

 KeyCite Yellow Flag - Negative Treatment

Unconstitutional or Preempted Prior Version Recognized as Repealed by Implication [Kroske v. U.S. Bank Corp.](#), 9th Cir.(Wash.), Dec. 23, 2005

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Proposed Legislation

[United States Code Annotated](#)
[Title 12. Banks and Banking](#)
[Chapter 2. National Banks \(Refs & Annos\)](#)
[Subchapter I. Organization and General Provisions](#)

12 U.S.C.A. § 24

§ 24. Corporate powers of associations

Effective: July 30, 2008

[Currentness](#)

Upon duly making and filing articles of association and an organization certificate a national banking association shall become, as from the date of the execution of its organization certificate, a body corporate, and as such, and in the name designated in the organization certificate, it shall have power--

First. To adopt and use a corporate seal.

Second. To have succession from February 25, 1927, or from the date of its organization if organized after February 25, 1927, until such time as it be dissolved by the act of its shareholders owning two-thirds of its stock, or until its franchise becomes forfeited by reason of violation of law, or until terminated by either a general or a special Act of Congress or until its affairs be placed in the hands of a receiver and finally wound up by him.

Third. To make contracts.

Fourth. To sue and be sued, complain and defend, in any court of law and equity, as fully as natural persons.

Fifth. To elect or appoint directors, and by its board of directors to appoint a president, vice president, cashier, and other officers, define their duties, require bonds of them and fix the penalty thereof, dismiss such officers or any of them at pleasure, and appoint others to fill their places.

Sixth. To prescribe, by its board of directors, bylaws not inconsistent with law, regulating the manner in which its stock shall be transferred, its directors elected or appointed, its officers appointed, its property transferred, its general business conducted, and the privileges granted to it by law exercised and enjoyed.

Seventh. To exercise by its board of directors or duly authorized officers or agents, subject to law, all such incidental powers as shall be necessary to carry on the business of banking; by discounting and negotiating promissory notes, drafts, bills of exchange, and other evidences of debt; by receiving deposits; by buying and selling exchange, coin, and bullion; by loaning money on personal security; and by obtaining, issuing, and circulating notes according to the provisions of title 62 of the Revised Statutes. The business of dealing in securities and stock by the association shall be limited to purchasing and selling such securities and stock without recourse, solely upon the order, and for the account of, customers, and in no case for its own account, and the association shall not underwrite any issue of securities or stock; *Provided*, That the association may purchase for its own account investment securities under such limitations and restrictions as the Comptroller of the Currency may by regulation prescribe. In no event shall the total amount

