

GUARANTY FEDERAL BANCSHARES INC  
Form DEF 14A  
May 01, 2008

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United States

Securities and Exchange Commission  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No. \_\_)

Filed by the registrant

Filed by a party other than the registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for use of the Commission

Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Under Rule 14a-12

Guaranty Federal Bancshares, Inc.

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(Name of Registrant as Specified in Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of filing fee (Check the appropriate box):

No fee required

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11. (set forth the amount on which the filing fee is calculated and state how it was determined):

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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GUARANTY FEDERAL BANCSHARES, INC.  
1341 WEST BATTLEFIELD  
SPRINGFIELD, MO 65807-4181  
(417) 520-4333

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NOTICE OF MEETING OF STOCKHOLDERS  
To Be Held on May 28, 2008

Notice is hereby given that an annual meeting of the stockholders (“Meeting”) of Guaranty Federal Bancshares, Inc. (the “Company”) will be held at the Clarion Hotel, 3333 South Glenstone Avenue, Springfield, Missouri, on May 28, 2008, at 6:00 p.m., local time. Stockholders of record at the close of business on April 8, 2008 are the stockholders entitled to vote at the meeting.

A Proxy Card and a Proxy Statement for the Meeting are enclosed.

The Meeting is being held for the purpose of considering and acting upon:

1. The election of two directors.
2. The ratification of BKD, LLP as Independent Registered Public Accounting Firm to the Company for the fiscal year ending December 31, 2008.
3. Such other matters as may come properly before the Meeting or any adjournments thereof. Except with respect to procedural matters incident to the conduct of the Meeting, the Board of Directors is not aware of any other business to come before the Meeting.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Don M. Gibson

Don M. Gibson  
Chairman of the Board

Springfield, Missouri  
April 25, 2008

THE BOARD OF DIRECTORS URGES YOU TO SIGN, DATE AND RETURN YOUR PROXY CARD AS SOON AS POSSIBLE, EVEN IF YOU CURRENTLY PLAN TO ATTEND THE ANNUAL MEETING. THIS WILL NOT PREVENT YOU FROM VOTING IN PERSON AT THE ANNUAL MEETING IF YOU DESIRE, AND YOU MAY REVOKE YOUR PROXY BY WRITTEN INSTRUMENT AT ANY TIME PRIOR TO THE VOTE AT THE ANNUAL MEETING. IF YOU ARE A STOCKHOLDER WHOSE SHARES ARE NOT REGISTERED IN YOUR OWN NAME, YOU WILL NEED ADDITIONAL DOCUMENTATION FROM OUR RECORD HOLDER TO VOTE PERSONALLY AT THE MEETING.



[Guaranty Federal Bancshares, Inc. Letterhead]

April 25, 2008

Dear Fellow Stockholder:

On behalf of the Board of Directors and management of Guaranty Federal Bancshares, Inc. (the "Company"), I cordially invite you to attend the 2008 Annual Meeting of Stockholders to be held at the Clarion Hotel, 3333 South Glenstone Avenue, Springfield, Missouri, on Wednesday, May 28, 2008 at 6:00 p.m., local time. The attached Notice of Annual Meeting of Stockholders and Proxy Statement describe the formal business to be transacted at the meeting. Following the formal meeting, I will report on the operations of the Company. Directors and officers of the Company, as well as representatives of BKD, LLP, our independent registered public accounting firm, will be present to respond to any questions that stockholders may have.

Whether or not you plan to attend the meeting, please sign and date the enclosed proxy card and return it in the accompanying postage-paid return envelope as soon as possible. This will not prevent you from voting in person at the meeting but will assure that your vote is counted if you are unable to attend the meeting.

Respectfully,

/s/ Shaun A. Burke

Shaun A. Burke  
President and CEO

GUARANTY FEDERAL BANCSHARES, INC.  
1341 WEST BATTLEFIELD  
SPRINGFIELD, MISSOURI 65807-4181

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PROXY STATEMENT

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This proxy statement has been prepared in connection with the solicitation of proxies by the Board of Directors of Guaranty Federal Bancshares, Inc. (the "Company") for use at the annual meeting of stockholders to be held on May 28, 2008 (the "Annual Meeting"), and at any adjournment(s) thereof. The Annual Meeting will be held at 6:00 p.m., local time, at the Clarion Hotel, 3333 South Glenstone Avenue, Springfield, Missouri. It is anticipated that this proxy statement will be mailed to stockholders on or about April 25, 2008.

RECORD DATE--VOTING--VOTE REQUIRED FOR APPROVAL

All persons who were stockholders of the Company at the close of business on April 8, 2008, ("Record Date") will be entitled to cast votes at the Annual Meeting. Voting may be by proxy or in person. As of the Record Date, the Company had 2,711,737 shares of common stock, par value \$0.10 per share ("Common Stock"), issued and outstanding.

Holders of a majority of the outstanding shares of Common Stock entitled to vote, represented in person or by proxy, will constitute a quorum for purposes of transacting business at the Annual Meeting.

Stockholders are urged to indicate their vote in the appropriate spaces on the proxy card. Each proxy solicited hereby, if properly executed, duly returned to the Board of Directors of the Company and not revoked prior to the Annual Meeting, will be voted at the Annual Meeting in accordance with the stockholder's instructions indicated thereon. Where no instructions are indicated, proxies will be voted by those named in the proxies FOR the approval of the specific proposals presented in this proxy statement and on the proxy card and in their discretion upon any other business that may properly come before the Annual Meeting or any adjournment thereof. Each stockholder shall have one vote for each share of stock owned.

A stockholder giving a proxy has the power to revoke the proxy at any time before it is exercised by filing with the Secretary of the Company written instructions revoking it. A duly executed proxy bearing a later date will be sufficient to revoke an earlier proxy. The proxy executed by a stockholder who attends the Annual Meeting will be revoked only if that stockholder files the proper written instrument with the Secretary prior to the end of the voting at the Annual Meeting.

To the extent necessary to assure sufficient representation at the Annual Meeting, proxies may be solicited by officers, directors and regular employees of the Company personally, by telephone, by internet or by further correspondence. Officers, directors and regular employees of the Company will not be compensated for their solicitation efforts. The cost of soliciting proxies from stockholders will be borne by the Company. The Company will also reimburse brokerage firms and other custodians, nominees and fiduciaries for reasonable expenses incurred by them in sending proxy materials to the beneficial owners of Common Stock.

Regardless of the number of shares of the Company's Common Stock owned, it is important that stockholders be represented by proxy or be present in person at the Annual Meeting. In order for any proposals considered at the Annual Meeting to be approved by the Company's stockholders, a quorum must be present. Stockholders are requested to vote by completing the enclosed proxy card and returning it signed and dated in the enclosed

postage-paid envelope.

Proxies marked as abstentions will not be counted as votes cast. In addition, shares held in street name which have been designated by brokers on proxy cards as not voted by the beneficial owner will not be counted as votes cast (“broker non-votes”). Proxies marked as abstentions or broker non-votes, however, will be treated as shares present for purposes of determining whether a quorum is present. Approval of the ratification of the independent registered public accounting firm proposal requires the affirmative vote of a majority of the votes cast on such matter. Directors are elected by a plurality of votes of the shares present in person or by proxy at the Annual Meeting. Accordingly, abstentions and broker non-votes will have no effect on the election of directors or the proposal to ratify the Company’s independent registered public accounting firm.

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## VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Persons and groups owning in excess of 5% of the Common Stock are required to file certain reports regarding such ownership pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Certificate of Incorporation of the Company restricts the voting by persons who beneficially own in excess of 10% of the outstanding shares of Common Stock. This restriction does not apply to employee benefit plans of the Company. The following table sets forth, as of the Record Date, persons or groups who are known by the Company to beneficially own more than 5% of the Common Stock.

Name and Address Of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class
Guaranty Bank Employee Stock Ownership Plan ("ESOP") 1341 West Battlefield Springfield, MO 65807-4181	270,086(1)	9.64%

(1) Reflects shared investment and voting power with respect to all shares listed. The ESOP purchased these shares for the exclusive benefit of plan participants with funds borrowed from the Company. These shares are held in a suspense account and are allocated among ESOP participants annually on the basis of compensation as the ESOP debt is repaid. The ESOP Committee, consisting of certain non-employee directors of the Company's Board of Directors, instructs the ESOP Trustee regarding investment of ESOP plan assets. The ESOP Trustee must vote all shares allocated to participant accounts under the ESOP as directed by participants. Unallocated shares and shares for which no timely voting direction is received are voted by the ESOP Trustee as directed by the ESOP Committee.

