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Capital Bancorp, Inc.

Extract: Charter Amended/Restated (Plain English Desc) from a [8-K](#) on 05/23/2023

[SEC Document](#)

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At the Annual Meeting of Stockholders of Capital Bancorp, Inc. (the "Company") held on May 18, 2023 (the "Annual Meeting"), the Company's stockholders approved two proposals to amend (collectively, the "Amendments") the Company's Amended and Restated Articles of Incorporation (the "Articles") to require (1) that directors be elected by a majority of votes cast in uncontested elections (but retaining a carve-out for plurality voting in contested elections where there are more nominees than seats) ("Director Election Voting Change") and (2) the approval of holders of a majority, rather than two-thirds, of the Company's shares for general amendments to the Articles.

The Company's Board of Directors (the "Board") previously approved the Amendments, subject to stockholder approval of the Amendments. The Company filed the Amendments with the Maryland State Department of Assessments and Taxation, and it became effective, on May 22, 2023.