of the investment securities of any one obligor or maker, held by the association for its own account, exceed at any time 10 per centum of its capital stock actually paid in and unimpaired and 10 per centum of its unimpaired surplus fund, except that this limitation shall not require any association to dispose of any securities lawfully held by it on August 23, 1935. As used in this section the term “investment securities” shall mean marketable obligations, evidencing indebtedness of any person, copartnership, association, or corporation in the form of bonds, notes and/or debentures commonly known as investment securities under such further definition of the term “investment securities” as may by regulation be prescribed by the Comptroller of the Currency. Except as hereinafter provided or otherwise permitted by law, nothing herein contained shall authorize the purchase by the association for its own account of any shares of stock of any corporation. The limitations and restrictions herein contained as to dealing in, underwriting and purchasing for its own account, investment securities shall not apply to obligations of the United States, or general obligations of any State or of any political subdivision thereof, or obligations of the Washington Metropolitan Area Transit Authority which are guaranteed by the Secretary of Transportation under section 9 of the National Capital Transportation Act of 1969, or obligations issued under authority of the Federal Farm Loan Act, as amended, or issued by the thirteen banks for cooperatives or any of them or the Federal Home Loan Banks, or obligations which are insured by the Secretary of Housing and Urban Development under title XI of the National Housing Act [12 U.S.C.A. § 1749aaa et seq.] or obligations which are insured by the Secretary of Housing and Urban Development (hereinafter in this sentence referred to as the “Secretary”) pursuant to section 207 of the National Housing Act [12 U.S.C.A. § 1713], if the debentures to be issued in payment of such insured obligations are guaranteed as to principal and interest by the United States, or obligations, participations, or other instruments of or issued by the Federal National Mortgage Association, or the Government National Mortgage Association, or mortgages, obligations or other securities which are or ever have been sold by the Federal Home Loan Mortgage Corporation pursuant to section 305 or section 306 of the Federal Home Loan Mortgage Corporation Act [12 U.S.C.A. §§ 1454 or 1455], or obligations of the Federal Financing Bank or obligations of the Environmental Financing Authority, or obligations or other instruments or securities of the Student Loan Marketing Association, or such obligations of any local public agency (as defined in section 110(h) of the Housing Act of 1949 [42 U.S.C.A. § 1460(h)]) as are secured by an agreement between the local public agency and the Secretary in which the local public agency agrees to borrow from said Secretary, and said Secretary agrees to lend to said local public agency, monies in an aggregate amount which (together with any other monies irrevocably committed to the payment of interest on such obligations) will suffice to pay, when due, the interest on and all installments (including the final installment) of the principal of such obligations, which monies under the terms of said agreement are required to be used for such payments, or such obligations of a public housing agency (as defined in the United States Housing Act of 1937, as amended [42 U.S.C.A. § 1437 et seq.]) as are secured (1) by an agreement between the public housing agency and the Secretary in which the public housing agency agrees to borrow from the Secretary, and the Secretary agrees to lend to the public housing agency, prior to the maturity of such obligations, monies in an amount which (together with any other monies irrevocably committed to the payment of interest on such obligations) will suffice to pay the principal of such obligations with interest to maturity thereon, which monies under the terms of said agreement are required to be used for the purpose of paying the principal of and the interest on such obligations at their maturity, (2) by a pledge of annual contributions under an annual contributions contract between such public housing agency and the Secretary if such contract shall contain the covenant by the Secretary which is authorized by subsection (g) of section 6 of the United States Housing Act of 1937, as amended [42 U.S.C.A. § 1437d(g)], and if the maximum sum and the maximum period specified in such contract pursuant to said subsection 6(g) [42 U.S.C.A. § 1437d(g)] shall not be less than the annual amount and the period for payment which are requisite to provide for the payment when due of all installments of principal and interest on such obligations, or (3) by a pledge of both annual contributions under an annual contributions contract containing the covenant by the Secretary which is authorized by section 6(g) of the United States Housing Act of 1937 [42 U.S.C.A. § 1437d(g)], and a loan under an agreement between the local public housing agency and the Secretary in which the public housing agency agrees to borrow from the Secretary, and the Secretary agrees to lend to the public housing agency, prior to the maturity of the obligations involved, moneys in an amount which (together with any other moneys irrevocably committed under the annual contributions contract to the payment of principal and interest on such obligations) will suffice to provide for the payment when due of all installments of principal and interest on such obligations, which

