

## DUTIES OF THE OFFICE; AND

(2) NOT TO VIOLATE KNOWINGLY OR PERMIT KNOWINGLY A VIOLATION OF ANY LAW THAT RELATES TO THE COMMERCIAL BANK.

REVISOR'S NOTE: This section is new language that combines the similar provisions of CA §§ 6-127(c) and 6-148(c) and revises them to establish a uniform standard for all commercial banks. See the last paragraph of revisor's note to § 3-202 of this title.

See Art. 1, § 9 of the Code, which authorizes an affirmation to be made in place of an "oath".

Present CA §§ 6-127(c) (3) and 6-148(c) (3), which refer to compliance with the stock ownership requirements, are deleted as unnecessary in light of the broad prohibition in item (2) of this section against a knowing violation of applicable law.

## 3-405. ELECTION OF DIRECTORS.

## (A) AT ANNUAL MEETING.

THE STOCKHOLDERS OF A COMMERCIAL BANK SHALL ELECT DIRECTORS AT EACH ANNUAL MEETING OF THE STOCKHOLDERS.

## (B) AT LATER MEETING.

IF THE ELECTION OF THE DIRECTORS IS NOT HELD AT THE ANNUAL MEETING, AN ELECTION MAY BE HELD AT A LATER MEETING CALLED FOR THAT PURPOSE. NOTICE OF THE LATER MEETING SHALL BE GIVEN AS THE BYLAWS PROVIDE.

REVISOR'S NOTE: This section is new language derived from CA § 6-127(e), as to State banks, and made applicable to trust companies in place of present CA § 6-148(d).

The present provision for election of "initial directors" is deleted as unnecessary in light of new § 3-202(b) (6) of this title.

## 3-406. TENURE OF DIRECTORS.

A DIRECTOR OF A COMMERCIAL BANK SERVES UNTIL THE NEXT ANNUAL MEETING OF THE STOCKHOLDERS AND UNTIL A SUCCESSOR IS ELECTED AND QUALIFIES.

REVISOR'S NOTE: This section is new language derived from CA § 6-127(d).

Although present CA § 6-127(d) only applies to State banks, it is revised to apply also to trust companies. This change is supported by present