

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT PURSUANT TO
SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 27, 2022

HANOVER BANCORP, INC.
(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation)

001-41384
(Commission File Number)

81-3324480
(IRS Employer Identification No.)

80 East Jericho Turnpike, Mineola, New York
(Address of principal executive offices)

11501
(Zip Code)

Registrant's telephone number, including area code: (516) 548-8500

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol	Name of each exchange on which registered
Common stock	HNVR	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 5.03. AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On October 27, 2022, the Board of Directors of the Registrant adopted a change to the Registrant's By-Laws, which were effective upon adoption. The By-Laws, in amended and restated form, are filed herewith as Exhibit 3.2 and incorporated herein by reference. The By-Laws were amended to make certain non-material administrative changes to reflect the Registrant's current management structure.

ITEM 9.01 - FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following Exhibits are furnished as part of this report:

Exhibit Number	Description
Exhibit 3.2	By-Laws of Hanover Bancorp, Inc.
Exhibit 104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

SIGNATURE

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.

HANOVER BANCORP, INC.

Date: October 31, 2022

By: /s/ Lance P. Burke
Lance P. Burke
Executive Vice President & Chief Financial Officer
(Principal Financial Officer)

INDEX OF EXHIBITS

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**BY-LAWS
OF
HANOVER COMMUNITY BANK
ARTICLE I
STOCKHOLDERS' MEETING**

Section 1. Annual Meeting.

The annual meeting of the stockholders of the Corporation shall be held each year in the first 120 days of the calendar year at such day and such time as is set by the Board of Directors, at its main office in Nassau County, New York, or any other convenient place in New York state as is authorized by the Board of Directors. The meeting shall be for the purpose of electing Directors and for the transaction of such business as may properly be brought before it. Notice of such meeting shall be given to each stockholder entitled to vote at such meeting by personal delivery or by mailing it, postage pre-paid, in either case not less than ten (10) days and not more than fifty (50) days previous to such meeting. Any and all notices of such meeting may be waived by any stockholder by written waiver or by attendance thereat, whether in person or by proxy.

Section 2. Special Meetings.

Unless otherwise provided by law, special meetings of Stockholders may be called only by the Board of Directors pursuant to a resolution adopted by a majority of the entire Board.

Notice of any special meeting shall be given by personal deliver or by mail addressed to each stockholder of record at his last known address no less than ten days prior to the date of such meeting.

The notice of a special meeting shall contain a statement of the business to be transacted thereat. No business other than that specified in the notice of the meeting shall be transacted at any special meeting. Notice of any special meeting may be waived by any stockholder by written waiver or by attendance thereat, in person or by proxy.

Section 3. Voting.

Stockholders entitled to vote at meetings may do so in person or by proxy appointed in writing or electronically subscribed in writing or by duly enforceable electronic signature by the stockholder or by the stockholder's duly authorized attorney. Any facsimile telecommunication or other reliable reproduction of the appointment may be substituted or used in lieu of the original for any and all purposes for which the original appointment could be used, provided that such copy, facsimile telecommunication or other reproduction shall be a complete reproduction of the entire appointment. Each stockholder shall be entitled to one vote for each share of stock registered in his name on the books of the Corporation, unless otherwise provided in the Organization Certificate.

Section 4. Quorum.

At any meeting of the stockholders, except as otherwise provided by statute, or by the Organization Certificate, or by these By-laws, the holders of one-third of the shares entitled to vote thereat in person or by proxy, shall constitute a quorum. However, a lesser number when not constituting a quorum may adjourn the meeting from time to time until a quorum shall be present or represented. When a quorum is once present to organize a meeting, it is not broken by the subsequent withdrawal of any stockholder.

Section 5. Voting at Stockholders' Meetings.

At any meeting of the stockholders, except as otherwise provided by statute, or by the Organization Certificate, or by these By-laws, a majority of the votes cast in person or by proxy shall decide any question brought before such meeting. An abstention on any question shall not be considered to be a vote cast on such question.

Section 6. Conduct of Business at Stockholders' Meetings.

