

Reprinted 3/13

FEB 29 1984

HOUSE FILE 2405

BY COMMITTEE ON SMALL BUSINESS AND COMMERCE

Place On Calendar

(Formerly Study Bill 658)

Passed House, Date 3-9-84 (p.862) Passed Senate, Date 3-26-84 (p.1031)

Vote: Ayes 94 Nays 0 Vote: Ayes 49 Nays 0

Approved April 6, 1984

A BILL FOR

- 1 An Act relating to the annual meetings of shareholders of
- 2 state banks.
- 3 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

HOUSE FILE 2405

H-5429

- 1 Amend House File 2405 as follows:
- 2 1. Page 1, by striking lines 12 through 20, and
- 3 inserting in lieu thereof the following: "shall be
- 4 held ~~on~~ during the specific ~~and-named-day~~ month as
- 5 shall be provided in the articles of incorporation,
- 6 at the date and time as stated in or fixed in
- 7 accordance with the bylaws. Failure to hold the
- 8 annual meeting ~~on-the-designated-day~~ during the month
- 9 shall not work a forfeiture or dissolution of the
- 10 state bank. Special".

H-5429 FILED MARCH 6, 1984 BY GRONSTAL of Pottawattamie
Adopted 3/9 (p. 861)

HOUSE FILE 2405

H-5466

- 1 Amend House File 2405 as follows:
- 2 1. Page 1, by inserting after line 25 the
- 3 following:
- 4 "Sec. 3. Section 524.706, subsection 1, paragraph
- 5 a, subparagraphs (2) and (3), Code Supplement 1983,
- 6 are amended to read as follows:
- 7 (2) An amount ~~not-exceeding-an-aggregate-of-twenty~~
- 8 ~~thousand-dollars-outstanding-at-any-one-time,~~ to
- 9 finance the education of a child or children of the
- 10 executive officer.
- 11 (3) Any other loans or extensions of credit which
- 12 in the aggregate do not at any one time exceed ten
- 13 ~~thousand-dollars~~ the higher of twenty-five thousand
- 14 or two point five percent of the bank's capital and
- 15 surplus, but in no event more than one hundred thousand
- 16 dollars."
- 17 2. Title page, line 1, by inserting after the
- 18 word "shareholders" the words "and the loans to
- 19 officers".

H-5466 FILED MARCH 7, 1984 BY GRONSTAL of Pottawattamie
Adopted 3/7 (p. 861)

1 Section 1. Section 524.302, subsection 10, Code 1983,
2 is amended by striking the subsection.

3 Sec. 2. Section 524.508, Code 1983, is amended to read
4 as follows:

5489 5 524.508 MEETINGS OF SHAREHOLDERS. Meetings of shareholders
6 may be held at such a place, within this state, as ~~may-be~~
7 provided in the articles of incorporation or the bylaws, or
8 as ~~may-be fixed from-time-to-time~~ in accordance with the their
9 provisions ~~thereof~~. In the absence of any such provision,
10 all meetings shall be held at the principal place of business
11 of the state bank. An annual meeting of the shareholders
12 shall be held ~~on-the-specific-and-named-day-as-shall-be~~
13 ~~provided-in-the-articles-of-incorporation---~~Failure-to-hold
14 ~~the-annual-meeting-on-the-designated-day-shall-net-work-a~~
15 ~~forfeiture-or-dissolution-of-the-state-bank~~ at the time as
16 stated in or fixed in accordance with the bylaws. If the
17 annual meeting is not held within any eighteen-month period,
18 upon written application of a shareholder, the district court
19 of the county where the registered office of the corporation
20 is located may order an annual meeting to be held. Special
21 meetings of the shareholders may be called by the president,
22 the board of directors, the holders of not less than one-tenth
23 of all the shares entitled to vote at the meeting, or ~~such~~
24 other officers or persons as ~~may-be~~ provided in the articles
25 of incorporation or the bylaws.

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26 EXPLANATION

27 This bill eliminates the requirement that the articles
28 of incorporation of a state bank must state a specific date
29 on which the annual meeting of shareholders is to be held.
30 The bill replaces that requirement with the procedure currently
31 utilized in the Iowa business corporation Act in section
32 496A.27 that allows the corporation to set the method for
33 determining the date of the annual meeting in the bylaws
34 rather than in the articles. The bill also allows a
35 shareholder to force the holding of a meeting if one is not

1 held within any eighteen-month period. This provision is
2 also the same as found in section 496A.27.