The following table sets forth certain information as of the Record Date, with respect to the shares of the Company's Common Stock beneficially owned by each of the directors, nominees and Named Executive Officers (see section titled "Summary Compensation Table") of the Company, and the total shares beneficially owned by directors and executive officers as a group. The Company's policy is for each director to own a minimum of 2,500 shares, exclusive of stock grants and non-exercised stock options. Directors with less than 5 years experience on the Board shall own a minimum of 500 shares for each full year of service on the Board, up to the 2,500 shares. Except as otherwise noted, each person has sole voting and investment power over his shares. Less than 1% stock ownership is shown below with an asterisk (\*).



Name of Beneficial Owner	Total Shares Beneficially Owned(1)	Percent of Total Outstanding Common Shares
Jack L. Barham	39,272 (2)	1.4 %
Wayne V. Barnes	71,460 (2)(3)	2.5 %
Shaun A. Burke	41,060 (2)(4)	1.5 %
Don M. Gibson	48,200 (2)(5)	1.7 %
Kurt D. Hellweg	34,516 (2)	1.2 %
Gregory V. Ostergren	46,058 (2)(6)	1.6 %
Tim Rosenbury	23,010 (2)(7)	*
James L. Sivils, III	23,145 (2)(8)	*
James R. Batten	5,000 (2)(9)	*
Carter Peters	5,512 (10)	*
H. Michael Mattson	2,606 (11)	*
Total owned by all directors and executive officers as a group (eleven persons)	339,839 (12)	12.1 %

- (1) Amounts may include shares held directly, as well as shares held jointly with family members, in retirement accounts, in a fiduciary capacity, by certain family members, by certain related entities or by trusts of which the directors and executive officers are trustees or substantial beneficiaries, with respect to which shares the respective director or executive officer may be deemed to have sole or shared voting and/or investment powers. Due to the rules for determining beneficial ownership, the same securities may be attributed as being beneficially owned by more than one person. The holders may disclaim beneficial ownership of the included shares which are owned by or with family members, trusts or other entities.
- (2) Excludes 270,086 shares of Common Stock held under the ESOP for which the individual serves as a member of the ESOP Committee or Trustee. Each individual disclaims beneficial ownership with respect to these shares held in a fiduciary capacity.
- (3) Includes 8,402 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (4) Includes 22,000 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (5) Includes 2,000 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (6) Includes 14,704 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (7) Includes 12,500 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (8) Includes 20,000 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (9) Includes 5,000 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.

- (10) Includes 4,000 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (11) Includes 2,000 shares of Common Stock that the individual has the right to acquire through the exercise of options within 60 days of the Record Date.
- (12) Includes 90,606 shares of Common Stock that the group has the right to acquire within 60 days of the Record Date through the exercise of options.

#### SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Exchange Act requires the Company's officers and directors, and persons who own more than ten percent of the Common Stock, to file reports detailing their ownership and changes of ownership in the Common Stock with the SEC and to furnish the Company with copies of all such ownership reports. Based solely on the Company's review of the copies of the ownership reports furnished to the Company, and written representations relative to the filing of certain forms, the Company believes that all Section 16(a) filing requirements applicable to its officers and directors, and persons who own more than ten percent of the Common Stock, were complied with during the 2007 fiscal year.

FIRST PROPOSAL: ELECTION OF DIRECTORS

The number of directors constituting the Board of Directors of the Company (the “Board”) is currently nine. The Board is divided into three classes of three directors. The term of office of one class of directors expires each year in rotation so that the class up for election at each annual meeting of stockholders has served for a three-year term. The terms of three of the present directors (Barnes, Ostergren, and Sivils) are expiring at the Annual Meeting. One of these directors, Wayne V. Barnes, has elected of his own accord not to seek election as a director at the Annual Meeting for another term. The following table sets forth certain information for each director nominee and continuing director of the Board.

On behalf of the management, staff and Board of Directors, we want to express our heartfelt thanks to Wayne Barnes for his service to the Company. After 32 years of dedicated service as a member of our Board of Directors, Wayne will retire at the expiration of his current term. We sincerely appreciate his valuable advice and counsel and wish him the very best in his retirement.

The two continuing directors (Ostergren and Sivils) have been nominated, upon the recommendation of the Nominating Committee of the Board, by the Board and, upon election at the Annual Meeting, will hold office for a three-year term expiring in 2011 or until their successors are elected and qualified. Each nominee has indicated that they are willing and able to serve as a director if elected and have consented to being named as nominees in this proxy statement.

Unless otherwise specified on the proxies received by the Company, it is intended that proxies received in response to this solicitation will be voted in favor of the election of each person named in the following table to be a director of the Company for the term as indicated, or until his successor is elected and qualified. There are no arrangements or understandings between the nominees or directors and any other person pursuant to which any such person was or is selected as a director or nominee.

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS  
THAT YOU VOTE FOR THE FOLLOWING NOMINEES.

Nominees for Three-Year Terms Expiring 2011

Name	Age (1)	Director Since	Current Term Expires
Gregory V. Ostergren	52	1999	2008
James L. Sivils, III	43	2002	2008

In addition to the two nominees proposed to serve on the Board as described above, the following individuals are also directors of the Company, each serving for the current term indicated.

Directors Who Are Not Nominees  
Who Will Continue in Office After the Annual Meeting

Name	Age (1)	Director Since
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			Current Term Expires
James R. Batten	45	2006	2009
Shaun A. Burke	44	2004	2009
Kurt D. Hellweg	50	2000	2009
Jack L. Barham	74	1983	2010
Don M. Gibson	64	2002	2010
Tim Rosenbury	51	2002	2010

(1)

As of the Record Date

## Biographical Information

Set forth below are brief summaries of the background and business experience, including principal occupation, of each nominee and director currently serving on the Board of Directors of the Company.

Gregory V. Ostergren is the Chairman, President and Chief Executive Officer of American National Property and Casualty Insurance Companies (“ANPAC”), Springfield, Missouri, and Chairman of the Farm Family Insurance Group, Albany, New York (“Farm Family”). Mr. Ostergren joined ANPAC in October of 1990 as President and CEO. In 2000, he took on the additional role as Chairman of ANPAC and in 2001, following the acquisition of Farm Family, which he led, Mr. Ostergren was voted Chairman of Farm Family. He is Chairman Elect of the Insurance Institute for Highway Safety, Washington, DC. After graduating from the University of Minnesota in 1977, Mr. Ostergren held various positions at Allstate Insurance Company in Chicago, Illinois, and Mutual Service Insurance Company in St. Paul, Minnesota. He is a member of the American Academy of Actuaries, an Associate of the Casualty Actuarial Society and a member of the academic business honor society Beta Gamma Sigma. He presently serves on the Board of Executive Advisors for the College of Business Administration at Missouri State University. He is past Chairman of the College of Natural and Applied Sciences Advisory Board for Southwest Missouri State University. He has also served as a Member of the Board of the Springfield Public School Foundation, as a Member of the Board and Treasurer of the United Way of the Ozarks, and has served on a number of other professional and civic boards of directors.

James L. Sivils, III, JD, is a partner in Morelock-Ross Companies, a group of several privately held companies involved in both commercial and residential construction and in real estate development and management in Springfield, Missouri. Mr. Sivils has been with Morelock-Ross since 1997. Prior to joining Morelock-Ross, Mr. Sivils worked as an attorney from 1990 to 1993 and as a real estate broker and developer from 1993 to 1997. Mr. Sivils holds a JD degree from the University of Missouri – Kansas City Law School and a B.A. degree from the University of Missouri - Columbia. Mr. Sivils is a past Member of the Board of the Springfield Apartment Housing Association and the Lakes Country Rehabilitation Center and a current Member and past Chapter Chair of the Ozarks Chapter of the Young Presidents Organization.

James R. Batten, CPA, is Chief Operations Officer and Executive Vice President of AG Financial Solutions. Mr. Batten is the former Executive Vice President of Finance, Chief Financial Officer and Treasurer of O’Reilly Automotive, Inc. He was with O’Reilly from January 1993 through March 2007. Prior to joining O’Reilly, Mr. Batten was employed by the accounting firms of Whitlock, Selim & Keehn, from 1986 to 1993 and Deloitte, Haskins & Sells from 1984 until 1986. Mr. Batten is a member of the board of Foundation Capital Resources, Chairman of the Board of New Covenant Academy and Treasurer of Hope Community Church. Mr. Batten served as a member of the NASDAQ Issuer Affairs Committee until 2005. He has also served on a number of other professional and civic boards including the Springfield Area Chamber of Commerce and Big Brothers Big Sisters of the Ozarks.