(a) At any annual meeting of the stockholders, only such business shall be conducted as shall have been duly brought before the meeting: (i) by or at the direction of the board of directors or (ii) by any stockholder of the Corporation who is entitled to vote with respect thereto and who complies with the Notice procedures set forth in this Section 6(a). For business to be properly brought before an annual meeting by a stockholder, the business must relate to a proper subject matter for stockholder action and the Stockholder must have given timely notice thereof in writing to the Secretary of the Corporation. To be timely, a stockholder's notice must be in writing and delivered or mailed to and received at the principal executive offices of the Corporation not less than ninety (90) days prior to the date of the annual meeting; provided, however, that as to the first annual meeting, or any subsequent annual meeting held earlier than thirty (30) days in advance of the anniversary of the annual meeting in the previous year, in order to be timely, notice by the stockholder must be received by the Secretary of the Corporation not later than the close of business on the 10th day following the day on which notice of the date of the annual meeting was mailed or public disclosure of the date of the meeting was made. For the purpose of this and the following subsection of these By-laws, public disclosure shall be deemed to mean the issuance of a press release to any broadly distributed business news service disclosing the date of the meeting. A stockholder's notice to the Secretary shall be signed by such stockholder and shall set forth as to each matter that the stockholder proposes to bring before the annual meeting: (i) the exact text of the resolution that the stockholder intends to propose to stockholders for approval at the annual meeting and the reasons for conducting such business at the annual meeting; (ii) the name and address, as they appear on the Corporation's books, of the stockholder proposing such business; (iii) the class and number of shares of the Corporation's capital stock that are beneficially owned by such stockholder; (iv) any material interest of such stockholder in such business; and (v) the names as shown on the Corporation's books of all other beneficial owners, if any, with whom the stockholder making the proposal is acting in concert, together with the addresses of such other stockholders and the number of shares owned of record or beneficially by each of them. Notwithstanding anything in these By-laws to the contrary, no business shall be brought before or conducted at an annual meeting except in accordance with the provisions of this Section 6(a). The officer of the Corporation or other person presiding at the annual meeting shall, if the facts so warrant, determine and declare to the meeting that business was not properly brought before the meeting in accordance with the provisions of this Section 6(a) and, if he or she should so determine, any such business so determined to be not properly brought before the meeting shall not be transacted.

At any special meeting of the stockholders, only such business shall be conducted as shall have been brought before the meeting by or at the direction of the Board of Directors.

(b) Only persons who are nominated in accordance with the procedures set forth in these By-laws shall be eligible for election as directors. Nominations of persons for election to the Board of Directors of the Corporation may be made at a meeting of stockholders at which directors are to be elected only: (i) by or at the direction of the Board of Directors; or (ii) by any stockholder of the Corporation entitled to vote for the election of directors at the meeting who complies with the notice procedures set forth in this Section 6(b). Nominations, other than those made by or at the direction of the Board of Directors, shall be made by timely notice in writing to the Secretary of the Corporation. To be timely, a stockholder's notice shall be in writing and delivered or mailed to and received at the principal executive offices of the Corporation not less than ninety (90) days prior to the date of the meeting; provided, however, that if the meeting is a special meeting, or an annual meeting held earlier than thirty (30) days in advance of the anniversary of the annual meeting in the previous year, or if it is the first annual meeting, in order to be timely, notice by the stockholder must be so received by the Secretary of the Corporation not later than the close of business on the 10th day following the day on which notice of the date of the meeting was mailed or public disclosure of the date of the meeting was made. Such stockholder's notice shall be signed by such stockholder and shall set forth: (i) as to each person whom such stockholder proposes to nominate for election or re-election as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors by accelerated filers with a class of stock registered under Section 12 of the Securities Exchange Act of 1934, or is otherwise required to be included pursuant to applicable law and regulation (together with such person's written consent to be nominated and to serve as a director if elected), provided, however, that the Corporation shall not be required to name such nominee in any proxy statement prepared by the Corporation or to solicit votes for such nominee unless required by law to do so; and (ii) as to the stockholder giving the notice (w) the name and address, as they appear on the Corporation's books, of such stockholder (x) the class and number of shares of the Corporation's capital stock that are beneficially owned by such Stockholder; (y) any business, familial or employment relationship between such stockholder and such nominees; and (z) the names of all other beneficial owners, if any, with whom the stockholder making the nomination is acting in concert, together with the addresses of such other stockholders and the number of shares owned of record or beneficially by each of them. At the request of the Board of Directors, any person nominated by the Board of Directors for election as a Director shall furnish to the Secretary of the Corporation that information required to be set forth in a stockholder's notice of nomination which pertains to the nominee. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Section 6(b). The officer of the Corporation or other person presiding at the meeting shall, if the facts so warrant, determine that a nomination was not made in accordance with such provisions and, if he or she shall so determine, he or she shall so declare to the meeting and the defective nomination shall be disregarded.

