

FNBH BANCORP, INC.

**101 East Grand River
Howell, Michigan 48843**

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To Be Held Thursday, June 23, 2011

NOTICE IS HEREBY GIVEN that the Annual Meeting of Shareholders (the "Annual Meeting") of FNBH Bancorp, Inc. (the "Corporation"), a Michigan corporation, will be held on Thursday, June 23, 2011, at 10:00 am at the main office of First National Bank in Howell, 101 East Grand River, Howell, Michigan, for the following purposes:

1. To elect two (2) directors to hold office for three (3) year terms expiring in 2014 and one (1) director to hold office for a two (2) year term expiring in 2013;
2. To ratify the selection of BDO USA, LLP as the independent registered public accounting firm for 2011; and
3. To transact such other business as may properly come before the meeting or any adjournment or postponements thereof.

The Board of Directors has fixed April 28, 2011, as the record date for the determination of shareholders entitled to notice of and to vote at the meeting or any adjournment thereof.

**IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL SHAREHOLDER MEETING TO BE HELD ON JUNE 23, 2011.**

The accompanying Proxy Statement and the 2010 Annual Report on Form 10-K are available at www.amstock.com/proxyservices/viewmaterial.asp?CoNumber=14427 and under the "Investor Relations" tab on our website (www.fnbh.com).

Whether or not you return a proxy card, you are invited to attend the Annual Meeting in person. If you need directions to the location of the meeting or additional information about attending the meeting and voting in person, please contact Nancy Morgan at (517) 545-2218 or nmorgan@fnbh.com.

By order of the Board of Directors

/s/ Nancy Morgan

NANCY MORGAN, Secretary

Your vote is important. Even if you plan to attend the meeting, please date and sign the enclosed proxy card, indicate your choice with respect to the matters to be voted upon, and return it promptly in the enclosed envelope. Note that if the stock is held in more than one name, all parties must sign the proxy card.

Dated: April 29, 2011

FNBH BANCORP, INC.

101 E. Grand River
Howell, Michigan 48843

PROXY STATEMENT

This Proxy Statement and the enclosed proxy card are furnished in connection with the solicitation of proxies by the Board of Directors of FNBH Bancorp, Inc. (the "Corporation"), a Michigan corporation, to be voted at the Annual Meeting of Shareholders of the Corporation to be held on Thursday, June 23, 2011, at 10:00 a.m., at the Main Office of First National Bank in Howell (the "Bank"), 101 East Grand River, Howell, Michigan, or at any adjournment or adjournments thereof, for the purposes set forth in the accompanying Notice of Annual Meeting of Shareholders and in this Proxy Statement.

VOTING AT THE MEETING

This Proxy Statement has been mailed on or about April 29, 2011 to all holders of record of common stock of the Corporation as of the record date. Our Board of Directors has fixed the close of business on April 28, 2011, as the record date for the determination of shareholders entitled to notice of and to vote at the Annual Meeting of Shareholders and any adjournment thereof. The Corporation has only one class of common stock, of which there were 3,171,523 shares outstanding as of the record date. Each outstanding share will entitle the holder thereof to one vote on each separate matter presented for vote at the meeting. Votes cast at the meeting and submitted by proxy are counted by the inspectors of the meeting who are appointed by the Board.

If a proxy in the enclosed form is properly executed and returned to the Corporation, the shares represented by the proxy will be voted at the Annual Meeting and any adjournment thereof. If a shareholder specifies a choice, the proxy will be voted as specified. If no choice is specified, the shares represented by the proxy will be voted FOR the election of all of the nominees named in the Proxy Statement, FOR the ratification of the appointment of our independent registered public accounting firm, and in accordance with the judgment of the persons named as proxies with respect to any other matter which may come before the meeting. All shareholders are encouraged to date and sign the enclosed proxy card, indicate your choice with respect to the matters to be voted upon, and return it to the Corporation.

To vote by telephone, shareholders of record (shareholders who have been issued a certificate representing their shares) may call toll free on a touch-tone telephone 1-800-PROXIES (1-800-776-9437) and follow the recorded instructions. To vote by Internet, go to the site <http://www.voteproxy.com> and follow the instructions provided.

If your shares are held through a bank or a broker (referred to as "street name"), you may also be eligible to vote your shares electronically. Simply follow the instructions on your voting form, using either the toll-free telephone number or the Internet address that is listed.

A proxy may be revoked prior to its exercise by delivering a written notice of revocation to our Secretary, executing a subsequent proxy or attending the meeting and voting in person. Attendance at the meeting does not, however, automatically serve to revoke a proxy.