3 The bill becomes effective July 1 following enactment.

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Jan. Commerce 3/13 Do Pass 3/20 (p. 932)

HOUSE FILE 2405

Commerce
Hoiden, Chair
Deluhery
Gallagher

HOUSE FILE 2405

BY COMMITTEE ON SMALL
BUSINESS AND COMMERCE

(As Amended and Passed by the House)

Passed House, Date 3-9-84 (p. 862) Passed Senate, Date 3-26-84 (p. 1031)

Vote: Ayes 94 Nays 0 Vote: Ayes 49 Nays 0

Approved April 6, 1984 (p. 1774)

A BILL FOR

1 An Act relating to the annual meetings of shareholders and
2 the loans to officers of state banks.

3 BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

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Amendments _____

1 Section 1. Section 524.302, subsection 10, Code 1983,
2 is amended by striking the subsection.

3 Sec. 2. Section 524.508, Code 1983, is amended to read
4 as follows:

5 524.508 MEETINGS OF SHAREHOLDERS. Meetings of shareholders
6 may be held at ~~such a~~ place, within this state, as ~~may-be~~
7 provided in the articles of incorporation or the bylaws, or
8 as ~~may-be~~ fixed ~~from-time-to-time~~ in accordance with the their
9 provisions thereof. In the absence of any such provision,
10 all meetings shall be held at the principal place of business
11 of the state bank. An annual meeting of the shareholders
12 shall be held en during the specific and-named-day month as
13 shall be provided in the articles of incorporation, at the
14 date and time as stated in or fixed in accordance with the
15 bylaws. Failure to hold the annual meeting en-the-designated
16 day during the month shall not work a forfeiture or dissolution
17 of the state bank. Special meetings of the shareholders may
18 be called by the president, the board of directors, the holders
19 of not less than one-tenth of all the shares entitled to vote
20 at the meeting, or ~~such~~ other officers or persons as ~~may-be~~
21 provided in the articles of incorporation or the bylaws.

22 Sec. 3. Section 524.706, subsection 1, paragraph a,
23 subparagraphs (2) and (3), Code Supplement 1983, are amended
24 to read as follows:

25 (2) An amount not-exceeding-an-aggregate-of-twenty-thousand
26 dollars-outstanding-at-any-one-time, to finance the education
27 of a child or children of the executive officer.

28 (3) Any other loans or extensions of credit which in the
29 aggregate do not at any one time exceed ten-thousand-dollars
30 the higher of twenty-five thousand or two point five percent
31 of the bank's capital and surplus, but in no event more than
32 one hundred thousand dollars.

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HOUSE FILE 2405

AN ACT

RELATING TO THE ANNUAL MEETINGS OF SHAREHOLDERS AND THE
LOANS TO OFFICERS OF STATE BANKS.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF THE STATE OF IOWA:

Section 1. Section 524.302, subsection 10, Code 1983,
is amended by striking the subsection.

Sec. 2. Section 524.508, Code 1983, is amended to read
as follows:

524.508 MEETINGS OF SHAREHOLDERS. Meetings of shareholders
may be held at ~~such~~ a place, within this state, as ~~may-be~~
provided in the articles of incorporation or the bylaws, or
as ~~may-be~~ fixed ~~from-time-to-time~~ in accordance with the their
provisions thereof. In the absence of any such provision,
all meetings shall be held at the principal place of business
of the state bank. An annual meeting of the shareholders
shall be held ~~on~~ during the specific and-named-day month as
shall be provided in the articles of incorporation, at the
date and time as stated in or fixed in accordance with the
bylaws. Failure to hold the annual meeting ~~on-the-designated~~
day during the month shall not work a forfeiture or dissolution
of the state bank. Special meetings of the shareholders may
be called by the president, the board of directors, the holders
of not less than one-tenth of all the shares entitled to vote
at the meeting, or ~~such~~ other officers or persons as ~~may-be~~
provided in the articles of incorporation or the bylaws.

Sec. 3. Section 524.706, subsection 1, paragraph a,
subparagraphs (2) and (3), Code Supplement 1983, are amended
to read as follows:

(2) An amount ~~not-exceeding-an-aggregate-of-twenty-thousand~~
~~dollars-outstanding-at-any-one-time~~, to finance the education
of a child or children of the executive officer.

(3) Any other loans or extensions of credit which in the
aggregate do not at any one time exceed ~~ten-thousand-dollars~~
the higher of twenty-five thousand or two point five percent
of the bank's capital and surplus, but in no event more than
one hundred thousand dollars.

DONALD D. AVENSON
Speaker of the House

ROBERT T. ANDERSON
President of the Senate

I hereby certify that this bill originated in the House and
is known as House File 2405, Seventieth General Assembly.

JOSEPH O'HERN
Chief Clerk of the House

Approved April 6, 1984

TERRY E. BRANSTAD
Governor