

General Instructions—Oaths of National Bank Directors

National bank directors may have terms of one, two, or three years and hold office until their successors are elected and have qualified. National banks may have staggered boards. (See 12 USC 71 and 12 CFR 7.2024). National banking law at 12 USC 73 requires each director, when appointed or elected, to take an oath that they 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, that they are the owner in their own right of the capital stock required by 12 USC 72, and such stock is not hypothecated, or in any way pledged, as security for any loan or debt.

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 U.S. citizens who are abroad may satisfy the notarization requirement by using a foreign notary or the services of a local U.S. 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, their 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 files the executed oath(s) with the appropriate OCC licensing office where the bank is supervised. The bank should retain a copy in the bank’s records.
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 appropriate licensing office.

Existing National Banks

1. Newly appointed, newly elected, or re-elected directors will take the oath before a Notary Public. If more than one director is appointed or elected, a joint oath may be executed before a Notary Public.

2. If a new director is not present at the meeting at which the joint oath is executed, they must execute an individual oath before a Notary Public.
3. When a person is appointed to fill a vacancy on the Board due to the death, removal, or resignation of a director, that person takes the oath upon their appointment as a director.
4. When all newly appointed, newly elected, and re-elected directors have taken the oath, the secretary of the board or the cashier files an original of all oaths with the appropriate OCC licensing office where the bank is supervised. The bank should retain a copy.
5. Questions related to the preparation of the oath should be directed to the appropriate licensing office.