its nominations to the Chairman, and the President and CEO.
3. Ballots. The President and CEO shall send a ballot to each Regular Member containing the names of those persons so nominated in each respective state and shall instruct said members to complete their ballots and return the same to the Association's office not later than March 1 of that year. At the same time, the President and CEO shall also instruct said members that they may, if they wish, write in the name of any qualified person in lieu of other persons so nominated, and if such person receives a plurality of the actual votes of the Regular Members of such state, such person shall be deemed elected to the Board of Directors from that state. The ballot of each Regular Member may be returned to the Association via U.S. mail, fax or electronic mail.
4. Prior to the Annual Meeting of Membership, the President and CEO shall review the ballots and report the results to the Board. The person receiving the highest number of votes cast from any particular state shall be declared elected. In the event of a tie vote, that Board director shall be determined by lot. The President and CEO shall hold all ballots until the new Directors have been seated.

ARTICLE VII

OFFICERS

All of the following shall be officers ("Officers") of the Association:

1. Chairman. The Chairman of the Association presides at all Annual Meetings and Special Meetings of the Regular Members of the Association and all meetings of the Board of Directors and the Executive Committee. Except for the Executive Committee, the Chairman has the power to appoint or delegate such power to the President and CEO, members of any committees and task forces of the Association as needed in accordance with these Bylaws and/or under the direction of Board of Directors.
2. Chairman-Elect. The Chairman-Elect performs the duties of the Chairman during the Chairman's absence or inability to serve. In the case of death, resignation, or vacancy in the office of the Chairman, the Chairman-Elect becomes Chairman of the Association for the unexpired term. In that event, the Chairman-Elect remains eligible for a subsequent full term as Chairman. The Chairman-Elect shall perform such other duties as the Board from time to time may designate.
3. Secretary/Treasurer. It is the responsibility of the Secretary/Treasurer to present to the Executive Committee and the Board of Directors periodic financial reports and other information deemed by those bodies as appropriate or necessary to set overall policy and monitor the finances of the Association and its related entities. The Secretary/Treasurer shall keep a written record of all proceedings of the Board. In the event of the Secretary/Treasurer's absence or inability to act, the Chairman shall appoint some other suitable person in his or her place instead. In the case of death, resignation, or vacancy in the office of the Chairman-Elect, the Secretary/Treasurer shall become Chairman-Elect of the Association for the unexpired term. In that event, the Secretary/Treasurer remains eligible for nomination and election to subsequent full term as Chairman-Elect.

4. Immediate Past Chairman. The position of the Immediate Past Chairman is filled automatically by the Chairman at the completion of the Chairman's term. In the event that the Immediate Past Chairman shall be unable or unwilling to serve, the previous immediate Past Chairman shall serve for the unexpired term. If that previous Immediate Past Chairman is unavailable, the Board of Directors shall appoint a member to fill the position on the Executive Committee. The Immediate Past Chairman performs the duties of Chairman-Elect during the Chairman-Elect's absence or inability to serve.
5. President and CEO. The Board of Directors shall appoint a President and CEO of the Association and it shall be held by one person. The President and CEO is the chief employed officer and manages the affairs of the Association and its related entities at the direction of the Board of Directors. Except as otherwise stated in these Bylaws, the President and CEO exercises exclusive authority over the staff of the Association. The President and CEO may fix and adjust the salaries for compensation of all other employees of the Association subject to budget limitations established by the Board of Directors. The authority and responsibility of the President and CEO includes, but is not limited to, the ability to bind the Association in contract, provide for financial oversight and supervision, approve any and all expenditures, oversee the preparation of budgets and other reports and perform all tasks for undertakings necessary for the successful operation of the Association.
6. Election of Officers. The Executive Committee shall, no later than the Annual Meeting, present to the Board of Directors a slate of officers for Chairman-elect and Secretary/Treasurer for the year following the Annual Meeting. The Board of Directors shall vote no later than the Annual Meeting on the nominated slate of officers submitted by the Executive Committee. The Chairman-elect in office at the commencement of the Annual Meeting shall become Chairman upon the adjournment of that Annual Meeting, and serve for a term of one year or until his/her successor becomes Chairman. In the event that the slate is not approved by the Board by a majority of those present and voting, any Director can nominate an eligible Director for Chairman-elect and Secretary/Treasurer. Each Director will receive a ballot containing the names of those nominated for Chairman-elect and Secretary/Treasurer. If any person receives a majority, such person shall be declared to be elected. In the event of a plurality, such persons with the two highest votes will be placed on a ballot to be voted on by the Board of Directors. The vote will cast by secret ballot and counted by the Executive Committee.
7. Term of Office. All terms of office shall be for one year and begin on the last day of the Annual Meeting for the year.
8. Subordinate Officers. The Board of Directors may appoint, and may empower the President and CEO to appoint, such other officers as the business of the Association may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

ARTICLE VIII

COMMITTEES

1. Creation of Board and Other Committees or Entities. The Board of Directors has the power to approve the creation or termination of committees, subsidiaries, affiliated entities, and other corporate structures as needed. The Board may delegate to the President and CEO the composition, duties and operation of each created entity.

2. Committee Membership. The Chairman shall be a member of all committees and the President and CEO shall serve as an ex-officio member without a vote on all committees.
3. Executive Committee. The Executive Committee shall be a standing committee consisting of all of the Officers described in Article VII above, and shall be accountable to the Board. The Executive Committee has the authority to act in the place of the Board prior to between Board meetings and any other action that would be taken by the Board subject to the limitations in these Bylaws or other restrictions established by the Board and reporting such actions to the Board at the next ensuing Board meeting.

ARTICLE VIX

INDEMNIFICATION

1. Indemnification. The Association shall, to the maximum extent permitted by applicable law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that any such person is or was an agent of the Association and to advance expenses in connection therewith. For purposes of this Section, an "agent" of the Association includes any person who is or was a Director, Officer or any other officer, employee, or other agent of the Association, or is or was serving at the request of the Association as a Director, Officer or any other officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise in connection with the purposes of the Association, or was a Director, Officer or any other officer, employee or agent of a corporation which was a predecessor corporation of the Association or of another enterprise at the request of such predecessor corporation.
2. Continuing Protection. The indemnification provided shall continue as to a person who has ceased to act in any stated capacity and shall inure to the benefit of his or her heirs, executors, administrators, and personal representatives.
3. Excess Coverage Only. The Association's personal liability under the indemnification provided under this Article IX shall be payable (a) first by any indemnification policy, insurance policy or other insurance obtained by the Association (collectively, the "policies") and in force and effect and (b) from such other assets of the Association but only after such other coverage has been paid by the policies.
4. Insurance. The Association may purchase such insurance as it deems necessary to in order to satisfy the Association's indemnification obligations hereunder.

ARTICLE X

AMENDMENTS

These Bylaws may be amended or repealed or new Bylaws adopted at any meeting of the Board of Directors when concurred in by a two-thirds of the voting members of the Board.