

**Banks and Banking—Liquidation—Stockholders—Directors
—Meetings.**

Stockholders and directors of a state bank in the process of liquidation must hold annual meetings.

A state bank in process of liquidation must follow the statutory method in reducing the number of directors.

L. Q. Skelton, Esq.,
Superintendent of Banks,
Helena, Montana.

December 13, 1924.

My dear Mr. Skelton :

You have requested my opinion whether a state bank in the process of voluntary liquidation under section 6109e of chapter 90, laws of 1923, must go through the regular form and advertising in reducing the number of its board of directors, and whether the annual stockholders' meeting and the annual directors' meeting should be held and officers re-elected the same as if the corporation were a going concern.

The section above referred to does not undertake to say what the corporation shall do with respect to the matters referred to in your inquiry. It does require the bank, however, to make a report to the superintendent of banks at least once each sixty days. It is the duty of the bank also to maintain its entity as such in order to liquidate. It must sue in the name of the corporation when necessary to recover from its debtors.

The board of directors is still obliged to transact the affairs of the bank and it necessarily follows that it must be regularly elected in order to have authority to act for the bank.

It is, therefore, my opinion that a state bank while in the process of liquidation must hold its stockholders' and directors' meetings and if it desires to reduce the number of directors the statutory method must be pursued the same as if the bank were a going concern.

Very truly yours,

L. A. FOOT,
Attorney General.