If you plan to attend the Annual Meeting but are not a shareholder of record because you hold your shares in street name, please bring evidence of your beneficial ownership of your shares (e.g., a copy of a recent brokerage statement showing the shares) with you to the Annual Meeting. In that case, if you would like to cast a vote in person, you should request and bring with you to the meeting a legal proxy from your bank or broker.

This Proxy Statement, including the Notice of Annual Meeting of Shareholders and proxy card, along with our Annual Report on Form 10-K is available at www.amstock.com/proxyservices/viewmaterial.asp?CoNumber=14427

ELECTION OF DIRECTORS

Our Restated Articles of Incorporation provide for the division of the Board of Directors into three classes of nearly equal size with staggered three year terms of office. We currently have six directors, who are identified on the next page. The terms of three of our directors expire at the Annual Meeting, and those three directors have been nominated for re-election.

- Two of our current directors have been nominated for re-election to the Board to serve three year terms expiring at the 2014 Annual Meeting of Shareholders. The Board has nominated R. Michael Yost and Philip C. Utter to serve as directors for three year terms. Mr. Yost and Mr. Utter are both incumbent directors previously elected by our shareholders. Their current terms of office expire at the 2011 Annual Meeting. As a result, they are each being nominated for new three year terms.
- One of our current directors has been nominated for re-election to the Board to serve a two year term expiring at the 2013 Annual Meeting of Shareholders. The Board has nominated Timothy H. Corrigan to serve as a director for a two year term. Mr. Corrigan was appointed by our Board as a director of the Corporation effective December 16, 2010, subject to receipt of the required regulatory approval, to serve a term expiring at the 2011 Annual Meeting, at which time he would be subject to re-election by shareholders. The Corporation recently received the federal regulatory approval necessary for Mr. Corrigan to serve as a director. Mr. Corrigan has been nominated to serve a two year term in order to comply with the provisions of our Restated Articles of Incorporation described above.

More information regarding these nominees and the other directors of the Corporation is set forth below.

Unless otherwise directed by a shareholder's proxy, the persons named as proxy holders in the proxy will vote for the nominees named above and, in the event any of such nominees become unavailable (which is not anticipated), for such substitute nominee(s) as are designated by the Board of Directors. Proxies cannot be voted for a greater number of persons than the number of nominees named.

A plurality of the votes cast at the meeting is required to elect the nominees as directors of the Corporation. As such, the three individuals who receive the largest number of votes cast at the meeting will be elected as directors. Shares not voted at the meeting, whether by abstention, broker non-vote, or otherwise, will not be treated as votes cast on this matter.

The Board of Directors recommends a vote FOR the election of all the persons nominated by the Board.

INFORMATION ABOUT DIRECTORS AND DIRECTOR NOMINEES

The following information relating to the principal occupation or employment and the qualifications of our directors has been furnished to the Corporation by the respective directors and director nominees. Each of these persons has been engaged in the occupations stated below for more than five years, unless noted.

Name	Principal Occupation and Qualifications	Age	Director of Corporation Since ⁽¹⁾
Directors Whose Terms Expire in 2011; Nominees for Election as Directors For a Term Expiring in 2014			
R. Michael Yost	CEO of the MPY Group, LLC, since 2008; Retired Managing Director, The Auto Club Group from 1981 to 2008. Mr. Yost is a long standing director, having served on the Board since 1997. He is a large shareholder of the Corporation and is highly concerned with shareholder value. Mr. Yost is a successful local businessman and a respected, active community leader.	62	1997
Philip C. Utter ⁽²⁾	President of Specialty Contract Carriers, Inc., a trucking company, since 1988; President of Specialty Contract Brokerage, Inc., a freight brokerage company, since 1995; and a member of Hall and Utter Associates, LLC, a condominium development company, since 1997. Mr. Utter was appointed to the Board of Directors of the Corporation in November 2009 and appointed as Chairman of the Corporation's Board of Directors in October 2010. He is a large shareholder of the Corporation and is highly concerned with shareholder value. He is a successful local businessman and well respected community leader.	51	2009
Director Whose Term Expires in 2011; Nominee for Election as a Director For a Term Expiring in 2013			
Timothy H. Corrigan	Vice President of Corrigan Oil Company in Brighton, Michigan. Mr. Corrigan was appointed to the Board of Directors of the Corporation in December 2010, subject to the receipt of the required federal regulatory approval (which has since been received). Mr. Corrigan is a large shareholder of the Corporation. He is a highly successful businessman with insight and knowledge of the local economic market. Mr. Corrigan is an active and well respected community leader.	47	2011
Director Whose Term Expires in 2013			
Barbara Draper	Retired President & CEO of the Corporation and the Bank from April 2006 to March 2007 and from January 1993 to April 2004. She is a large shareholder of the Corporation and is highly concerned with shareholder value. Prior to serving as President & CEO of the Corporation and the Bank, Ms. Draper served as Senior Vice President – Commercial Loans of the Bank.	64	1984
Directors Whose Terms Expire in 2012			
Stanley B. Dickson, Jr. ⁽³⁾	Attorney & Certified Public Accountant (CPA) with Dickson & Associates PC since 1980. The Board of Directors appointed Mr. Dickson as a director of the Bank in 2009 and as a director of the Corporation effective March 25, 2010. Mr. Dickson was appointed Vice Chairman of the Corporation's Board of Directors in January 2011. Mr. Dickson is currently the largest beneficial owner of the Corporation's stock and is highly concerned with shareholder value.	58	2010
Ronald L. Long	President & CEO of the Corporation and the Bank; President of Independent Bank East Michigan from 1993 through September 2007; and SVP-Business Development, Independent Bank, from October 2007 through January 2008. He is a large shareholder of the Corporation and is highly concerned with shareholder value. Mr. Long is a local resident of the Corporation's market area and he is active in community affairs.	51	2008

