

(c) If the Bank Commissioner approves, preferred stock may be convertible into common stock on the terms and conditions that the charter provides. However, preferred stock is not convertible:

(1) Into common stock of a greater total par value; or

(2) At any time when the commercial bank [does] WOULD not have a surplus in an amount that equals at least 20 percent of its capital stock[:

(i) Outstanding immediately before the conversion; and

(ii) Outstanding] OUTSTANDING immediately after the conversion.

3-307.

(c) If any director of a commercial bank votes for or assents to the declaration of any cash dividend when the director knows that the commercial bank is insolvent or is in danger of insolvency or when the director does not have reason to believe that there are sufficient undivided profits or surplus properly [applicable] AVAILABLE to pay the dividend under this section, the director is liable, individually and jointly with all other directors so voting or assenting, to the persons who were creditors of the commercial bank when the dividend was declared for the amount by which these creditors remain unpaid, but not more than twice the amount of the dividend.

3-403.

(b) A majority of the directors of a [State] COMMERCIAL bank shall be residents of this State.

3-702.

(c) If the successor will be a national banking association:

(1) Federal law governs:

(i) The actions of a constituent commercial bank;

(ii) The rights of its stockholders; and

(iii) The effect of the consolidation, merger, or transfer of assets on its rights, franchises, interests, and fiduciary duties; and

(2) [The] EXCEPT FOR THIS SECTION AND § 3-710 OF THIS SUBTITLE, THE other provisions of this subtitle do not apply to the consolidation, merger, or transfer of assets.