

EXHIBIT 2.2
BYLAWS OF MIDSOUTH BANK

MIDSOUTH BANK

BYLAWS

A Tennessee Banking Corporation

As Adopted January 15, 2004

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OF
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ARTICLE I

MEETINGS OF STOCKHOLDERS

Section 1. Time of Meetings.

An annual meeting of the stockholders shall be held each year within one hundred eighty days after the close of the fiscal year of the Bank for the purpose of electing directors and conducting such other proper business as may come before the meeting. The date and time of the annual meeting shall be determined by the chief executive officer of the Bank and, if the chief executive officer does not act, the board of directors shall determine the date of such meeting. Special meetings of stockholders may be held at such time as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof. Special meetings of the stockholders may be called by (a) the Commissioner of the Tennessee Department of Financial Institutions, (b) the chief executive officer, (c) the president, (d) the secretary if directed by the board of directors pursuant to a resolution adopted by the affirmative vote of the majority of the total number of directors then in office, or (e) as otherwise provided in the Charter as the same may be amended from time to time. Notice of special meetings of the stockholders, except as hereinafter provided, shall comply fully with each and all requirements as to notice of annual meetings, but notice of special meetings may be sent by posting the same in the United States mail not less than ten days nor more than sixty days before the date of the meeting or delivered personally upon execution of a written receipt thereof not less than five days nor more than sixty days before the date of the meeting. At the annual meeting, stockholders shall elect directors and transact such other business as properly may be brought before the meeting pursuant to Section 10 of this Article I.

Section 2. Place of Meetings.

The board of directors may designate any place, either within or without the State of Tennessee, as the place of meeting for any annual meeting or for any special meeting called by the board of directors. If no designation is made, or if a special meeting be otherwise called, the place of meeting shall be the principal executive office of the Bank.

Section 3. Notice.

Whenever stockholders are required or permitted to take action at a meeting, written or printed notice stating the place, date, time, and, in the case of special meetings, the purpose or purposes, of such meeting, shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting, or as provided in Section 1 of this Article I with respect to written receipts. All such notices shall be delivered, either personally or by mail, by or at the direction of the board of directors, the chief executive officer, the president or the secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, postage prepaid, addressed to the stockholder at his, her or its address as the same appears on the records of the Bank. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends for the express purpose of objecting at the beginning of the meeting to the transaction of any item(s) of business (or of any business) because the meeting is not lawfully called or convened. Such notice shall be in writing, shall specify in reasonable detail the objector's objections to the meeting, and shall be delivered to the secretary of the annual or special meeting immediately upon the objector's arrival at the meeting. If the objector otherwise votes or participates in any of the business of the meeting, his objection shall be deemed to be waived.

Section 4. Stockholders List.

The officer having charge of the stock ledger of the Bank shall make, at least ten days before every meeting of the stockholders, a complete list of the stockholders entitled to vote at such meeting arranged in alphabetical order, showing the address of each stockholder and the number of shares registered in the name of each stockholder. As required by law, such list shall be open to the examination of any stockholder, for any lawful and proper purpose germane to the meeting, during ordinary business hours, beginning at the time required by law after the notice of an annual or special meeting is sent or given and continuing through the time of the meeting, either at a place within the city where the meeting is to be held, which place shall be specified in the notice of the meeting or, if not so specified, at the place where the meeting is to be held. The list shall also

be produced and kept at the time and place of the meeting during the whole time thereof, and may be inspected by any stockholder who is present.

Section 5. Quorum.

The holders of a majority of the outstanding shares of capital stock entitled to vote (based on voting power), present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders, except as otherwise provided by statute or by the Charter. If a quorum is not present, the chairperson, the chief executive officer, the president and/or the holders of a majority of the shares present in person or represented by proxy at the meeting, and entitled to vote at the meeting, may adjourn the meeting to another time and/or place. When a specified item of business requires a vote by a class or series (if the Bank shall then have outstanding shares of more than one class or series) voting as a class, the holders of a majority of the shares of such class or series, present in person or represented by proxy, shall constitute a quorum (as to such class or series) for the transaction of such item of business.

Section 6. Adjourned Meetings.

When a meeting is adjourned to another time and place, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. Except as otherwise required by law, (1) at the adjourned meeting the Bank may transact any business which might have been transacted at the original meeting; and (2) if the adjournment is for more than four months, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting.

Section 7. Vote Required.

When a quorum is present, the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter shall be the act of the stockholders, unless (i) by express provisions of an applicable law or of the Charter a different vote is required, in which case such express provision shall govern and control the decision of such question, or (ii) the subject matter is the election of directors, in which case Section 2 of Article II hereof shall govern and control the approval of such subject matter.

Section 8. Voting Rights.