⁽¹⁾ The Corporation was formed and organized in 1988; dates preceding 1988 reference status as a director of the Bank. All persons who are directors of the Corporation are also directors of the Bank.

⁽²⁾ Chairman of the Board of Directors of the Corporation and the Bank.

⁽³⁾ Vice Chairman of the Board of Directors of the Corporation and the Bank.

CORPORATE GOVERNANCE AND BOARD MATTERS

Corporate Governance Principles

Our Board of Directors is committed to sound and effective corporate governance practices. The Board has documented those practices in our Corporate Governance Guidelines. These Guidelines address director qualifications, director responsibilities, committee composition, periodic performance evaluations, director compensation, stock ownership guidelines and other corporate governance matters. These Corporate Governance Guidelines are available on our website at www.fnbh.com. To assist in its governance practices, the Board has established a number of standing committees, including an audit committee, compensation committee and a nominating and corporate governance committee. The charters of the audit committee, the compensation committee and the nominating and corporate governance committee are available on our website at www.fnbh.com.

Code of Ethics for CEO and Senior Financial Officers

The Board has adopted a Code of Ethics for the Chief Executive Officer and Senior Financial Officers, which includes the principal executive officer, principal financial officer and controller. This Code is posted on our website and can be obtained free of charge through the Corporation's Corporate Secretary at 101 East Grand River, Howell, Michigan 48843. Any changes to or waivers of this Code of Ethics will be disclosed on our website.

Determination of Independence of Board Members

The Corporation's common stock is not listed on Nasdaq or any other national securities exchange. Nevertheless, the Board has determined that each person who served as a director during 2010, other than Ronald L. Long (current CEO), qualifies as an "Independent Director", as such term is defined in Nasdaq Marketplace Rule 5605(a)(2). The Board has also determined that each member of the three committees of the Board meets the independence requirements applicable to those committees as prescribed by the Nasdaq listing requirements, and, as to the audit committee, under the applicable rules of the Securities and Exchange Commission (SEC). Also, there are no family relationships between or among the directors, nominees or executive officers of the Corporation.

Meeting Attendance

Each director is expected to attend all meetings of the Board, applicable committee meetings, and the Annual Meeting of Shareholders. Each director serving at that time attended the 2010 Annual Meeting of Shareholders. During 2010, the Board held 14 meetings. Each director attended at least 75% of the aggregate number of meetings of our Board and the Board committees on which such director served.

Board Leadership Structure

The Corporation has historically separated the roles of CEO and Chairman of the Board in recognition of the differences between the two roles. The CEO is responsible for day to day leadership and performance of the Corporation, while the Chairman sets the agenda for Board meetings, presides over Board meetings, and provides general guidance to the CEO. The Corporation's former Chairman, Mr. Rudisill (who passed away in 2010), qualified as an independent director under the Nasdaq rules referenced above, and the current Chairman, Mr. Utter, also qualifies as an independent director. Mr. Utter was elected as the Corporation's current Chairman on October 21, 2010, to fill the Chairman vacancy left by Mr. Rudisill.

In addition to this structure, the Board periodically meets in executive session, without the presence of management.

Board's Role in Risk Oversight

One of the functions of the Board of Directors is to oversee the risk management function of the Corporation and the Bank. The risk management processes are designed to bring the most material risks facing the Corporation and the Bank to the attention of the Board of Directors in order to enable the Board to understand and evaluate how those risks may affect the financial condition and future prospects of the Corporation and the Bank and how such risks are best addressed.