ARTICLE II DIRECTORS

Section 1. Number and Qualifications.

The affairs of the business of the Corporation, except as otherwise provided in the Organization Certificate, shall be managed by a Board of Directors which shall consist of not less than seven, nor more than fifteen persons, who need not be stockholders. The number of Directors to be elected shall be determined by resolution of the Board of Directors.

Section 2. Classification of Directors.

The Board of Directors shall be divided into three classes in respect of term of office, each class to contain as near as may be one-third of the whole number of the Board. At the first meeting of the Board of Directors after the filing of the Organization Certificate of the Corporation, the Board of Directors shall divide the initial members of the Board of Directors into three classes; the members of one class shall serve until the annual meeting of stockholders held in the next calendar year following such initial classification; the members of the second class shall serve until the annual meeting of stockholders held in the second calendar year following such initial classification their election; and the members of the third class shall serve until the annual meeting of stockholders in the third calendar year following such initial classification; provided, however, that in each case, directors shall continue to serve until their successors shall be elected and shall qualify. At each annual meeting of stockholders, one class of directors shall be elected to serve until the annual meeting of the stockholders held three years next following and until their successors shall be elected and shall qualify.

Section 3. How Elected.

At the annual meeting of stockholders, the persons duly elected by a plurality of the votes cast at the election held thereat shall become the Directors for the ensuing term of office. If there are terms of office of different duration to be filled at the same meeting of stockholders, there shall be separate nominations for each class of director and each class shall be voted upon separately.

Section 4. Term of Office.

The term of office of each of the Directors shall be until the third annual meeting after their election, and thereafter until a successor has been elected and qualified, subject to the provisions of these By-laws with respect to vacancies and the terms of such vacancies.

Section 5. Duties of Directors.

The Board of Directors shall have the control and general management of the affairs and business of the Corporation unless otherwise provided in the Organization Certificate. The Board of Directors may adopt such rules and regulations for the conduct of their meetings and the management and business of the Corporation as they may deem proper not inconsistent with these By-laws and the laws of the State of New York.

Section 6. Regular and Special Meetings of Directors.

Immediately following the conclusion of the annual stockholders' meeting, the Board shall hold an annual meeting without notice for the election of officers of the Corporation and to conduct such other business as shall properly come before the meeting. Regular meetings of the Board shall be held once each month without notice at such times and at such places as may from time to time be fixed by the Board. Special meetings of the Board may be called by the Chairman of the Board or at the written request of a majority of the directors. Notice of each special meeting shall be by telephone, telegraphed or sent by facsimile telecommunication not less than twenty-four hours before the meeting. A notice, or waiver of notice, need not specify the purpose of any meeting of the Board.

Section 7. Waiver of Notice.

Notice of a meeting need not be given to any director who submits a signed waiver whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

Section 8. Quorum.

At any meeting of the Board of Directors, except as otherwise provided by the Organization Certificate, or by these By-laws, a majority of the Board of Directors shall constitute a quorum. However, a lesser number not constituting a quorum may adjourn the meeting from time to time until a quorum shall be present or represented.

Section 9.

(a) Voting. Except as otherwise provided by statute, or by the Organization Certificate or by these By-Laws, the affirmative vote of a majority of the directors present and voting at any meeting of the Board of Directors at which a quorum is present shall be necessary for the transaction of any item of business thereat. A director cannot vote by proxy, or otherwise act by proxy at a meeting of the Board of Directors.

(b) Absentee Participation in Meetings. One (1) or more directors may participate in a meeting of the Board of Directors, or of a committee of the Board, by means of a conference telephone or similar communications equipment, which allows all persons participating in the meeting to hear and be heard by each other at the same time.

Section 10. Vacancies.

All vacancies in the office of director, including newly created directorships resulting from an increase in the number of directors, shall be filled by election by the stockholders, except vacancies not exceeding one-third of the entire Board may be filled by the affirmative vote of a majority of the directors present at any regular or special meeting of the Board, and the Directors so elected shall hold office for the balance of the unexpired term. If the number of directors is increased by the Board, thereby creating a vacancy, the Board shall classify such directorship among the three classes of directors for the purpose of determining the term of office for that directorship; provided, however, that in classifying such directorship, the Board shall maintain the number of directors in each class as nearly equal as possible. To the extent permitted by law, one or more vacancies may be left unfilled until the next annual meeting of stockholders, at which point the stockholders shall elect a director to fill the remainder of the unexpired term.

