



Edgar Filing: COLONY BANKCORP INC - Form 8-K

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At a meeting held on February 17, 2015, the Company's board of directors approved an amendment to the Company's bylaws, attached as Exhibit 99.1 to this Form 8-K and incorporated into this Item 5.03 by reference, and recommended that the amendment be approved by the shareholders at the Company's annual meeting of shareholders held on May 26, 2015. The bylaws amendment was approved by the shareholders of the Company by a majority vote at the annual meeting, as shown in Item 5.07 below.

Item 5.07 Submission of Matters to a Vote of Security Holders

The annual meeting of the shareholders of the Company was held on May 26, 2015. At the Annual Meeting of the Shareholders, proxies were solicited under Regulation 14 of the Securities Exchange Act of 1934. Total shares eligible to vote amounted to 8,439,258. A total of 5,019,448.22 shares (59.48%) were represented by shareholders, in attendance or by proxy. The following directors were elected to serve one year until the next annual meeting.

|                          | For          | Against    |
|--------------------------|--------------|------------|
| Scott L. Downing         | 4,868,636.60 | 150,811.62 |
| M. Frederick Dwozan, Jr. | 4,936,807.80 | 82,640.42  |
| Terry L. Hester          | 4,935,665.80 | 83,782.42  |
| Ed Loomis                | 4,936,807.80 | 82,640.42  |
| Mark H. Massee           | 4,935,235.80 | 84,212.42  |
| Jonathan W.R. Ross       | 4,931,504.80 | 87,943.42  |
| B. Gene Waldron          | 4,934,728.80 | 84,719.42  |

The shareholders approved the Advisory (non-binding) Resolution on Executive Compensation with a final vote count as follows:

| For          | Against    | Abstain   |
|--------------|------------|-----------|
| 4,814,717.75 | 109,068.59 | 95,661.88 |

The shareholders approved the amendment to the Company's bylaws as follows:

| For          | Against    | Abstain  |
|--------------|------------|----------|
| 4,909,621.04 | 104,447.18 | 5,380.00 |

---

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is being filed as part of this Report on Form 8-K:

| Exhibit Name | Description  |
|--------------|--|
| <u>99.1</u>  | Amendment to the Company's Bylaws Adopted May 26, 2015 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COLONY BANKCORP, INC.

Date: May 28, 2015 By: /s/ Terry L. Hester  
Terry L. Hester  
Executive Vice-President and  
Chief Financial Officer

---