Shaun A. Burke was appointed President and Chief Executive Officer of the Company on March 1, 2005. Mr. Burke has been President and Chief Executive Officer of Guaranty Bank, the Company’s wholly owned subsidiary (the “Bank”), since March 9, 2004. In May 1997, Mr. Burke joined, and assisted with the formation of Signature Bank in Springfield, Missouri. During his tenure at Signature Bank, he held the positions of Executive Vice President and Senior Credit Officer and was a member of the bank’s board of directors. From 1983 to 1997, Mr. Burke was with Bank of America and its predecessors in Springfield, Missouri, with his last position being Vice President of Commercial Lending. Mr. Burke is active in many civic organizations and is a past member of the United Way Allocations and Agency Relations Executive Committee, Salvation Army Board of Directors and Big Brothers Big Sisters of the Ozarks Board of Directors.



Kurt D. Hellweg is President and Chief Executive Officer of International Dehydrated Foods, Inc. (“IDF”) and American Dehydrated Foods, Inc. (“ADF”). IDF and ADF are privately held companies that manufacture and market ingredients for both the food and feed industries. Mr. Hellweg has previously served as Vice President of Sales, Senior Vice President of Operations, and President/COO of ADF. Prior to joining ADF, Mr. Hellweg was an officer in the U.S. Navy from 1980 to 1987. During that time, he served tours as a helicopter pilot in the Atlantic Fleet and as an instructor pilot. Mr. Hellweg holds a BS degree in Engineering from the University of Nebraska. He is a past Member of the Board of the Springfield Area Chamber of Commerce, the Springfield Area Arts Council, and the Springfield Symphony.

Jack L. Barham worked at Guaranty Federal Savings Bank, the predecessor savings bank to the Bank, for 24 years and retired in 1995. He served in various positions of responsibility and was a Realtor and appraiser. In 1983, he was elected to the Company’s Board of Directors. In 1990, he was elected Vice President and Chairman of the Board, and has continued to serve as Chairman of the Board until he relinquished such position in March 2005. The Board approved Mr. Barham as Vice Chairman of the Company in March 2005. He served in the US Navy, is a deacon at Ridgecrest Baptist Church and has been a member of various civic organizations.

Don M. Gibson was elected as President and Chief Executive Officer of the Company in January 2002 and served in such capacities until his retirement at the end of February 2005. Mr. Gibson also served as President and Chief Executive Officer of the Bank from January 2002 until the appointment of Shaun A. Burke on March 9, 2004 to serve in such capacity. Mr. Gibson has served as Chairman of the Board for the Company and the Bank since March 2005. Prior to joining the Company, Mr. Gibson was a retired banking executive. From March 2000 to July 2000 Mr. Gibson was President of Sinclair National Bank, Gravette, Arkansas. Prior to that, Mr. Gibson was at Great Southern Bank, a subsidiary of Great Southern Bancorp, Inc., Springfield, Missouri, holding various positions since September 1975 with his last being Vice Chairman.

Tim Rosenbury, AIA, is Executive Vice President and Chairman of Butler, Rosenbury & Partners, Inc., an 80-person architecture, engineering, interior design and planning firm in Springfield, Missouri, and he has held these positions since 1997. Mr. Rosenbury joined the firm in 1984 after practicing in Memphis, Tennessee. He graduated with a B.Arch. from Mississippi State University in 1980, which awarded him the designation of Alumni Fellow in 1999. He is Corporate Secretary of Ozark Mailing Service, Inc., a privately held company, and is a member of a number of professional and civic organizations, many of which he has held leadership positions.

#### Director Independence

The Board of Directors of the Company has determined that all of the directors, except for Director Burke who is an executive officer of the Company, are “independent directors” as that term is defined in Rule 4200(a)(15) of the Marketplace Rules of The Nasdaq Stock Market (“Nasdaq”). These directors constitute a majority of the Board.

#### Meetings and Committees of the Board of Directors

The business of the Company is conducted at regular and special meetings of the full Board of Directors of the Company (the “Board”) and its standing committees. The standing committees consist of the Executive, Audit, Compensation, Nominating, ESOP (Employee Stock Ownership Plan), and Option Committees. During the twelve months ended December 31, 2007, the Board held twelve regular meetings and no special meetings. No director attended less than 75% of those meetings and the meetings held by all committees of the Board of Directors on which he served.

Although the Company does not have a formal policy regarding director attendance at the Company's annual stockholders meeting, all directors are expected to attend these annual meetings absent extenuating circumstances. All current directors, except Kurt D. Hellweg, Gregory V. Ostergren, Tim Rosenbury, and James L. Sivils, III, attended the Company's annual meeting of stockholders held on May 23, 2007.



#### Stockholder Communications with Directors

Stockholders and other interested persons who wish to communicate with the board of directors of the Company, or any individual director, should send their written correspondence by mail to: Don M. Gibson, Chairman of the Board, Guaranty Federal Bancshares, Inc., 1341 West Battlefield, Springfield, Missouri 65807.

#### Audit Committee

The Audit Committee of the Board is composed of independent, non-employee directors of the Company and currently consists of four directors: Messrs. Batten, Hellweg, Rosenbury, and Sivils. This standing committee, among other things, (i) regularly meets with the internal auditor to review audit programs and the results of audits of specific areas as well as other regulatory compliance issues, (ii) meets at least annually in executive session with the Company's independent auditors to review the results of the annual audit and other related matters, and (iii) meets quarterly with management and the independent auditors to review the Company's financial statements and significant findings based on the independent auditor's review. The Audit Committee is responsible for hiring, retaining, compensating and terminating the Company's independent auditors. The Audit Committee operates under a written charter adopted by the Company's Board of Directors. For a further description of the Audit Committee's purposes and responsibilities, refer to the copy of the Audit Committee Charter included as Appendix A to this proxy statement.

During the twelve months ended December 31, 2007, the Audit Committee met ten times (See "Report of the Audit Committee").

#### Nominating Committee

The Nominating Committee of the Board is composed of three or more directors as appointed by the Board, each of whom are required to be an "independent director" as defined under the NASDAQ listing standards. Currently, the Nominating Committee consists of four directors, Messrs. Rosenbury, Sivils, Barham, and Barnes, each of whom is an "independent director." During the twelve months ended December 31, 2007, the Nominating Committee met two times. The Nominating Committee operates under a formal written charter adopted by the Board. A copy of the Nominating Committee's charter is included as Appendix B to this proxy statement.

The Nominating Committee is responsible for identifying individuals qualified to serve as members of the Board and recommending to the Board the director nominees for election and appointment to the Board, as well as director nominees for each of the committees of the Board. In accordance with its charter, the Nominating Committee recommends candidates (including incumbent nominees) based on the following criteria: business experience, education, integrity and reputation, independence, conflicts of interest, diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public policy) and a commitment to the Company's communities and shared values, as well as overall experience in the context of the needs of the Board as a whole. The Committee monitors the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively.

With respect to nominating existing directors, the Nominating Committee reviews relevant information available to it and assesses their continued ability and willingness to serve as a director. The Nominating Committee will also assess such person's contribution in light of the mix of skills and experience the Nominating Committee has deemed

appropriate for the Board as a whole. With respect to nominations of new directors, the Nominating Committee will conduct a thorough search to identify candidates based upon criteria the Nominating Committee deems appropriate and considering the mix of skills and experience necessary to complement existing members of the Board. The Nominating Committee will then review selected candidates and make its recommendation to the Board. See the copy of the Nominating Committee Charter in Appendix B to this proxy statement for a further description of the nomination process utilized by the Nominating Committee.

Nominations by a stockholder will be considered by the Nominating Committee if such nomination is written and delivered or mailed by first class United States mail, postage prepaid, to the Secretary of the Company between 30 and 60 days prior to the meeting at which such nominee may be considered. However, if less than 31 days' notice of the meeting is given by the Company to stockholders, written notice of the stockholder nomination must be given to the Secretary of the Company as provided above no later than the tenth day after notice of the meeting was mailed to stockholders. A nomination must set forth, with respect to the nominee, (i) name, age, and addresses, (ii) principal occupation or employment, (iii) Common Stock beneficially owned, and (iv) other information that would be required in a proxy statement. The stockholder giving notice must list his or her name and address, as they appear on the Company's books, and the amount of Common Stock beneficially owned by him or her. In addition, the stockholder making such nomination must promptly provide to the Company any other information reasonably requested by the Company. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.

### Compensation Committee

The Board of Directors of the Company and the Board of Directors of the Bank are comprised of the same persons. The Compensation Committee of the Bank's Board of Directors, which consists solely of non-employee directors of the Bank, is comprised of Messrs. Ostergren, Hellweg, Barham, Batten, and Barnes. As indicated above, each of these committee members is an "independent director" as defined under the NASDAQ listing standards. The Company has no full time employees and relies on employees of the Bank for the limited services received by the Company. All compensation paid to executive officers of the Company is paid by the Bank.