The Board performs its risk oversight function in several ways, including establishing and maintaining policies designed to address and mitigate material risks (including policies relating to credit risk, interest rate risk, capital risk, and liquidity risk, as well as Bank Secrecy Act/Anti-Money Laundering compliance); monitoring and addressing various risks brought to the Board's attention through regular reporting by senior management, internal and external auditors, and regulatory examiners; and reviewing and discussing the performance of senior management on an annual basis. In addition, certain committees of the Board (including those described below) have responsibility for overseeing the management of certain specific risks facing the Corporation and the Bank.

Board Committees

Audit Committee. The Board of Directors of the Corporation has a standing audit committee. During 2010, the audit committee met on four occasions. The primary purpose of this committee is to assist the Board in overseeing (1) the quality and integrity of the Corporation's accounting, auditing and reporting practices, (2) the performance of the Corporation's internal audit function and independent auditor, and (3) the Corporation's disclosure controls and system of internal controls regarding finance, accounting, legal compliance, and ethics that management and the Board have established.

During 2010, the audit committee consisted of Directors Rudisill, Dickson, and Draper. The current members of the audit committee are Directors Utter, Draper, and Corrigan. The audit committee does not currently have any member that qualifies as an "audit committee financial expert" under SEC rules. A former director qualified as an "audit committee financial expert," but since his resignation in 2009, no person who meets such qualifications has been nominated or appointed to the Board.

Compensation Committee. The Board of Directors of the Corporation has a standing compensation committee. During 2010, the compensation committee met on one occasion. This committee reviews and makes recommendations to the Board on executive compensation matters, including any benefits to be paid to the Corporation's executive officers. Our compensation committee performs an annual review of our executive officers' cash compensation, profit sharing, and stock grants to determine whether they provide adequate incentives and motivation to our executive officers and whether they adequately compensate our executive officers relative to comparable executives at other banks. Historically, the compensation committee periodically engaged an independent third party to perform an executive compensation study. The most recent such study occurred in March 2006, by Mercer Human Resource Consulting. No third party compensation consultant has been engaged since then in light of the Corporation's efforts to reduce costs in recent years.

The current members of the compensation committee are Directors Yost, Utter, Dickson, and Corrigan. Compensation committee meetings typically have included, for all or a portion of each meeting, not only the committee members but also our Chief Executive Officer, our Chief Financial Officer, and our Senior Vice President of Human Resources. For compensation decisions relating to executive officers (other than our Chief Executive Officer), the compensation committee typically considers the recommendations of our Chief Executive Officer.

Nominating and Corporate Governance Committee. The Board of Directors of the Corporation has a standing nominating and corporate governance committee. During 2010, this committee met on three occasions. This committee is responsible for making recommendations on the qualifications and standards to serve on the Board, identifying Board candidates, and monitoring the Corporation's corporate governance standards. During 2010, the nominating and corporate governance committee consisted of Directors Rudisill, Yost, Dickson, and Utter. The current members of the nominating and corporate governance committee are Directors Yost, Dickson, Draper, and Utter.

In considering candidates for directors, the committee considers certain attributes such as the experience, skills, expertise, and diversity of the prospective candidates. While the Board does not have a formal policy regarding the consideration of nominee diversity, the nominating and corporate governance committee considers diversity (including diversity in experience, education, and general background characteristics), as appropriate, in its identification and assessment of director candidates.

Shareholder Nominations for Board

The Restated Articles of Incorporation of the Corporation contain certain procedural requirements applicable to shareholder nominations of directors. In general, shareholders may nominate a person to serve as a director if the shareholder provides written notice to the Corporation not later than 30 days prior to the first anniversary date of the preceding year's Annual Meeting. The notice must include (1) the name and address of the shareholder who intends to make the nomination and of the person or persons nominated, (2) a representation that the shareholder is a current record holder and will continue to hold those shares through the date of the meeting and intends to appear in person or by proxy at the meeting, (3) a description of all arrangements between the shareholder and each nominee, (4) the information regarding each nominee as would be required to be included in a proxy statement filed under Regulation 14A of the Securities Exchange Act of 1934 had the nominee been nominated by the Board of Directors, and (5) the consent of each nominee to serve as director.

The nominating and corporate governance committee does not currently utilize the services of any third party search firm to assist in the identification or evaluation of Board member candidates. However, the committee may use the services of such a firm in the future if it deems necessary or appropriate. The committee considers director candidates recommended by shareholders and generally evaluates any such shareholder-recommended nominees using the same standards used by the committee in evaluating other candidates. The committee has not received any recommended nominations from any shareholders in connection with the 2011 Annual Meeting.

Shareholder Communications with the Board

The Board of Directors has implemented a process by which a shareholder may send written communications to the Board's attention. Any shareholder desiring to communicate with the Board or one or more of the directors may send a letter addressed to the Corporation's Secretary at 101 East Grand River, Howell, Michigan 48843. The Secretary has been directed to promptly forward all communications to the full Board or the specific director indicated in the letter.