moneys under the terms of the agreement are required to be used for the purpose of paying the principal and interest on such obligations at their maturity: *Provided*, That in carrying on the business commonly known as the safe-deposit business the association shall not invest in the capital stock of a corporation organized under the law of any State to conduct a safe-deposit business in an amount in excess of 15 per centum of the capital stock of the association actually paid in and unimpaired and 15 per centum of its unimpaired surplus. The limitations and restrictions herein contained as to dealing in and underwriting investment securities shall not apply to obligations issued by the International Bank for Reconstruction and Development, the European Bank for Reconstruction and Development, the Inter-American Development Bank¹ Bank for Economic Cooperation and Development in the Middle East and North Africa,,² the North American Development Bank, the Asian Development Bank, the African Development Bank, the Inter-American Investment Corporation, or the International Finance Corporation,,² or obligations issued by any State or political subdivision or any agency of a State or political subdivision for housing, university, or dormitory purposes, which are at the time eligible for purchase by a national bank for its own account, nor to bonds, notes and other obligations issued by the Tennessee Valley Authority or by the United States Postal Service: *Provided*, That no association shall hold obligations issued by any of said organizations as a result of underwriting, dealing, or purchasing for its own account (and for this purpose obligations as to which it is under commitment shall be deemed to be held by it) in a total amount exceeding at any one time 10 per centum of its capital stock actually paid in and unimpaired and 10 per centum of its unimpaired surplus fund. Notwithstanding any other provision in this paragraph, the association may purchase for its own account shares of stock issued by a corporation authorized to be created pursuant to Title IX of the Housing and Urban Development Act of 1968 [42 U.S.C.A. § 3931 et seq.], and may make investments in a partnership, limited partnership, or joint venture formed pursuant to section 907(a) or 907(c) of that Act [42 U.S.C.A. § 3937(a) or 3937(c)]. Notwithstanding any other provision of this paragraph, the association may purchase for its own account shares of stock issued by any State housing corporation incorporated in the State in which the association is located and may make investments in loans and commitments for loans to any such corporation: *Provided*, That in no event shall the total amount of such stock held for its own account and such investments in loans and commitments made by the association exceed at any time 5 per centum of its capital stock actually paid in and unimpaired plus 5 per centum of its unimpaired surplus fund. Notwithstanding any other provision in this paragraph, the association may purchase for its own account shares of stock issued by a corporation organized solely for the purpose of making loans to farmers and ranchers for agricultural purposes, including the breeding, raising, fattening, or marketing of livestock. However, unless the association owns at least 80 per centum of the stock of such agricultural credit corporation the amount invested by the association at any one time in the stock of such corporation shall not exceed 20 per centum of the unimpaired capital and surplus of the association: *Provided further*, That notwithstanding any other provision of this paragraph, the association may purchase for its own account shares of stock of a bank insured by the Federal Deposit Insurance Corporation or a holding company which owns or controls such an insured bank if the stock of such bank or company is owned exclusively (except to the extent directors' qualifying shares are required by law) by depository institutions or depository institution holding companies (as defined in section 1813 of this title) and such bank or company and all subsidiaries thereof are engaged exclusively in providing services to or for other depository institutions, their holding companies, and the officers, directors, and employees of such institutions and companies, and in providing correspondent banking services at the request of other depository institutions or their holding companies (also referred to as a "banker's bank"), but in no event shall the total amount of such stock held by the association in any bank or holding company exceed at any time 10 per centum of the association's capital stock and paid in and unimpaired surplus and in no event shall the purchase of such stock result in an association's acquiring more than 5 per centum of any class of voting securities of such bank or company. The limitations and restrictions contained in this paragraph as to an association purchasing for its own account investment securities shall not apply to securities that (A) are offered and sold pursuant to section 4(5) of the Securities Act of 1933 (15 U.S.C. 77d(5)); (B) are small business related securities (as defined in section 3(a)(53) of the Securities Exchange Act of 1934 [15 U.S.C.A. § 78c(a)(53)]); or (C) are mortgage related securities (as that term is defined in section 3(a)(41) of the Securities Exchange Act of 1934 (15 U.S.C. 78c(a)(41)).³ The exception provided for the securities described in subparagraphs (A), (B),

and (C) shall be subject to such regulations as the Comptroller of the Currency may prescribe, including regulations prescribing minimum size of the issue (at the time of initial distribution) or minimum aggregate sales prices, or both.

A national banking association may deal in, underwrite, and purchase for such association's own account qualified Canadian government obligations to the same extent that such association may deal in, underwrite, and purchase for such association's own account obligations of the United States or general obligations of any State or of any political subdivision thereof. For purposes of this paragraph--

(1) the term “qualified Canadian government obligations” means any debt obligation which is backed by Canada, any Province of Canada, or any political subdivision of any such Province to a degree which is comparable to the liability of the United States, any State, or any political subdivision thereof for any obligation which is backed by the full faith and credit of the United States, such State, or such political subdivision, and such term includes any debt obligation of any agent of Canada or any such Province or any political subdivision of such Province if--

(A) the obligation of the agent is assumed in such agent's capacity as agent for Canada or such Province or such political subdivision; and

(B) Canada, such Province, or such political subdivision on whose behalf such agent is acting with respect to such obligation is ultimately and unconditionally liable for such obligation; and

(2) the term “Province of Canada” means a Province of Canada and includes the Yukon Territory and the Northwest Territories and their successors.