The Compensation Committee, together with the full Board, is responsible for designing the compensation and benefit plans for all employees, executive officers and directors of the Company and the Bank, including the Chief Executive Officer, based on its review, among other things, of performance, industry salary surveys and the recommendations of management concerning compensation (See "Report on Executive Compensation"). The Compensation Committee, without the participation of the full Board, is responsible for determining the compensation of the Chief Executive Officer and the other executive officers of the Company, and all such compensation decisions were made solely by the Compensation Committee. The Compensation Committee, together with the full Board, determines the compensation of all other officers.

During the twelve months ended December 31, 2007, the Compensation Committee met eight times. The Compensation Committee has not adopted a formal, written charter.

## REPORT OF THE COMPENSATION COMMITTEE

### Compensation Committee Interlocks and Insider Participation

Since August 2002, the Compensation Committee of the Board has consisted of non-employee directors of the Bank. During the fiscal year ended December 31, 2007, Mr. Jack L. Barham served on the Compensation Committee, and for many years until his retirement in 1995, he had been an officer of the Bank. Mr. Barham is the only member of the Compensation Committee during 2007 who was formerly an officer of the Company or the Bank. Prior to March 2005, Mr. Don M. Gibson served as the President and Chief Executive Officer of the Company and the Bank, but during 2007 he was not a member of the Compensation Committee. In addition, Mr. Shaun Burke, the current President and Chief Executive Officer of the Company and the Bank, did not serve as a member of the Compensation Committee during 2007. No executive officer of the Company served on the compensation committee or board of directors of any company that employed any member of the Company's Compensation Committee or Board of

Directors.

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## COMPENSATION DISCUSSION AND ANALYSIS

### Overall Compensation Philosophy and Objectives

The Compensation Committee, together with the full Board, has designed the compensation and benefit plans for all employees, executive officers and directors in order to attract and retain individuals who have the skills, experience and work ethic to provide a coordinated work force that will effectively and efficiently carry out the policies adopted by the Board and to manage the Company and the Bank to meet the Company's mission, goals and objectives.

To determine the compensation of executive officers and directors, the Compensation Committee reviews industry compensation statistics based on our asset size, makes cost of living adjustments, and establishes salary ranges for each executive officer, and fees for the Board. The Compensation Committee then reviews (i) the financial performance of the Bank over the most recently completed fiscal year (including ROA, ROE, G & A expense, CAMELS rating, quality of assets, risk exposure and compliance rating) compared to results at comparable companies within the industry, and (ii) the responsibilities and performance of each executive officer and the salary compensation levels of each executive officer compared to like positions at comparable companies within the industry. The Compensation Committee evaluates all factors subjectively in the sense that they do not attempt to tie any factors to a specific level of compensation.

The Compensation Committee offers long-term incentives for executive officers and other management personnel in the form of stock option awards. We believe that our stock option award programs are an important component of compensation to attract and retain talented executives, provide an incentive for long-term corporate performance, and to align the long-term interests of executives and shareholders.

A compensation consulting firm, Clark Consulting, Inc., was engaged during 2007 to review and assist in a new compensation plan for the three executive positions of the Bank; the Chief Executive Officer, Chief Operating/Chief Financial Officer, and Chief Loan Officer, as well as assisted in a study of the Board of Directors' compensation.

All executive officers may participate on an equal, non-discriminatory basis in the Bank's medical insurance plan, long-term disability plan and group life insurance plan. The Bank also provides all executive officers with the opportunity to participate in the Employee Stock Ownership Plan ("ESOP"), and a contributory 401 (k) tax-deferred savings plan. The Compensation Committee of the Bank recommends all compensation and benefit plans to the full Board for approval annually.

### Executive Compensation Philosophy and Objectives

The Compensation Committee is guided by the following four key principles in determining the compensation of the Company's executive officers:

- **Competition.** The Committee believes that compensation should reflect the competitive marketplace, so the Company can attract, retain and motivate talented personnel.
- **Accountability for Business Performance.** Compensation should be tied in part to Company's financial performance, so that executives are held accountable through their compensation for the performance of the Company.
- **Accountability for Individual Performance.** Compensation should be tied in part to the individual's performance to reflect individual contributions to the Company's performance.
- **Alignment with Stockholder Interests.** Compensation should be tied in part to the Company's stock performance through long-term incentives such as stock options and the ESOP, to align executive's interests with those of the Company's stockholders.



## Report of Executive Compensation

The compensation of the Chief Executive Officer (the “CEO”) and other Named Executive Officers (or “NEOs”) is solely determined by the Compensation Committee. The CEO is not a member of the Compensation Committee and does not attend any Compensation Committee meeting unless specifically requested to do so by the Chairman of the Compensation Committee. The CEO may act as a key discussion partner with the Compensation Committee members to provide information regarding business context, the market environment and our strategic direction. The CEO also provides recommendations to the Compensation Committee on individual performance evaluations and compensation for the NEOs, other than himself. The compensation packages reflect a range based on like-sized, like-position comparables within the industry and the geographical region, augmented by the performance of the individual executive officer and the Company. Option grants under the stock option plans described below provide long-term incentive to stay with the Company, but should not replace, or override, maintenance of the compensation range established from the comparables.

The Compensation Committee has reviewed all components of the CEO’s and other NEO’s compensation, including salary, bonus, accumulated and realized and unrealized stock options and compensation under the Company’s ESOP. Based on this review, the committee finds the CEO’s and other NEO’s total compensation in the aggregate to be reasonable and not excessive. It should be noted that when the Compensation Committee considers any component of the CEO’s and NEO’s total compensation, the aggregate amounts and mix of all the components, including accumulated and realized and unrealized stock options and compensation under the Company’s ESOP, are taken into consideration in the committee’s decisions.

In 2007, Mr. Shaun Burke, the Company’s President and Chief Executive Officer earned an annual base salary of \$275,000 pursuant to the terms of the employment agreement. See the section titled “Employment Agreements” of this Proxy Statement for more detail of the employment agreement with Mr. Burke. During fiscal year 2006, Mr. Burke’s annual base salary was \$225,000 pursuant to the terms of the employment agreement.

## COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the prior Compensation Discussion and Analysis with management, and based upon its review and discussions with management, the Compensation Committee has recommended to the Board of Directors that the Compensation Discussion & Analysis be included in this proxy statement.

### THE COMPENSATION COMMITTEE

Gregory V. Ostergren	Kurt D. Hellweg
Jack L. Barham	James R. Batten
Wayne V. Barnes	

## Summary Compensation Table

The following table sets forth information with respect to the annual and equity based compensation awarded to, paid to or earned for the periods indicated by the Chief Executive Officer (“CEO”), the Chief Financial Officer/Chief Operating Officer (“CFO/COO”) and the Chief Lending Officer (“CLO”). These executive officers are collectively referred to as the “Named Executive Officers.” During the fiscal year ended December 31, 2007, no other person served as the CEO or CFO of the Company, other than Bruce Winston (who served as CFO of the Company through his resignation on February 12, 2007), and no other executive officer received annual compensation that exceeded \$100,000.





Name and Principal Position	Year	Salary (1)	Bonus (2)	Stock Awards	Option Awards (3)	Non-Equity			Total Compensa-tion	
						Incentive Plan Compensa-tion	Nonqualified Deferred Compensa-tion	All Other Compensa-tion		
Shaun A. Burke President/CEO	2007	\$ 290,600	\$ -	\$ -	\$ 27,813	\$ -	\$ -	\$ 44,862	(4)	\$ 363,275
	2006	\$ 240,600	\$ 75,000	\$ -	\$ 22,334	\$ -	\$ -	\$ 50,254	(4)	\$ 388,188
Carter Peters EVP/CFO/COO	2007	\$ 160,000	\$ 10,000	\$ -	\$ 7,705	\$ -	\$ -	\$ 33,398	(5)	\$ 211,103
	2006	\$ 131,000	\$ 12,500	\$ -	\$ 7,705	\$ -	\$ -	\$ -		\$ 151,205
H.Michael Mattson EVP/CLO	2007	\$ 143,100	\$ 5,000	\$ -	\$ 6,606	\$ -	\$ -	\$ 18,576	(6)	\$ 173,282

- (1) Includes director fees for Mr. Burke of \$15,600 for fiscal years 2007 and 2006
- (2) Consists of \$75,000 earned by Mr. Burke in 2006 under an employment agreement (See the section captioned "Employment Agreements" for further discussion). Bonuses were awarded to Mr. Peters and Mr. Mattson in 2007 based on the Company's performance in 2007. A bonus of \$12,500 was paid to Mr. Peters in 2006 as an agreed upon incentive at the time of original employment.
- (3) This column represents those amounts recognized as compensation expense in the Company's financial statements contained in the Annual Report on Form 10-K, for the periods indicated, in accordance with Statement of Financial Accounting Standards No. 123R, Share Based Payment ("SFAS 123R") and includes compensation cost recognized in the financial statements with respect to awards granted in previous years. In conjunction with the provisions of SFAS 123R, the Company amortizes compensation expense for the grant date fair value of options awards evenly over the vesting period under the straight-line method. The fair value of these awards have been determined using the Black-Scholes pricing model based on the assumptions set forth in Note 12 (Employee Benefit Plans) of the Company's Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2007.
- (4) Amount includes contributions of Company shares of Common Stock allocated under the ESOP to Mr. Burke; 1,348 shares in 2007 at a per share price of \$28.72 and 1,625 shares in 2006 at a per share price of \$28.71. It also includes payments of \$2,337 in 2007 to Mr. Burke for the Company's 401(k) matching contribution.
- (5) Amount includes contributions of Company shares of Common Stock allocated under the ESOP to Mr. Peters; 1,013 shares in 2007 at a per share price of \$28.72. It also includes payments of \$4,305 in 2007 to Mr. Peters for the Company's 401(k) matching contribution.
- (6) Amount includes contributions of Company shares of Common Stock allocated under the ESOP to Mr. Mattson; 456 shares in 2007 at a per share price of \$28.72. It also includes payments of \$1,400 in 2007 to Mr. Mattson for the Company's 401(k) matching contribution.

