

General Instructions—Oaths of Bank Directors

National banking law at 12 USC 73 requires each elected or appointed director to take an oath that he or she will “diligently and honestly administer the affairs of such association, and will not knowingly violate or willingly permit to be violated any of the provisions” of the National Bank Act and that he or she is the owner in his or her own right of the capital stock required by 12 USC 72.

The oath must be taken before a Notary Public, properly authorized and commissioned by the state in which the Notary resides, or before any other officer having an official seal and authorized by the state to administer oaths, except that the oath shall not be taken before any such Notary Public or other officer who is an officer of the director’s bank. The Notary Public’s resident state should be the same as the state in which the oath is administered.

Foreign citizens or US citizens who are abroad may satisfy the notarization requirement by using a foreign notary or the services of a local US embassy or consulate. The latter option may be quicker and more effective.

Organizing National Banks and Converting Institutions

1. At the first meeting of the organizing board, the organizing directors who the OCC approved take the joint oath of bank directors before a Notary Public. Regardless of whether the organizing director is present, his/her name and address should be included on the joint oath.
2. Each organizing director, who did not take the joint oath, must execute an individual oath before a notary.
3. When all organizing directors have taken the oath, the organizing secretary of the board forwards the executed oath(s) to the Licensing staff in the appropriate district office. The bank should retain a copy.
4. After the initial shareholders’ meeting, the newly elected directors will take the oath of directors following the procedures for existing national banks.
5. Questions about preparation of these forms should be directed to the licensing manager in the appropriate district office.

Existing National Banks

1. At the annual organization meeting, which follows the annual meeting of the bank’s shareholders, the directors take the joint oath before a notary. Regardless of whether the director is present, his/her name should be included on the joint oath.
2. Each director, who did not take the joint oath, must execute an individual oath before a notary.

3. When all elected directors have taken the oath, the secretary of the board or the cashier files an original of all oaths with the appropriate district office where the bank is supervised. The bank should retain a copy.
4. Questions related to the preparation of the oath should be directed to the licensing manager in the appropriate district office.