In addition to the provisions in this paragraph for dealing in, underwriting, or purchasing securities, the limitations and restrictions contained in this paragraph as to dealing in, underwriting, and purchasing investment securities for the national bank's own account shall not apply to obligations (including limited obligation bonds, revenue bonds, and obligations that satisfy the requirements of [section 142\(b\)\(1\) of Title 26](#)) issued by or on behalf of any State or political subdivision of a State, including any municipal corporate instrumentality of 1 or more States, or any public agency or authority of any State or political subdivision of a State, if the national bank is well capitalized (as defined in [section 1831o](#) of this title).

Eighth. To contribute to community funds, or to charitable, philanthropic, or benevolent instrumentalities conducive to public welfare, such sums as its board of directors may deem expedient and in the interests of the association, if it is located in a State the laws of which do not expressly prohibit State banking institutions from contributing to such funds or instrumentalities.

Ninth. To issue and sell securities which are guaranteed pursuant to [section 1721\(g\)](#) of this title.

Tenth. To invest in tangible personal property, including, without limitation, vehicles, manufactured homes, machinery, equipment, or furniture, for lease financing transactions on a net lease basis, but such investment may not exceed 10 percent of the assets of the association.

Eleventh. To make investments directly or indirectly, each of which is designed primarily to promote the public welfare, including the welfare of low- and moderate-income communities or families (such as by providing housing, services, or jobs). An association shall not make any such investment if the investment would expose the association to unlimited liability. The Comptroller of the Currency shall limit an association's investments in any 1 project and an association's

aggregate investments under this paragraph. An association's aggregate investments under this paragraph shall not exceed an amount equal to the sum of 5 percent of the association's capital stock actually paid in and unimpaired and 5 percent of the association's unimpaired surplus fund, unless the Comptroller determines by order that the higher amount will pose no significant risk to the affected deposit insurance fund, and the association is adequately capitalized. In no case shall an association's aggregate investments under this paragraph exceed an amount equal to the sum of 15 percent of the association's capital stock actually paid in and unimpaired and 15 percent of the association's unimpaired surplus fund. The foregoing standards and limitations apply to investments under this paragraph made by a national bank directly and by its subsidiaries.

CREDIT(S)