#### Employment Agreements, Potential Payments Upon Termination or Change-in-Control

With respect to the NEOs in the Summary Compensation Table above, the Bank has entered into a written employment agreement with Mr. Shaun Burke dated as of March 9, 2004. Pursuant to this agreement, Mr. Burke will serve as the Bank's President and CEO, and other duties assigned to him by the Bank's Board of Directors (the "Bank's Board"), for a term of three (3) years and additional one year extensions as provided in such agreement. During the term of this agreement, Mr. Burke shall receive a base salary of \$275,000, which will be reviewed annually, and may be increased, by the Bank's Board at its discretion. Effective for fiscal year 2007, Mr. Burke would also earn bonus compensation in accordance with the 2007 Executive Incentive Compensation Annual Plan (the "Plan") that was adopted by the compensation committee. The following is a description of the material terms of this Plan.

The Plan will pay a maximum of \$100,000. There are three possible levels of incentive awards: threshold (25%); target (50%); and maximum (100%). For any amount to be paid, the threshold level of performance must be achieved. The three performance measurements of the Company (and the weight given to each measurement) applicable to each award level are: net income (50%); assets (30%); and core deposits (20%). The following criteria must all be satisfied before an award is paid under the Plan: (i) net income of the Company of at least \$6,510,000; (ii) satisfactory audits as determined by the Board of Directors of the Company including but not limited to a CAMELS Bank Examination Rating of 2 or better; (iii) no restatement of income for any prior period previously released; (iv) net charge-offs to average net loans do not exceed .20%; and (v) satisfactory performance appraisal, actively employed by Guaranty Bank, and in good standing at the time the bonus is paid. If the Company's net income, assets or core deposits for 2007 are restated in any future periods, the award due or paid under the Plan shall be recalculated per the adjustment, and any difference between the recalculated award and the award previously paid will be repaid pursuant to terms established by the Board of Directors of the Company. No additional amount, however, shall be paid based on the recalculated award. As the Company did not meet certain of these objectives, Mr. Burke did not earn a bonus for 2007 under this Plan.

During the term of this employment agreement, if Mr. Burke's employment is terminated by the Bank without cause or by Mr. Burke for "Good Reason" (as defined below), Mr. Burke will receive (i) the base salary for the remaining term of this agreement when such amounts become due, and (ii) such other benefits (bonus, vacation, and participation in any health, disability, and group term life insurance plans, any retirement or profit sharing plans, any executive bonus plan and in any other perquisites and benefits generally extended to employees of the Bank from time to time) and other amounts due Mr. Burke under this agreement for the remaining term of this agreement when such amounts become due. Under this agreement, Mr. Burke shall have "Good Reason" to terminate this agreement if the Bank (i) breaches its obligations to pay any salary, benefit, or bonus due thereunder, (ii) requires Mr. Burke to relocate more than 25 miles from the Bank's principal place of business, or (iii) substantially diminishes his functional responsibilities or a reduction due to performance-based reasons, and, with respect to (i) and (ii), the Bank fails to provide a reasonable cure within thirty days of its receipt of notice of such event.

In addition, during the term of this agreement, if a "Change in Control" (as defined below) occurs and Mr. Burke's employment is terminated for any reason (other than his death or the expiration of the term of this agreement) at any time within the greater of twelve months or the then remaining term of this agreement after the Change of Control is consummated, Mr. Burke will receive from the Bank a lump sum payment equal to 2.99 times his base salary and bonus. If any amount of such payment would not be deductible for federal income tax purposes by reason of application of section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), then payment of that portion due Mr. Burke will be deferred until the earliest date upon which payment can be made without being nondeductible under section 162(m) of the Code. As used in this agreement, "Change in Control" means (i) the sale of all, or a material portion, of the assets of the Bank or the Company, unless Mr. Burke executes a new employment agreement with the purchaser, (ii) the merger or recapitalization of the Bank or the Company whereby the Bank or the Company is not the surviving entity, unless Mr. Burke executes a new employment agreement with the surviving entity, or (iii) subject to certain limited exceptions, the acquisition, directly or indirectly, of the beneficial ownership of 50% or more of the outstanding voting securities of the Bank or the Company by any person or entity.

If Mr. Burke voluntarily terminates his employment in connection with, or within twelve months after, a Change of Control and such Change of Control was at any time opposed by the Bank's Board, then Mr. Burke will be entitled to receive the compensation described in the previous sentence and the first sentence of the prior paragraph.

No other Named Executive Officer is a party to any contract, agreement, plan or arrangement providing for payment upon a termination or change-in-control of the Company or the Bank or such executive officer's responsibilities.

## Outstanding Equity Awards at Fiscal Year End 2007

The following table summarizes the equity awards the Company has made to the Named Executive Officers which are outstanding as of December 31, 2007. None of the Named Executive Officers has any outstanding stock awards as of December 31, 2007, and the Company has therefore omitted the corresponding columns.

Name and Principal Position	OPTION AWARDS					
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable		Equity Incentive Plan Awards: Number of Securities Underlying unexercised Unearned Options (#)	Option Exercise Price	Option Expiration Date
Shaun A. Burke	5,000	10,000	(1)	-	\$ 19.62	3/9/2014
President/CEO(7)	4,000	6,000	(2)	-	\$ 23.20	3/17/2015
	4,000	6,000	(3)	-	\$ 28.12	12/22/2015
	-	10,000	(4)	-	\$ 28.43	1/3/2017
Carter Peters						
EVP/CFO/COO	4,000	6,000	(5)	-	\$ 25.59	8/8/2015
H. Michael Mattson						
EVP/CLO	2,000	8,000	(6)	-	\$ 28.00	6/27/2016

(1) Unexercisable options vest as follows: 5,000 - 3/9/08; 5,000 - 3/9/09

(2) Unexercisable options vest as follows: 2,000 - 3/17/08; 2,000 - 3/17/09; 2,000 - 3/17/10

(3) Unexercisable options vest as follows: 2,000 - 12/22/08; 2,000 - 12/22/09; 2,000 - 12/22/10

(4) Unexercisable options vest as follows: 2,000 - 1/3/08; 2,000 - 1/3/09; 2,000 - 1/3/10; 2,000 - 1/3/11; 2,000 - 1/3/12

(5) Unexercisable options vest as follows: 2,000 - 8/8/08; 2,000 - 8/8/09; 2,000 - 8/8/10

(6) Unexercisable options vest as follows: 2,000 - 6/27/08; 2,000 - 6/27/09; 2,000 - 6/27/10; 2,000 - 6/27/11

(7) Options granted to Mr. Burke in 2005 (20,000 shares) are subject to a 5 year holding period upon vesting and exercise, unless the employment relationship between the Company and him is terminated.

## Directors' Compensation

Each member of the Board receives an annual fee of \$15,600, payable monthly, which is composed of \$7,800 from the Company and \$7,800 from the Bank. Directors do not receive fees for committee memberships or attendance at committee meetings.

Directors can participate in the Company's Restricted Stock Plan, 1998 Stock Option Plan, 2000 Stock Compensation Plan, 2001 Stock Compensation Plan and the 2004 Stock Option Plan as described below. Grants of stock awards and options that are issued to directors under these plans vest at the rate of 20% one year after the date of award or grant and 20% annually thereafter and become immediately 100% vested upon death, disability, or termination of service following a change in control as defined in the respective plan. During fiscal year 2007, there were 25,000 option awards granted to one director.

The following table sets forth information with respect to the compensation received in fiscal year 2007 for serving as a director of the Company and the Bank.

