

HMN FINANCIAL INC  
Form 8-K  
October 31, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 25, 2011**

**HMN Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-24100**  
(Commission  
File Number)

**41-1777397**  
(IRS Employer  
Identification No.)

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**1016 Civic Center Drive Northwest**

**PO Box 6057**

**Rochester, Minnesota**  
(Address of principal executive offices)

**Registrant's telephone number, including area code (507) 535-1200**

**55903-6057**  
(Zip Code)

**(Former name or former address, if changed since last report)**

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))

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

Effective October 25, 2011, the Board of Directors of HMN Financial, Inc. (the Company ) amended its by-laws to establish the role of Vice Chairman of the Board of Directors and to clarify who presides over meetings of the stockholders and Board of Directors in the absence of the Chairman. Upon the amendment to the by-laws, Mahlon C. Schneider was elected by the Board of Directors to serve as Vice Chairman.

The foregoing description of the amendment to the Company s by-laws does not purport to be complete and is qualified in its entirety by reference to the Company s by-laws, as so amended, a copy of which is attached hereto as Exhibit 3.1 and incorporated by reference into this Item 5.03.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| Exhibit Number | Description  |
|----------------|--|
| 3.1            | HMN Financial, Inc. By-Laws (As of October 25, 2011) |

**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.

**HMN Financial, Inc.**

(Registrant)

Date: October 25, 2011

/s/ Jon Eberle  
Jon Eberle  
Executive Vice President,  
Chief Financial Officer and Treasurer

**Index to Exhibits**

Exhibit

| No.         | Description  |
|-------------|--|
| Exhibit 3.1 | HMN Financial, Inc. By-Laws (As of October 25, 2011) |