Except as otherwise provided by the Tennessee Business Corporation Act or by the Charter of the Bank or any amendments thereto, or as provided in any applicable shareholders rights plan or agreement, and also subject to Section 4 of Article V hereof, every stockholder shall at every meeting of the stockholders be entitled to one vote in person or by proxy for each share of common stock held by such stockholder. Unless otherwise restricted by the Charter, any action required or permitted to be taken at any meeting of the stockholders may be taken without a meeting if all stockholders expressly consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the board or committee.

Section 9. Proxies.

Each stockholder entitled to vote at a meeting of stockholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after eleven months from its date, unless the proxy expressly provides for a longer period. All proxies must be in writing, executed by the holder of record of the shares of stock referred to therein, or by the due and lawful attorney-in-fact, personal representative, trustee or guardian of such record holder, supported by a certified copy of the appointment, letters or other paper relied on as the authority of such attorney-in-fact, personal representative, trustee or guardian, to act for the stockholder of record and received by the Secretary prior to the meeting governed therein. Proxies may run to and empower not more than two (2) natural persons, either jointly or severally, to exercise same; and the holder of record of any stock who executes a proxy to vote same at any meeting shall be bound and estopped by any action taken at such meetings and adjournments of any meetings and whatever transpires thereat to the same extent as if such stockholder were present and voting in person; provided, however, that the signature on any proxy of a stockholder of record or of his lawful attorney-in-fact, personal representative, trustee or guardian must be witnessed by the signatures of two persons or attested by a Notary Public under his or her official seal of office, and when any such proxy bears the purported signature of the holder of record and purports to have been so witnessed or attested, neither the Bank nor any officer, director or stockholder shall be responsible or liable to any stockholder of record or to anyone else because of forgery or for any other cause.

A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with

an interest sufficient in law to support an irrevocable power consistent with the requirements of T.C.A. §48-17-203. A proxy may be made irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Bank generally. Any proxy is suspended when the person executing the proxy is present at a meeting of stockholders, affirmatively revokes her or his proxy at any time before it is voted, and elects to vote, except that when such proxy is coupled with an interest and the fact of the interest conspicuously appears on the face of the proxy, the agent named in the proxy shall have all voting and other rights referred to in the proxy, notwithstanding the presence of the person executing the proxy or any attempted revocation. At each meeting of the stockholders, and before any voting commences, all proxies filed at or before the meeting shall be submitted to and examined by the secretary or a person designated by the secretary, and no shares may be represented or voted under a proxy that has been found to be invalid or irregular.

Section 10. Business Brought Before a Meeting.

At an annual meeting of the stockholders, only such business shall be conducted as shall have been properly brought before the meeting. To be properly brought before an annual meeting, business must be (a) specified in the notice of meeting (or any supplement thereto) given by or at the direction of the board of directors, (b) brought before the meeting by or at the direction of the board of directors, or (c) otherwise properly brought before the meeting by a stockholder. For business to be properly brought before an annual meeting by a stockholder, the stockholder must have delivered timely notice thereof in writing to the secretary of the Bank. Except as provided in Section 5.2 of Article II of these bylaws, and unless otherwise provided pursuant to applicable law (including, without limitation, federal securities laws), in order to be timely a stockholder's notice must be delivered to or mailed and received by the chief executive officer, the president or the corporate secretary at the principal executive offices of the Bank, not less than sixty days nor more than ninety days prior to the meeting; provided, however, that in the event that less than sixty days' notice or prior public disclosure of the date of the meeting is given or made to stockholders, notice by the stockholder to be timely must be so received not later than the close of business on the tenth day following the date on which such notice of the date of the annual meeting was mailed or such public disclosure was made. A stockholder's notice to the secretary shall set forth as to each matter the stockholder proposes to bring before the annual meeting (a) a brief description of the business desired to be brought before the annual meeting, (b) the name and address, as they appear on the Bank's books, of the stockholder proposing such business, (c) the class and number of shares of the Bank which are beneficially owned by the stockholder, and (d) any material interest of the stockholder in such business; and if there are one or more nominees to be elected Director(s), then all of the information regarding such stockholder's name and address and the number and class of all shares of each class of stock of the Bank beneficially owned by such stockholder, including all of the information specified in Section 5.2 of Article II hereof. As used herein, shares "beneficially owned" shall mean all shares as to which such person, together with such person's affiliates and associates (as defined in Rule 12b-2 under the Exchange Act), may be deemed to beneficially own pursuant to Rules 13d-3 and 13d-5 under the Exchange Act, as well as all shares as to which such person, together with such person's affiliates and associates, has the right to become the beneficial owner pursuant to any agreement or understanding, or upon the exercise of warrants, options or rights to convert or exchange (whether such rights are exercisable immediately or only after the passage of time or the occurrence of conditions). Notwithstanding anything in the bylaws to the contrary, no business shall be conducted at an annual or special meeting except in accordance with the procedures set forth in this Section 10. The person presiding at the meeting, in addition to making any other determinations that may be appropriate to the conduct of the meeting, shall determine whether such notice has been duly given and shall direct that proposals and nominees not be considered if such notice has not been given. The presiding officer of an annual or special meeting shall, if the facts warrant, determine and declare to the meeting that business was not properly brought before the meeting and in accordance with the provisions of this Section 10; and if she or he should so determine, she or he shall so declare to the meeting and any such business not properly brought before the meeting shall not be transacted.