Name		Fees Earned or Paid in Cash (\$)	Stock Awards (\$)	Option Awards (\$)(1)	Change in Pension Value and Non-Equity Nonqualified Incentive Deferred Plan Compensation Earnings Compensation Other Compensation			Total Compensation (\$)
					Compensation (\$)	(\$)	(\$)	
Don Gibson	2007	\$ 15,600	\$ -	\$ 1,179	\$ -	\$ -	\$ -	\$ 16,779
Jack Barham	2007	15,600	-	-	-	-	-	15,600
Wayne Barnes	2007	15,600	-	-	-	-	-	15,600
James Batten	2007	15,600	-	10,426	-	-	-	26,026
Kurt Hellweg	2007	15,600	-	-	-	-	-	15,600
Gregory Ostergren	2007	15,600	-	-	-	-	-	15,600
Tim Rosenbury	2007	15,600	-	2,697	-	-	-	18,297
James Sivils	2007	15,600	-	2,697	-	-	-	18,297

(1) This column represents those amounts recognized as compensation expense in the Company's 2007 financial statements contained in the Annual Report on Form 10-K, for the periods indicated, in accordance with Statement of Financial Accounting Standards No. 123R, Share Based Payment ("SFAS 123R") and includes compensation cost recognized in the financial statements with respect to awards granted in previous years. In conjunction with the provisions of SFAS 123R, the Company amortizes compensation expense for the grant date fair value of options awards evenly over the vesting period under the straight-line method. The fair value of these awards have been determined using the Black-Scholes pricing model based on the assumptions set forth in Note 12 (Employee

Benefit Plans) of the Company's Notes to Consolidated Financial Statements contained in the Company's Annual Report on Form 10-K for fiscal year ended December 31, 2007.

#### Indebtedness of Management and Directors and Transactions with Certain Related Persons

Loans made to a director or executive officer in excess of the greater of \$25,000 or 5% of the Company's capital and surplus (up to a maximum of \$500,000) must be approved in advance by a majority of the disinterested members of the Board of Directors. The Bank, like other financial institutions, provides loans to its officers, directors, and employees to purchase or refinance personal residences as well as consumer loans. As an additional benefit to eligible Bank directors and employees, the Bank offers an employee mortgage loan program (the "Loan Program"). The Loan Program provides mortgage loans at favorable interest rates, namely a one-year adjustable rate mortgage priced at the Bank's cost of funds. The purpose of the loan must be to purchase or refinance a primary or secondary residence (i.e., no investment properties). All full-time employees that have completed the 30-day probation period are eligible to participate in this loan program. Underwriting includes standard application and financial disclosures, which must qualify to standard secondary market requirements. Borrower is responsible for all third party closing costs. Payments must be automatically deducted from an account maintained at the Bank and tax and insurance escrows are required. The index rate is the Bank's all-in cost of funds. The index will be the last month-end calculation within 45 days prior to closing. The maximum adjustment per year is 2% with a 6% lifetime maximum. Each loan has up to a 30-year note/amortization. If borrower's employment is terminated for any reason, the rate and term converts immediately to the Bank's current secondary market one-year ARM product. Other than the interest rate with respect to the Loan Program, all loans provided under the Loan Program and any other loans provided to directors and executive officers have been made in the ordinary course of business, on substantially the same terms and collateral as those of comparable transactions prevailing at the time, and, in the opinion of management of the Company, do not involve more than the normal risk of collectability or present other unfavorable features.

No directors, executive officers or their affiliates had aggregate indebtedness to the Company or the Bank on below market rate loans exceeding \$120,000 at any time since January 1, 2007 except as noted in the following table.

Name	Position	Date of Loan	Largest Amount Outstanding Since 01/01/07	Balance as of 3/31/08	Interest Rate at 3/31/08	Type
Shaun A. Burke	President, CEO and Director	09/22/04	\$ 454,687	\$ 445,052	4.12 %	Home Mortgage
Gregory V. Ostergren	Director	02/02/06	295,515	289,778	4.12 %	Home Mortgage
James L. Sivils, III	Director	09/23/04	455,644	445,692	4.12 %	Home Mortgage
James L. Sivils, III	Director	03/17/06	308,993	302,417	4.12 %	Second Home

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee of the Board is composed of four directors. The Board has determined that each of these directors is independent under the Marketplace Rules of Nasdaq. In particular, each of these directors is independent as defined under Rule 4200(a)(15) and Rule 4350(d)(2)(A)(ii). The Board has also determined that Mr. Batten qualifies as an Audit Committee Financial Expert as defined by the rules and regulations of the Securities and Exchange Commission (the "SEC"). Only this paragraph of the Report of the Audit Committee shall be incorporated by reference into the Company's Annual Report on form 10-K filed with the SEC under the Exchange Act, notwithstanding the incorporation by reference of this Report of the Audit Committee into such filing.

The primary duties and responsibilities of the Audit Committee are to (i) monitor the Company's financial reporting process and systems of internal control, (ii) monitor the independence and performance of the Company's independent registered public accounting firm and internal auditors, and (iii) assure that management, the board of directors, the outsourced internal auditors and the independent auditors have the opportunity to communicate with one another.

The Committee has reviewed and discussed the audited consolidated financial statements with management and has discussed with the independent registered public accounting firm matters required to be discussed by Statement on Auditing Standards No. 61 (Communication with Audit Committees).

The Audit Committee has also received the written disclosures and the letter from BKD, LLP, the Company's independent registered public accounting firm, required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees). The Audit Committee has discussed with the independent registered public accounting firm that firm's independence. The Audit Committee has considered whether the provision of non-audit services is compatible with maintaining the independence of the independent registered public accounting firm. The Audit Committee has concluded that the independent registered public accounting firm is independent from the Company.

Based upon the Audit Committee's discussions and review described above, the Audit Committee recommended that the Board of Directors include the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2007 for filing with the SEC.

### THE AUDIT COMMITTEE

James R. Batten	Kurt D. Hellweg
James L. Sivils, III	Tim Rosenbury

## PRINCIPAL ACCOUNTANT FEES AND SERVICES

During the calendar year ended December 31, 2007 and December 31, 2006, BKD, LLP, the Company's independent registered public accounting firm during these periods, provided various audit, audit related and non-audit services, including tax, to the Company. Set forth below are the aggregate fees billed for these services during these periods and a brief description of such services:

(a) Audit fees: Aggregate fees billed for professional services rendered for the audits of the Company's financial statements and reviews of financial statements included in the Company's quarterly reports on Form 10-Q were \$94,845 for calendar year ended December 31, 2007 and \$93,170 for the calendar year ended December 31, 2006.

(b)



Audit-related fees: Aggregate fees billed for professional services rendered and consultation on accounting matters were \$7,490 for the calendar year ended December 31, 2007 and \$9,282 for the calendar year ended December 31, 2006.

- (c) Tax fees: Aggregate fees billed for professional services rendered related to tax compliance, tax advice and tax consultations were \$15,220 for the calendar year ended December 31, 2007 and \$17,645 for the calendar year ended December 31, 2006.
- (d) All other fees: Aggregate fees billed for all other professional services, including compliance work, and ESOP and 401(k) plan administration, were \$9,710 for the calendar year ended December 31, 2007, and \$11,875 for the calendar year ended December 31, 2006.

The Audit Committee pre-approves all audit and permissible non-audit services to be provided by BKD, LLP and the estimated fees for these services.

**SECOND PROPOSAL: RATIFICATION OF BKD, LLP AS  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The independent registered public accounting firm for the period ended December 31, 2007 for the Company and its subsidiary, the Bank, was BKD, LLP. In accordance with its charter, the Audit Committee has selected and appointed BKD, LLP to continue as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2008. As part of good corporate practice, the Audit Committee and the Company's Board of Directors are requesting that its stockholders ratify such appointment. The Audit Committee is not required to take any action as a result of the outcome of the vote on this proposal. If the stockholders do not ratify the appointment, however, the Audit Committee may investigate the reasons for stockholder rejection and may consider whether to retain BKD, LLP or to appoint another independent registered public accounting firm.

A representative of BKD, LLP will be present at the Annual Meeting. The representative will have an opportunity to make a statement, if so desired, and will be available to respond to appropriate questions.

The Board of Directors of the Company unanimously recommends that the stockholders vote FOR the ratification of the appointment of BKD, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.

**MISCELLANEOUS**

The Board of Directors is not aware of any business to come before the Annual Meeting other than those matters described above in this proxy statement. However, if any other matters should properly come before the meeting, it is intended that proxies in the accompanying form that are received from stockholders will be voted in respect thereof in the discretion of the persons named in the accompanying proxy. If the Company did not have notice of a matter on or before April 28, 2008, it is expected that the persons named in the accompanying proxy will exercise discretionary authority when voting on that matter.