(R.S. § 5136; July 1, 1922, c. 257, § 1, 42 Stat. 767; Feb. 25, 1927, c. 191, § 2, 44 Stat. 1226; June 16, 1933, c. 89, § 16, 48 Stat. 184; Aug. 23, 1935, c. 614, Title III, § 308, 49 Stat. 709; Feb. 3, 1938, c. 13, § 13, 52 Stat. 26; June 11, 1940, c. 301, 54 Stat. 261; June 29, 1949, c. 276, § 1, 63 Stat. 298; July 15, 1949, c. 338, Title VI, § 602(a), 63 Stat. 439; Apr. 9, 1952, c. 169, 66 Stat. 49; Aug. 2, 1954, c. 649, Title II, § 203, 68 Stat. 622; Aug. 23, 1954, c. 834, § 2, 68 Stat. 771; July 26, 1956, c. 741, Title II, § 201(c), 70 Stat. 667; Aug. 6, 1959, [Pub.L. 86-137, § 2, 73 Stat. 285](#); Aug. 7, 1959, [Pub.L. 86-147, § 10, 73 Stat. 301](#); Sept. 8, 1959, [Pub.L. 86-230, § 1\(a\), 73 Stat. 457](#); Sept. 16, 1959, [Pub.L. 86-278, 73 Stat. 563](#); Sept. 23, 1959, [Pub.L. 86-372, Title IV, § 420, 73 Stat. 679](#); Sept. 2, 1964, [Pub.L. 88-560, Title VII, § 701\(c\), 78 Stat. 800](#); Mar. 16, 1966, [Pub.L. 89-369, § 10, 80 Stat. 72](#); Nov. 3, 1966, [Pub.L. 89-754, Title V, § 504\(a\)\(1\), 80 Stat. 1277](#); May 25, 1967, [Pub.L. 90-19, § 27\(a\), 81 Stat. 28](#); Aug. 1, 1968, [Pub.L. 90-448, Title VIII, §§ 804\(c\), 807\(j\), Title IX, § 911, Title XVII, § 1705\(h\), 82 Stat. 543, 545, 550, 605](#); Aug. 12, 1970, [Pub.L. 91-375, § 6\(d\), 84 Stat. 776](#); June 23, 1972, [Pub.L. 92-318, Title I, § 133\(c\)\(1\), 86 Stat. 269](#); Dec. 9, 1969, [Pub.L. 91-143, § 12\(b\), as added July 13, 1972, Pub.L. 92-349, Title I, § 101, 86 Stat. 466](#); Oct. 18, 1972, [Pub.L. 92-500, § 12\(n\), 86 Stat. 902](#); Aug. 16, 1973, [Pub.L. 93-100, § 5\(c\), 87 Stat. 344](#); Dec. 29, 1973, [Pub.L. 93-224, § 14, 87 Stat. 941](#); Dec. 31, 1973, [Pub.L. 93-234, Title II, § 207, 87 Stat. 984](#); Aug. 22, 1974, [Pub.L. 93-383, Title II, § 206, Title VIII, § 805\(c\)\(1\), 88 Stat. 668, 726](#); Mar. 31, 1980, [Pub.L. 96-221, Title VII, § 711, 94 Stat. 189](#); Aug. 13, 1981, [Pub.L. 97-35, Title XIII, § 1342\(a\), 95 Stat. 743](#); Oct. 15, 1982, [Pub.L. 97-320, Title IV, § 404\(b\), 96 Stat. 1511](#); Jan. 12, 1983, [Pub.L. 97-457, § 18, 96 Stat. 2509](#); Oct. 3, 1984, [Pub.L. 98-440, Title I, § 105\(c\), 98 Stat. 1691](#); Oct. 12, 1984, [Pub.L. 98-473, Title I, § 101\(1\) \[Title I, § 101\], 98 Stat. 1884, 1885](#); Aug. 10, 1987, [Pub.L. 100-86, Title I, § 108, 101 Stat. 579](#); Sept. 28, 1988, [Pub.L. 100-449, Title III, § 308, 102 Stat. 1877](#); Nov. 5, 1990, [Pub.L. 101-513, Title V, § 562\(c\)\(10\) \(B\), \(e\)\(1\)\(B\), 104 Stat. 2036, 2037](#); Oct. 23, 1992, [Pub.L. 102-485, § 6\(a\), 106 Stat. 2774](#); Dec. 8, 1993, [Pub.L. 103-182, Title V, § 541\(h\)\(1\), 107 Stat. 2167](#); Sept. 23, 1994, [Pub.L. 103-325, Title II, § 206\(c\), Title III, §§ 322\(a\)\(1\), 347\(b\), 108 Stat. 2199, 2226, 2241](#); Sept. 30, 1996, [Pub.L. 104-208, Div. A, Title I, § 101\(c\) \[Title VII, § 710\(b\)\], Title II, § 2704\(d\)\(7\), 110 Stat. 3009-181, 3009-489](#); Nov. 12, 1999, [Pub.L. 106-102, Title I, § 151, 113 Stat. 1384](#); Feb. 8, 2006, [Pub.L. 109-171, Title II, § 2102\(b\), 120 Stat. 9](#); Feb. 15, 2006, [Pub.L. 109-173, § 9\(a\), 119 Stat. 3616](#); Oct. 13, 2006, [Pub.L. 109-351, Title III, § 305\(a\), 120 Stat. 1970](#); July 30, 2008, [Pub.L. 110-289, Div. B, Title V, § 2503\(a\), 122 Stat. 2857](#).)

Footnotes

- 1 So in original. A comma should probably appear.
- 2 So in original. Only one comma should appear.
- 3 So in original. The period probably should be preceded by an additional closing parenthesis.

12 U.S.C.A. § 24, 12 USCA § 24

Current through P.L. 115-182.