**RATIFICATION OF THE APPOINTMENT OF
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

The Audit Committee has selected BDO USA, LLP ("BDO") as the independent registered public accounting firm for the Corporation for the fiscal year ending December 31, 2011. The services provided to the Corporation and our subsidiaries by BDO for 2010 and 2009 are described under the caption "Disclosure of Fees Paid to Our Independent Registered Public Accounting Firm" below.

We are asking our shareholders to ratify the selection of BDO as our independent registered public accounting firm for 2011. Although ratification is not legally required, the Board is submitting the selection of BDO to our shareholders for ratification as a matter of good corporate governance. Representatives of BDO are expected to be present at the Annual Meeting to respond to appropriate questions and to make such statements as they may desire.

The affirmative vote of the majority of the votes cast is required for approval. Shares not voted on this matter, whether by abstention, broker non-vote, or otherwise, will not be treated as votes cast on this matter.

If our shareholders do not ratify the appointment, the appointment will be reconsidered by the audit committee and the Board. Even if the selection is ratified, the audit committee, in its discretion, may select a different registered public accounting firm at any time during the year if it determines that such a change would be in the best interest of the Corporation and our shareholders.

**The Board of Directors recommends a vote FOR this proposal to ratify the appointment of
BDO as the independent registered public accounting firm for 2011.**

REPORT OF THE AUDIT COMMITTEE

The information contained in this report shall not be deemed to be “soliciting material” or “filed” or incorporated by reference in future filings with the Securities and Exchange Commission, or subject to the liabilities of Section 18 of the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a document filed under the Securities Act of 1933 or the Securities Exchange Act of 1934.

We have reviewed and discussed with management the Corporation’s audited financial statements as of and for the year ended December 31, 2010.

We have discussed with the independent registered public accounting firm the matters required to be discussed by the statement on Auditing Standards No. 61, as amended (AICPA, Professional Standards, Vol. 1, AU section 380), as adopted by the Public Company Accounting Oversight Board (“PCAOB”).

We have received and reviewed the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent registered public accounting firm’s communications with the audit committee concerning independence and have discussed with the independent registered public accounting firm its independence.

Based on the reviews and discussions referred to above, we recommended to the Board of Directors that the financial statements referred to above be included in the Corporation’s Annual Report on Form 10-K for the year ended December 31, 2010.

Philip C. Utter
Barbara Draper
Timothy H. Corrigan

DISCLOSURE OF FEES PAID TO OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The following sets forth the fees billed to the Corporation for the fiscal years ended December 31, 2010 and December 31, 2009 by BDO USA, LLP, the Corporation’s principal accounting firm:

	2010	2009
BDO USA, LLP		
Audit Fees ⁽¹⁾	\$ 188,965	\$ 250,155
Audit Related	-	-
Tax Fees ⁽²⁾	20,342	9,800
Other	-	-
Total	<u>\$ 209,307</u>	<u>\$ 259,955</u>

⁽¹⁾ For 2009, audit fees also include fees for audit services related to compliance with Section 404 of the Sarbanes-Oxley Act regarding our internal controls over financial reporting. In 2010, pursuant to applicable SEC rules, the Corporation was not required to engage BDO to perform an attestation report on the Corporation’s internal control over financial reporting.

⁽²⁾ Consists primarily of tax consulting and tax return preparation.

The audit committee has established a pre-approval policy for audit, audit related, and tax services that can be performed by the Corporation’s independent registered public accounting firm. Under this pre-approval policy, the audit committee is required to approve, in advance of the services being rendered, any audit, audit related or tax services to be provided by the Corporation’s then independent registered public accounting firm. Subject to certain limitations, the authority to grant pre-approvals may be delegated to one or more members of the audit committee.

EXECUTIVE COMPENSATION

Summary Compensation Table

The following table sets forth all of the compensation earned by the Company's chief executive officer, chief financial officer, and our two other executive officers (our "Named Executive Officers") for the year ended December 31, 2010.

<u>Name & Principal Position</u>	<u>Year</u>	<u>Salary</u> (<u>\$</u>)	<u>Bonus</u> (<u>\$</u>)	<u>Stock</u> <u>Awards</u> (<u>\$</u>)	<u>Non-Equity</u> <u>Incentive Plan</u> <u>Compensation</u> (<u>\$</u>)	<u>All Other</u> <u>Compensation</u> (<u>\$</u>)	<u>Total</u> (<u>\$</u>)
Ronald L. Long President & Chief Executive Officer ⁽¹⁾	2010	257,625	---	---	---	---	257,625
	2009	270,000	---	---	---	97,552	367,552
	2008	172,904	---	---	---	13,963	186,867
Mark J. Huber Senior Vice President & Chief Financial Officer ⁽²⁾	2010	114,500	---	---	---	---	114,500
	2009	68,692	---	---	---	---	68,692
Gerald L. Moyer Senior Vice President & Senior Lender ⁽³⁾	2010	124,041	---	---	---	---	124,041
	2009	130,000	---	---	---	12,539	142,539
	2008	70,006	---	---	---	700	70,706
Nancy Morgan Senior Vice President Human Resources ⁽⁴⁾	2010	115,969	---	---	---	---	115,969
	2009	121,540	---	---	---	10,532	132,072
	2008	121,540	---	17,706 ⁽⁵⁾	---	12,732	151,978