Section 11. Removal of Directors.

Any or all of the Directors may be removed for cause by a majority vote of the Stockholders. Any or all of the Directors may be removed without cause only at the annual meeting of stockholders by the affirmative vote of Stockholders holding at least seventy-five percent (75%) of the voting power of all classes of stock entitled to vote thereat.

Section 12. Compensation.

The compensation of the Directors shall be fixed by the Board.

Section 13. The President.

The Board shall elect a President who shall be from its own number.

ARTICLE III OFFICERS

Section 1. Titles and Election.

The officers of the Corporation shall be a Chairman of the Board, President, one or more Vice Presidents, a Secretary, and such other officers having such titles, powers and duties as the Board deems necessary or desirable. Any two or more offices may be held by the same person, except the office of President and Secretary. All officers shall serve at the pleasure of the Board and may be removed from office by vote of a majority of the entire Board without prejudice to any contract rights that the officer may have. The Board may from time to time fill vacancies in the offices of any officers and may elect or appoint such other officers as it may determine.

Section 2. Chairman of the Board.

Subject to the provisions of these By-laws and to the direction of the Board of Directors, the Chairman of the Board shall preside at all meetings of the Board of Directors and stockholders of the Corporation. He shall have such other powers and duties as may from time to time be assigned to him by the Board. In the absence of the Chairman of the Board from a meeting of the stockholders or a meeting of the Board, the President shall preside, and in the absence of the President, another member of the Board of Directors shall be designated by the Board to preside.

Section 3. President.

The President shall, subject to the control of the Board, have general supervision, direction and control of the business of the Corporation.

Section 4. Vice President or Senior Officer.

In the temporary absence or disability of the President, a senior officer designated by the Board shall perform all duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President except to the extent inconsistent with applicable law. The senior officers shall have such additional powers and duties as may be assigned them by the Board.

Section 5. Secretary.

The Secretary shall have charge and custody of the corporate seal, records, and minute books of the Corporation, and shall keep correct written minutes of all the meetings of the stockholders and the Board. The Secretary shall give, or cause to be given, notice of all meetings of the stockholders and of the Board required by the By-laws or by law, and shall have such additional powers and duties as may be assigned to them by the Board.

Section 6. Supervision, Direction and Removal.

All officers shall be subject to the supervision and direction of the Board. The authority, duties and responsibilities of any officer of the Corporation may be suspended by the Board, with or without cause, and any officer elected by the Board may be removed by the Board, with or without cause, but without prejudice to any contract rights.

Section 7. Resignation.

Any officer may resign at any time by giving written notice to the Board or to the Chief Executive Officer or President or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8. Compensation.

The compensation of officers shall be fixed by the Board.

Section 9. Duties of Officers may be Delegated.

In the case of the absence of any officer of the Corporation, or for any reason the Board may deem sufficient, the Board may, except as otherwise provided in these By-laws, delegate powers or duties of such officers to any other officer or any Director for such period as the Board determines.

**ARTICLE IV
COMMITTEES**

Section 1. Committees of the Board.

Subject to any applicable provisions of law, the Board may appoint such regular or special committee consisting of directors, officers or such other persons and having such powers and functions as the Board may prescribe. The Board may from time to time suspend, alter, continue or terminate any such committee or the powers and functions thereof.

Section 2. Executive Committee.

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members, an Executive Committee consisting of at least five members. The Executive Committee shall have all the authority of the Board, except that such Committee shall have no authority to take any action which is expressly required by any provision of law to be taken by the full Board of Directors.

The Board may designate one or more directors as alternate members of any such committee, who may replace any absent member or members at any meeting of such committee.

Section 3. Procedures. Unless the Board otherwise provides, the time, date, place, if any, and notice of meetings of a committee shall be determined by such committee. At meetings of a committee, a majority of the number of members of the committee (but not including any alternate member, unless such alternate member has replaced any absent or disqualified member at the time of, or in connection with, such meeting) shall constitute a quorum for the transaction of business. The act of a majority of the members present at any meeting at which a quorum is present shall be the act of the committee, except as otherwise specifically provided by applicable law, the Organization Certificate, these By-Laws or the Board. If a quorum is not present at a meeting of a committee, the members present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum is present. Unless the Board otherwise provides and except as provided in these By-Laws, each committee designated by the Board may make, alter, amend and repeal rules for the conduct of its business. In the absence of such rules each committee shall conduct its business in the same manner as the Board is authorized to conduct its business pursuant to Article II of these By-Laws.

