

**RCW 30A.08.090 Amendment of articles—Procedure.** Unless the articles of incorporation provide otherwise, the board of directors of a bank may, by majority vote, amend the bank's articles of incorporation without shareholder action as follows:

- (1) If the bank has only one class of shares outstanding, to provide, change, or eliminate any provision with respect to the par value of any class of shares;
- (2) To delete the name and address of the initial directors;
- (3) If the bank has only one class of shares outstanding, solely to change the number of authorized shares to effectuate a split of, or stock dividend in, the bank's own shares, or solely to do so and to change the number of authorized shares in proportion thereto;
- (4) To change the bank's name; or
- (5) To make any other change expressly permitted by this title to be made without shareholder action.

Other amendments to a bank's articles of incorporation, in a manner not inconsistent with the provisions of this title, require the affirmative vote of the stockholders representing two-thirds of each class of shares entitled to vote under the terms of the shares at a regular meeting, or special meeting duly called for that purpose in the manner prescribed by the bank's bylaws. No amendment shall be made whereby a bank becomes a trust company unless such bank first receives permission from the director. [2014 c 37 § 163. Prior: 1994 c 256 § 47; 1994 c 92 § 54; 1987 c 420 § 3; 1986 c 279 § 28; 1965 c 140 § 3; 1955 c 33 § 30.08.090; prior: 1923 c 115 § 7; 1917 c 80 § 26; RRS § 3233. Formerly RCW 30.08.090.]

**Findings—Construction—1994 c 256:** See RCW 43.320.007.