⁽¹⁾ Mr. Long was hired on May 12, 2008. Other compensation for Mr. Long in 2009 includes \$8,400 for a car allowance, \$37,029 for relocation to Livingston County, \$32,323 for housing expenses (this amount includes a tax gross-up of \$8,323) and \$19,800 in employer contributions to the Bank's 401(k) Plan for Mr. Long. Other compensation in 2008 includes a car allowance of \$5,425 and country club fees totaling \$8,175.

⁽²⁾ Mr. Huber was hired on June 4, 2009.

⁽³⁾ Mr. Moyer was hired on April 21, 2008 as a VP Commercial Loan Officer (4/21/08 – 8/15/08); was then promoted to Chief Work Out Officer (8/16/08 – 4/12/09); and was then promoted to SVP, Senior Commercial Loan Officer on April 13, 2009. Employer contributions to the Bank's 401(k) plan for Mr. Moyer were \$10,715 in 2009.

⁽⁴⁾ Employer contributions to the Bank's 401(k) Plan for Ms. Morgan were \$12,154 in 2008.

⁽⁵⁾ Reflects grant date fair value of restricted stock grant awards in accordance with FASB ASC Topic 718.

Outstanding Equity Awards at Fiscal Year-End

The following table sets forth information concerning equity awards held by our Named Executive Officers on December 31, 2010. None of our Named Executive Officers hold any options to acquire shares of our Corporation's common stock.

Name	Stock Awards	
	Number of Shares or Units of Stock That Have Not Vested (#) ⁽¹⁾	Market Value of Shares or Units of Stock That Have Not Vested (\$) ⁽²⁾
Ronald L. Long	-	-
Mark J. Huber	-	-
Gerald L. Moyer	-	-
Nancy Morgan	601	150

⁽¹⁾ Shares granted vest ratably over a five year period on the first of each year following the grant date.

⁽²⁾ The market value of the shares of restricted stock that have not vested is based on the closing price of our common stock as of December 31, 2010.

Management Continuity Agreements

The Board of Directors of the Corporation deems the service, experience and knowledge of its executive officers extremely valuable to the Corporation. The Bank wishes to attract and retain such well-qualified executives, and it is in the best interest of the Corporation to secure the continued services of executives notwithstanding any change in control of the Corporation.

The Corporation considers the establishment and maintenance of a sound and vital management team to be part of its overall corporate strategy and to be essential to protecting and enhancing the best interest of this Corporation and its shareholders. Accordingly, the Board of Directors has authorized the execution of Management Continuity Agreements with key executives regarding their termination due to a change in control of the Corporation.

A Management Continuity Agreement has been entered into with President & CEO Ronald L. Long and Senior Vice President - Human Resources, Nancy Morgan. Although the Board has also approved Management Continuity Agreements for certain other executive officers, we are currently prohibited by federal bank regulation from entering into any new Management Continuity Agreement due to the Consent Order that has been entered into by our Bank with the Office of the Comptroller of the Currency (OCC).

Each existing Management Continuity Agreement provides certain severance benefits to the executive officer if his or her employment is terminated either (a) within 24 months after a Change in Control of the Corporation (as defined in the Management Continuity Agreement) or (b) within 6 months prior to the Change in Control if the termination was to avoid the effect of the Management Continuity Agreement. Severance benefits are not provided if the employment termination occurs as a result of the executive's death, disability, or for "cause" (as defined in the Management Continuity Agreement). In addition, if the executive voluntarily terminates his or her employment, no severance benefits are provided unless the executive had "good reason," which is defined in the Management Continuity Agreement and generally includes a reduction in pay, a material relocation, or a significant reduction in job title or duties.

If the executive becomes entitled to severance benefits under the Management Continuity Agreement, the benefits to be paid are (1) a lump sum cash amount equal to the executive's highest annual base salary during the past three years (or, in the case of the CEO, an amount equal to twice the annual base salary), (2) a lump sum cash amount equal to the highest bonus paid to the executive under the Corporation's profit sharing plan during the past three years (or, in the case of the CEO, an amount equal to twice such bonus), (3) health care benefits for 12 months following termination, reduced by any benefits received from any subsequent employer during such 12 month period (or, in the case of the CEO, the benefits continue for 24 months), (4) certain life, AD&D, and disability insurance coverage, and (5) immediate vesting of all previously awarded stock grants and stock options. Each Management Continuity Agreement contains more details regarding how these benefits are to be calculated and paid.