Section 4. Compensation.

The Board may provide for compensation to be paid to its members and persons serving on committees appointed by the Board.

**ARTICLE V
CERTIFICATES FOR SHARES**

Section 1. Execution.

Certificates for shares of stock of the Corporation shall be signed by the Chairman of the Board or the President and the Secretary or Assistant Secretary of the Corporation, and shall be issued to each stockholder under the seal of the Corporation.

Section 2. Transfers.

The shares of stock of the Corporation shall be transferable only upon the books of the Corporation by the holder in person named in the certificate, or by duly authorized attorneys or legal representatives, upon surrender for cancellation of the existing certificate or certificates duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer and with such proof of the authenticity of signatures as the Corporation may reasonably require, whereupon new certificates shall be issued. Each such transfer shall be recorded by the Secretary or the Corporation's transfer agent on the transfer books of the Corporation.

Section 3. Lost Certificates.

Except as herein provided, no new certificate for shares shall be issued in lieu of an existing certificate unless such existing certificate is simultaneously surrendered and cancelled. In case any certificate is lost, stolen, mutilated or destroyed, and prior to notice to the Corporation that such certificate or certificates have been acquired by a bona fide purchaser, the Board may authorize the issuance of a new certificate in lieu thereof upon such terms and conditions, including reasonable indemnification of the Corporation, as the Board may determine.

**ARTICLE VI
INDEMNIFICATION OF DIRECTORS, OFFICERS & OTHERS**

(a) The Corporation shall indemnify and advance the expenses of any Director, officer or employee to the full extent permitted by the New York Banking Law as the same now exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment).

(b) The indemnification and advancement of expenses granted pursuant to this Article VI shall not be exclusive or limiting of any other rights to which any person seeking indemnification or advancement of expenses may be entitled when authorized by (i) a resolution of stockholders, (ii) a resolution of Directors, or (iii) an agreement providing for such indemnification; provided that no indemnification may be made to or on behalf of any such person if a judgment or other final adjudication adverse to such person establishes that his or her acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that he or she personally gained in fact a financial profit or other advantage to which he or she was not legally entitled.

(c) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, or employee of the Corporation against any expense, liability or loss for which insurance is available.

(d) No amendment, modification or rescission of these By-laws shall be effective to limit any person's right to indemnification with respect to any alleged cause of action that accrues or other incident or matter that occurs prior to the date on which such modification, amendment or rescission is adopted.

(e) For purposes of this Article VI, the terms Director and Officer shall include any former Director or Officer of the Bank.

**ARTICLE VII
SIGNATURE AUTHORITY**

The signature powers of officers and employees of the Corporation shall be fixed by the Board, which may confer upon certain officers the authority to delegate signature powers.

**ARTICLE VIII
SEAL**

The seal of the Corporation shall be as set by the Board of Directors.

**ARTICLE IX
AMENDMENT OF BY-LAWS**

These By-laws may be amended, repealed or adopted in a manner not inconsistent with law by the vote of the stockholders. In addition, the Board of Directors shall have power to amend, repeal or adopt any provision of these By-laws by a two-thirds vote of the entire Board. However, any By-law so adopted by the Board may be amended or repealed by the stockholders entitled to vote thereon as provided by law. If any By-law regulating an impending election of Directors is adopted, amended or repealed by the Board, there shall be set forth in the notice of the next meeting of stockholders for the election of Directors the By-law so adopted, amended or repealed, together with a concise statement of the changes made.

**ARTICLE X
DIVIDENDS OR OTHER DISTRIBUTIONS**

The Corporation, by vote of the Board of Directors, may declare and pay dividends or make other distributions in cash or its bonds, or its property on its outstanding shares to the extent as provided and permitted by law.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Corporation shall be determined by Resolution of the Board of Directors.

**ARTICLE XII
WAIVER OF NOTICE**

Whenever under the provisions of these By-laws or of any statute, any stockholder or Director is entitled to notice of any regular or special meeting or of any action to be taken by the Corporation, such meeting may be held or such action taken without the giving of such notice, provided every stockholder or Director entitled to such notice in writing waive the requirements of these By-laws in respect thereto.