Section 11. Inspectors of Election: Opening and Closing the Polls.

The chief executive officer, the president or the board of directors by resolution shall appoint one or more inspectors, which inspector or inspectors may include individuals who serve the Bank in other capacities, including, without limitation, as officers, employees, agents or representatives, to act at the meetings of stockholders and make a written report thereof. One or more persons may be designated as alternate inspectors to replace any inspector who fails to act. If no inspector or alternate has been appointed to act or is able to act at a meeting of stockholders, the chairperson of the meeting shall appoint one or more inspectors to act at the meeting. Each inspector, before discharging his or her duties, shall take and sign an oath faithfully to execute the duties of inspector with strict impartiality and according to the best of his or her ability. The inspectors shall have all duties prescribed by law, by Charter or bylaw, by written instruction of the chief executive officer or the president, and/or by board resolution.

The chairperson of the meeting shall fix and announce at the meeting the date and time of the opening and the closing of the polls for each matter upon which the stockholders will vote at a meeting.

Section 12. Conduct of Meetings.

The chief executive officer of the Bank shall be the chairperson of the meetings of stockholders, and the secretary of the Bank shall serve as the secretary of such meetings, unless the majority of the shares in attendance otherwise determines on motion duly made and seconded. The board of directors is authorized to adopt such rules for the conduct of stockholders meetings as the board shall deem appropriate. The chairperson of the meeting may rely on any published rules of parliamentary procedure as she or he shall deem proper, but need not do so, or upon rules adopted by the board of directors.

ARTICLE II

DIRECTORS

Section 1. Management by the Board of Directors: General Powers.

The business and affairs of the Bank shall be managed by or under the direction of the board of directors. In addition to such powers as are herein and in the Charter expressly conferred upon it, the board of directors shall have and may exercise all the powers of the Bank, subject to the provisions of the laws of the State of Tennessee, the Charter and these bylaws.

Without limiting the foregoing list of general powers, and without limiting the powers prescribed by law or inherent in the board of directors, the board of directors shall have, *inter alia*, the following powers:

- All of the powers specified in the Charter, as the Charter may from time to time be amended.
- From time to time, to make and change the rules and regulations, not inconsistent with these bylaws, for the management of the Bank's business affairs.
- To purchase, lease or otherwise acquire for the Bank, in the Bank's name, any property, property rights or privileges at such price or consideration, and to sell, convey, rent out, lease, assign, sublease, or otherwise dispose of any such, or authorize any purchase, sale conveyance, lease, assignment or sublease, all on such terms and conditions as they think fit. At their discretion, to pay for any property or rights acquired by the Bank, either wholly or partly in money, or an credit, stock, notes, bonds, debentures or other securities of the Bank or otherwise.
- To create debts and make and issue notes, mortgages, bonds, deeds of trust, trust agreements and negotiable or transferable instruments and securities secured by mortgage or otherwise secured or unsecured and to do every other act and thing necessary to effectuate the same.
- To fix the price, or value, at which any unissued capital stock of the Bank may be issued at any time, or from time to time, to declare dividends, both in money and in stock, and to purchase or authorize the purchase of stock of the company for retirement or for holding in the treasury.
- To elect, appoint and employ, at their discretion, and remove or suspend, at their discretion, any and all officers, agents or servants permanently or temporarily, as they deem fit, and to determine their duties, from time to time, to change their salaries or emoluments, and to require security in such amount as they think fit.
- To confer by resolution upon any elected or appointed officer or employee of the Bank the power to appoint, employ, remove or suspend any subordinate officers, agents, employees or servants.
- To appoint any person or Bank to accept and hold in trust, bailment, or as agent, for the Bank, any property belonging to the Bank or in which it is interested, or for any other purpose, and to execute and do all such duties and things as may be requisite in relation to such trust, bailment or agency.
- To designate a depository, or depositories, for the Bank, at any time and from time to time, and determine who shall be authorized, on the Bank's behalf, to sign bills, notes, receipts, acceptances, endorsements, checks, releases, deeds, mortgages, deeds of trust, contracts and other instruments.