Because of the Consent Order that has been entered into between the Bank and the OCC, we are currently prohibited from making any payment under any existing Management Continuity Agreement if any such payment were to become due and payable.

Under the Corporation's Long-Term Incentive Plan, upon a Change of Control, disability or retirement, any employee, including the Named Executive Officers, would be immediately vested in any outstanding awards that were unvested at the time of the Change in Control or death, disability or retirement. As noted in the table above, there are only a total of 610 shares that have been granted to our Named Executive Officers that have not already vested.

There are no material conditions or obligations applicable to the receipt of the post-employment benefits described herein other than standard confidentiality obligations that are applicable to all employees generally.

DIRECTOR COMPENSATION

The following table sets forth certain information regarding the compensation earned by each nonemployee director who served on the Board of Directors of the Corporation and/or the Bank in 2010. Directors who are Corporation employees are not compensated for their service as directors.

<u>Name</u>	<u>Fees Earned</u>
Stanley B. Dickson, Jr.	\$ 8,675
Barbara Draper	15,575
Randolph E. Rudisill ⁽¹⁾	9,075
Philip C. Utter	13,900
R. Michael Yost	16,125
Timothy H. Corrigan ⁽²⁾	<u>675</u>
Totals	\$ <u>64,025</u>

⁽¹⁾ Mr. Rudisill passed away in late 2010.

⁽²⁾ Mr. Corrigan was appointed to the Board in December 2010.

In 2010, our directors, who serve as directors of both the Corporation and the Bank, were paid an annual retainer of \$8,175, payable monthly. In addition, each director was paid \$250 for each regularly scheduled Board committee meeting attended. No fees were paid to directors who are also employees of the Bank.

RELATED PARTY TRANSACTIONS

Certain directors and officers of the Corporation have had, and are expected to have in the future, transactions with the Bank, or have been directors or officers of corporations or members of partnerships which have had, and are expected to have in the future, transactions with the Bank. All such transactions with officers and directors, either directly or indirectly, have been made in the ordinary course of business and on substantially the same terms, including interest rates and collateral, as those prevailing at the same time for comparable transactions with other customers, and these transactions do not involve more than the normal risk of collectability or present other unfavorable features.

All such future related party transactions will be made in the ordinary course of business, on terms no less favorable to the Corporation or the Bank than with other customers. Loans with related parties are subject to approval by a majority of the Corporation's independent, outside, disinterested directors. The Corporation applied this policy regarding related party transactions to all of the transactions described above.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Pursuant to Section 16 of the Securities Exchange Act of 1934, the Corporation's directors and executive officers, as well as any person holding more than 10% of its common stock, are required to report initial statements of ownership of the Corporation's securities and changes in such ownership to the Securities and Exchange Commission. To our knowledge, and based solely upon our review of all required reports furnished to us, all reports required to be filed in 2010 were timely filed. However, the Form 3 filed by Mr. Dickson when he joined the Board in 2009, and a Form 4 subsequently filed, mistakenly reported direct ownership of shares held by Moross Limited Partnership; these filings were subsequently amended in 2010 to report indirect ownership of these shares, and Moross Limited Partnership and its general partner, Pacesetter Management, Inc., filed late reports in 2010. In addition, it recently came to our attention that the Form 3 required to be filed when our Chief Financial Officer joined the Corporation in 2009 was inadvertently not filed on time; this filing was subsequently made in 2011.

OWNERSHIP OF COMMON STOCK

The following table sets forth certain information as of April 28, 2011, as to any person who is known to the Corporation to be the beneficial owner of more than five percent (5%) of the Corporation's common stock.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Class ⁽²⁾
Moross Limited Partnership ⁽¹⁾ 15621 Windmill Pointe Drive Grosse Pointe Park, MI 48230	362,195	11.42%

(1) Based on information provided by Mr. Stanley Dickson, Jr., a director of the Corporation and the Bank. Moross Limited Partnership is a Michigan limited partnership comprised of its general partner, Pacesetter Management, Inc., and a limited partner, Windmill Trust. Mr. Dickson is the President of Pacesetter Management, Inc.

(2) Based on a total of 3,171,523 shares of common stock outstanding as of the record date, April 28, 2011.

The following table sets forth certain information as of April 28, 2011, as to the common stock of the Corporation owned beneficially by each director, each Named Executive Officer, and all directors and Named Executive Officers of the Corporation as a group.