It is anticipated that the Company's annual report to stockholders for the period ended December 31, 2007, including financial statements, will be mailed on April 25, 2008, together with this proxy statement, to all stockholders of record as of the Record Date. Any stockholder who has not received a copy of the annual report may obtain a copy by writing to the Secretary of the Company at the Company's address as provided at the end of the next section of this proxy statement.



## STOCKHOLDER PROPOSALS

In order to be eligible for inclusion in the Company's proxy materials for next year's annual meeting of stockholders, any stockholder proposal to take action at such meeting must be received at the Company's executive offices at 1341 W. Battlefield, Springfield, Missouri 65807-4181, no later than December 28, 2008.

In the event the Company receives notice of a stockholder proposal to take action at next year's annual meeting of stockholders that is not submitted for inclusion in the Company's proxy material, or is submitted for inclusion but is properly excluded from the proxy material, the persons named in the proxy sent by the Company to its stockholders intend to exercise their discretion to vote on the stockholder proposal in their discretion if notice of such proposal is received at the Company's main office between 60 days and 30 days prior to the meeting. If next year's annual meeting is held on May 28, 2009, then stockholder proposals would have to be delivered to the Company between March 28, 2009 and April 28, 2009. The Company's Certificate of Incorporation provides that if notice of a stockholder proposal to take action at next year's annual meeting is not received at the Company's main office between 60 days and 30 days prior to the meeting, the proposal will not be eligible for presentation at that meeting. However, if less than 31 days' notice of the annual meeting is provided, a stockholder's proposal would have to be received no later than 10 days after notice was mailed to the stockholders by the Company for that meeting.

A COPY OF THE COMPANY'S ANNUAL REPORT ON FORM 10-K (INCLUDING THE FINANCIAL STATEMENTS) FOR THE PERIOD ENDED DECEMBER 31, 2007, AS FILED WITH THE SEC, WILL BE FURNISHED WITHOUT CHARGE TO STOCKHOLDERS AS OF THE RECORD DATE UPON WRITTEN REQUEST TO E. LORENE THOMAS, SECRETARY, GUARANTY FEDERAL BANCSHARES, INC., 1341 WEST BATTLEFIELD, SPRINGFIELD, MISSOURI 65807-4181.

Dated: April 25, 2008

Guaranty Federal Bancshares, Inc. and Subsidiaries  
Audit Committee Charter

Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities. The Audit Committee's primary duties and responsibilities are to:

- ; Monitor the integrity of the Guaranty Federal Bancshares, Inc. and its subsidiaries' (the "Company") accounting and financial reporting processes and systems of internal controls regarding finance, accounting, and legal compliance;
- ; Monitor the audits of the Company's financial statements;
- ; Monitor the independence and performance of the Company's independent auditors and outsourced internal auditors; and
- ; Provide an avenue of communication among management, the independent auditors, the outsourced internal auditors, and the Board of Directors.

The Audit committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct access to the independent and internal auditors, as well as anyone in the organization. The Audit Committee has the authority to retain, at the Company's expense, independent legal, accounting, or other consultants and experts it deems necessary in the performance of its duties.

Audit Committee Composition and Meetings

Audit Committee members shall meet the requirements of the National Market of The Nasdaq Stock Market, Inc. The Audit Committee shall be comprised of all of the non-employee members of the Board, each of whom shall be independent non-executive directors, free from any relationship that would interfere with the exercise of their independent judgement. All members of the Committee (i) shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, (ii) shall not have participated in the preparation of the Company's financial statements at any time during the past three years, and (iii) at least one member of the Committee shall have accounting or related financial management experience necessary to comply with the "audit committee financial expert" requirement under the Sarbanes-Oxley Act of 2002 (the "Act"). The "audit committee financial expert" must have all of the following attributes:

- ; An understanding of generally accepted accounting principles and financial statements;
- ; The ability to assess the general application of such principles in connection with the accounting for estimates, accruals, and reserves;
- ; Experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
- ; An understanding of internal controls over financial reporting; and
- ; An understanding of audit committee functions.

Beginning with the fiscal year ending December 31, 2003, the Company will have to disclose the expert's name in its Annual Report on Form 10-K.

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee shall prepare and/or approve an agenda in advance of each meeting. The Committee shall meet privately in executive session at least annually with each of the following:

- ; Management,

- i A representative of the accounting firm providing internal auditing,
  - i A representative of the independent auditors, and
  - i As a committee to discuss any matters that the Committee or any of these groups believe should be discussed.
-

Guaranty Federal Bancshares, Inc.  
Audit Committee Charter

In addition, the Committee, or at least its Chair, shall meet with management and the independent auditor's quarterly to review the Company's financial statements and significant findings based upon the auditors limited review procedures.

#### Audit Committee Independence

Audit committee members are required to meet the Nasdaq definition of independence. In addition:

- ; Audit committee members may not directly or indirectly receive any compensation (whether consulting, advisory or other compensatory fees) from the Company except for board or committee service, in accordance with the Act, and
- ; Audit committee members may not be an "affiliated" (as defined in the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder) person of the Company.

#### Audit Committee Responsibilities and Duties

##### Review Procedures

- ; Review and reassess the adequacy of this Charter at least annually. Submit this charter to the Board of Directors for approval and have the document published at least every three years in accordance with SEC regulations.
- ; Review the Company's annual audited financial statements prior to filing or distribution. This review should include discussion with management and the independent auditors of significant issues regarding accounting principles, practices, and judgments.
- ; In consultation with the management, the independent auditors, and the internal audit firm, consider the integrity of the Company's financial reporting processes and controls. Discuss significant financial risk exposures and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the independent auditors and the internal audit firm, together with management's responses.
- ; Review with financial management and the independent auditors the Company's quarterly financial results prior to the release of earnings and/or the Company's quarterly financial statements prior to filing or distribution. Discuss any significant changes to the Company's accounting principles and any items required to be communicated by the independent auditors in accordance with SAS 61. The Chair of the Committee may represent the entire Audit Committee for purposes of this review.

##### Independent Auditors

- ; The independent auditors are ultimately accountable to the Audit Committee, and the independent auditors must report directly to the Audit Committee. The Audit Committee shall review the independence and performance of the auditors and annually appoint or discharge the independent auditors as circumstances warrant.
- ; Approve the fees and other significant compensation to be paid to the independent auditors. The Company shall provide the appropriate funding, as determined by the Audit Committee, for payment of fees paid to independent auditors, compensation paid to advisors employed by the Audit Committee and the ordinary administrative expenses of the Audit Committee that the Audit Committee deems necessary in carrying out its duties.
- ; On an annual basis, the Committee shall receive from the independent auditors a formal written statement delineating all relationships between the independent auditors and the Company, consistent with Independence Standards Board Standard 1. The Committee should review and discuss with the independent auditors all significant relationships they have with the Company that could impair the auditors' independence and objectivity.
- ; Review the independent auditors audit plan — discuss scope, staffing, locations, reliance upon management, and the internal audit and general audit approach.
- ; Prior to releasing the year-end earnings, discuss the results of the audit with the independent auditors. Discuss certain matters required to be communicated to audit committees in accordance with AICPA SAS 61.
- ; Consider the independent auditors' judgements about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- ; Approve in advance any permissible non-audit services and fees.

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Guaranty Federal Bancshares, Inc.  
Audit Committee Charter

Internal Audit Function

- ; The Company has elected to employ an independent accounting firm to perform the internal audit function. The internal auditors are ultimately accountable to the Audit Committee. The Audit Committee shall review the independence and performance of the internal auditors and annually appoint or discharge the internal auditors as circumstances warrant.
  - ; Approve the fees and other significant compensation to be paid to the internal auditors.
  - ; On an annual basis, the Committee shall receive from the internal auditors a formal written statement delineating all relationships between the internal auditors and the Company. The Committee should review and discuss with the internal auditors all significant relationships they have with the Company that could impair the auditors' independence.
  - ; Review the internal auditors audit plan — discuss scope, staffing, locations, and general audit approach.
- ; Review significant reports prepared by the internal auditors together with management's response and follow up to these reports.

Other Audit Committee Responsibilities

- ; Establish procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Such procedures will ensure that these complaints are treated confidentially and anonymously.
- ; On at least an annual basis, review with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and inquiries received from regulators of governmental agencies.
- ; Annually prepare a report to shareholders as required by the Securities and Exchange Commission. The report should be included in the Company's annual proxy statement.
- ; Perform any other activities consistent with this Charter, the Company's by-laws, and governing law, as the Committee or the Board deems necessary or appropriate.
- ; Maintain minutes of meetings and periodically report to the Board of Directors on significant results of the foregoing activities.
  - ; Approve all related party transactions which would require disclosure in the Company's proxy.