Name of Beneficial Owner	Title	Number of Shares ⁽¹⁾	Percent of Class ⁽⁵⁾
Ronald L. Long	CEO & President, Director	12,558	*
Gerald L. Moyer	SVP Commercial Loans	-	*
Mark J. Huber	SVP & CFO	-	*
Nancy Morgan	SVP Human Resources	5,717	*
Stanley B. Dickson, Jr.	Director	362,195	11.42%
Barbara Draper	Director	25,345 ⁽²⁾	*
Philip C. Utter	Director	47,700 ⁽³⁾	1.50%
R. Michael Yost	Director	12,605 ⁽⁴⁾	*
Timothy H. Corrigan	Director	12,680	*
All Named Officers and Directors as a Group (9 Persons)		<u>478,800</u>	<u>15.10%</u>
		Total Shares	

*Represents less than one percent

(1) This information is based upon the Corporation's records as of April 28, 2011, and information supplied by the persons listed above. The number of shares stated in this column includes shares owned of record by the shareholder and shares which, under federal securities regulations, are deemed to be beneficially owned by the shareholder. Unless otherwise indicated below, the persons named in the table have sole voting and sole investment power or shared voting and investment power with their respective spouses, with respect to all shares beneficially owned.

(2) Excludes 541 shares credited to the Director under the Corporation's deferred compensation plan for Directors.

(3) Excludes 2,000 shares owned by spouse.

(4) Includes 54 shares held jointly with child.

(5) Based on a total of 3,171,523 shares of Common Stock outstanding as of the record date, April 28, 2011.

SHAREHOLDER PROPOSALS

Shareholders who intend to submit a proposal for inclusion in the Corporation's proxy materials for the Annual Meeting of Shareholders in 2012 may do so by following the procedures described in SEC Rule 14a-8. To be eligible for inclusion, all applicable requirements of Rule 14a-8 must be satisfied and such proposals must be received by the Corporation's Secretary no later than December 31, 2011. Proposals of shareholders should be addressed to the attention of Secretary, 101 East Grand River, Howell, Michigan, 48843. In addition, under the Corporation's Bylaws, no business may be brought before an annual meeting unless it is specified in a notice of the meeting or is otherwise brought before the meeting by or at the direction of the Board or by a shareholder who has delivered written notice to the Corporation's Secretary (containing certain information specified in the Bylaws about the shareholder and the proposed action), not less than 30 days prior to the date of the originally scheduled meeting, unless less than 40 days' notice of the meeting is given by the Corporation, in which case the shareholder's proposal must be received by the Corporation by the close of business on the 10th day following the date on which the notice of the meeting is first mailed to shareholders. This requirement is separate from and in addition to the Securities and Exchange Commission's requirements that a shareholder must meet in order to have a shareholder proposal included in the Corporation's proxy materials.

For any proposal that is not submitted for inclusion in next year's proxy statement, but is instead sought to be presented directly at the 2012 Annual Meeting of Shareholders, SEC rules generally permit management to vote proxies at its discretion if we (1) receive notice of the proposal before the close of business on March 15, 2012 and advise shareholders in the Proxy Statement for the 2012 Annual Meeting about the nature of the matter and how management intends to vote on such matter, subject to Rule 14a-4(c)(2), or (2) do not receive notice of the proposal prior to the close of business on March 15, 2012.

OTHER BUSINESS

The Board of Directors is not aware of any matter to be presented for action at the meeting, other than the matters set forth in this Proxy Statement. If any other business should come before the meeting, the proxy will be voted in respect thereof in accordance with the best judgment of the persons authorized therein, and discretionary authority to do so is included in the proxy. In addition to solicitation by mail, officers and other employees of the Corporation and its subsidiaries may solicit proxies by telephone or in person, without compensation other than their regular compensation.

The Annual Report of the Corporation for 2010 on Form 10-K is included with this Proxy Statement. Copies of the reports will also be available for all shareholders attending the Annual Meeting.

Shareholders are urged to sign and return the enclosed proxy in the enclosed envelope. A prompt response will be helpful and appreciated.

MISCELLANEOUS

As part of our efforts to cut unnecessary expenses and conserve the environment, the Corporation provides Internet access to quarterly announcements and may elect to discontinue mailing paper reports in the future. This would reduce postage and printing expenses and paper waste. Information regarding current and future reports is available at www.fnbh.com/investor_relations.php. If you are unable to access this information on the Internet or desire to request a printed copy of any of this information, requests may be made in writing to the attention of the Corporate Secretary at FNBH Bancorp, Inc., P. O. Box 800, 101 East Grand River, Howell, MI 48844-0800 or by calling in your request to the Executive Office at 517-545-2201.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Nancy Morgan

Nancy Morgan
Secretary
April 29, 2011