Guaranty Federal Bancshares, Inc.  
Audit Committee Charter

Audit Committee Financial Expert Disclosure Requirements

Please complete the following questionnaire and return to the Chairman of the Audit Committee

In order to comply with the Sarbanes-Oxley Act of 2002, the audit committee must have a “financial expert” with the following attributes and experience:

\_\_\_\_\_ I have an understanding of generally accepted accounting principles and financial statements.

\_\_\_\_\_ I have experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by Guaranty Federal Bancshares, Inc.’s financial statements, or experience actively supervising one or more persons engaged in such activities.

\_\_\_\_\_ I have an understanding of internal controls over financial reporting.

\_\_\_\_\_ I have an understanding of audit committee functions.

\_\_\_\_\_ I have education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor or experience in one or more positions that involve the performance of similar functions.

\_\_\_\_\_ I have experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions.

\_\_\_\_\_ I have experience overseeing or assessing the performance of companies or public accountants with respect to the preparation, auditing or evaluation of financial statements.

\_\_\_\_\_ I have other relevant experience. Please describe.

Signed

Date

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Guaranty Federal Bancshares, Inc.  
Nominating Committee Charter

Purpose

The Nominating Committee (the “Committee”) shall be appointed by the Board of Directors (the “Board”) of Guaranty Federal Bancshares, Inc. (the “Corporation”) for the purpose of (i) identifying individuals qualified to serve as Board members, consistent with criteria approved by the Board; (ii) recommending to the Board the director nominees for election or appointment to the Board of Directors; and (iii) recommending to the Board director nominees for each committee.

Committee Composition and Meetings

The Committee shall be comprised of three or more directors (including a chairperson) as appointed by the Board, each of whom shall be an independent director as defined by the Nasdaq Stock Market (the “Nasdaq”) listing standards and each of whom shall be free from any relationship that would interfere with the exercise of his or her independent judgment. The Board shall have the power at any time to change or replace the membership of the Committee and to fill vacancies, subject to the qualification requirements of this Charter. The Committee chairperson shall be designated by the Board, or if the Board chooses not to do so, by a majority vote of the Committee.

The Committee shall meet at least two times annually or more frequently as circumstances dictate. The Committee will cause to be kept adequate minutes of all its proceedings, will report its actions at the next meeting of the Board and will file the Committee minutes with the minutes of the meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent. The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not inconsistent with (a) any provision of this Charter, (b) any provision of the Bylaws of the Corporation, or (c) the laws of the state of Delaware.

Committee Authority, Responsibilities and Process

The Committee shall have the following authority and responsibilities:

1. Recommend to the Board the appropriate size of the Board and assist in identifying, interviewing and recruiting candidates for the Board.
2. Access to the Corporation’s resources and to request that any directors, officers or employees of the Corporation, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.
3. Recommend candidates (including incumbents) for election and appointment to the Board of Directors, subject to the provisions set forth in the Corporation’s Certificate of Incorporation and Bylaws relating to the nomination or appointment of directors, based on the following criteria: business experience, education, integrity and reputation, independence, conflicts of interest, diversity, age, number of other directorships and commitments (including charitable obligations), tenure on the Board, attendance at Board and committee meetings, stock ownership, specialized knowledge (such as an understanding of banking, accounting, marketing, finance, regulation and public

policy) and a commitment to the Corporation's communities and shared values, as well as overall experience in the context of the needs of the Board as a whole. The Committee shall monitor the mix of skills and experience of its directors and committee members in order to assess whether the Board has the appropriate tools to perform its oversight function effectively.

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Taking this into account, for each year's nominations the Committee will take the following steps:

- a. With respect to nominating existing directors, the Committee will review relevant information available to it and assess their continued ability and willingness to serve as a director. The Committee will also assess such persons contribution in light of the mix of skills and experience the Committee has deemed appropriate for the Board.
  - b. With respect to nominations of new directors, the Committee will conduct a thorough search to identify candidates based upon criteria the Committee deems appropriate and considering the mix of skills and experience necessary to complement existing Board members. The Committee will then review selected candidates and make a recommendation to the Board. The Committee may seek input from other Board members or senior management in identifying candidates.
  4. Conduct or authorize studies of or investigations into matters within the Committee's scope of responsibilities, and may retain, at the Corporation's expense, such counsel or other advisers as it deems necessary (which may, if the Committee deems it appropriate, be the Corporation's legal counsel, accountants or other advisers). The Committee shall have the authority to retain or terminate one or more search firms to assist the Committee in identifying director candidates and otherwise carrying out its responsibilities, including sole authority to approve the search firm's fees and retention terms, which fees shall be borne by the Corporation.
  5. Review nominations submitted by stockholders, which have been addressed to the corporate secretary, and which comply with the requirements of the Corporation's Certificate of Incorporation and Bylaws. Nominations from stockholders will be considered and evaluated using the same criteria as all other nominations.
  6. Annually (i) recommend to the Board committee assignments and committee chairs on all committees of the Board, and recommend committee members to fill vacancies on committees as necessary, and (ii) review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
  7. Form and delegate authority to subcommittees when appropriate.
  8. Perform any other duties or responsibilities expressly delegated to the Committee by the Board.
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Guaranty Federal Bancshares, Inc.  
Audit Committee Charter

[FORM OF PROXY]

REVOCABLE PROXY

x PLEASE MARK VOTES AS IN THIS EXAMPLE PROXY

GUARANTY FEDERAL BANCSHARES, INC.

ANNUAL MEETING OF STOCKHOLDERS

May 28, 2008

The undersigned hereby appoints the Board of Directors of Guaranty Federal Bancshares, Inc. (the "Company"), or its designee, with full powers of substitution, to act as attorneys and proxies for the undersigned, to vote all shares of Common Stock of the Company which the undersigned is entitled to vote at the Annual Meeting of Stockholders (the "Meeting"), to be held at the Clarion Hotel, 3333 South Glenstone Avenue, Springfield, Missouri, on Wednesday, May 28, 2008, at 6:00 p.m. local time and at any and all adjournments thereof, in the following manner: (Please be sure to sign and date this Proxy below. All joint holders should sign.)

Date

Stockholder Signature

Stockholder Co-holder (if any)

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1. The election as directors of all nominees listed and the terms indicated (except as marked to the contrary below):

Three Year Terms: Gregory V. Ostergren  
James L. Sivils, III

FOR  WITHHOLD  FOR ALL EXCEPT

INSTRUCTION: To withhold authority to vote for individual nominee(s), mark "For All Except" and write the name(s) in the space provided below.

2. The ratification of the appointment of BKD, LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2008.

FOR  AGAINST  ABSTAIN

In their discretion, such attorneys and proxies are authorized to vote upon such other business as may properly come before the Meeting or any adjournments thereof.

The Board of Directors recommends a vote "FOR" all of the above listed nominees and proposition 2.

THIS SIGNED PROXY WILL BE VOTED AS DIRECTED, BUT IF NO INSTRUCTIONS ARE SPECIFIED, THIS SIGNED PROXY WILL BE VOTED FOR EACH OF THE PROPOSITIONS STATED. IF ANY OTHER BUSINESS IS PROPERLY PRESENTED AT SUCH MEETING, THIS SIGNED PROXY WILL BE VOTED BY THOSE NAMED IN THIS PROXY IN THEIR DISCRETION. AT THE PRESENT TIME, THE BOARD OF DIRECTORS KNOWS OF NO OTHER BUSINESS TO BE PRESENTED AT THE MEETING.

THIS PROXY IS SOLICITED BY THE BOARD OF DIRECTORS.

Detach above card, sign, date and mail in postage paid envelope provided.

GUARANTY FEDERAL BANCSHARES, INC.

Should the above signed be present and elect to vote at the Meeting, or at any adjournments thereof, and after written notification to the Secretary of the Company at the Meeting of the stockholder's decision to terminate this Proxy, the power of said attorneys and proxies shall be deemed terminated and of no further force and effect. The undersigned may also revoke this Proxy by filing a subsequently dated Proxy or by written notification to the Secretary of the Company of the stockholder's decision to terminate this Proxy. The above signed acknowledges receipt from the Company prior to the execution of this proxy of a Notice of Meeting of Stockholders, a Proxy Statement dated April 25, 2008, and an Annual Report to Shareholders for the period ended December 31, 2007.

Please sign exactly as your name appears on this Proxy. When signing as attorney, executor, administrator, trustee, guardian, or any other representative capacity, please give full title. If shares are held jointly, each holder should sign.

PLEASE COMPLETE, DATE, SIGN AND MAIL THIS PROXY PROMPTLY IN THE ENCLOSED POSTAGE-PREPAID ENVELOPE.

