

SENATE FILE NO. SF0005

Banking revisions.

Sponsored by: Joint Minerals, Business & Economic
Development Interim Committee

A BILL

for

1 AN ACT relating to banks, banking and finance; authorizing
2 various fees to be established by rule and regulation;
3 increasing the number of deputy commissioners the state
4 banking commissioner may employ; increasing minimum capital
5 stock requirements for organization of banks; modifying
6 requirements concerning bank director oaths and sworn
7 financial statements; increasing the minimum value at which
8 certain bank acquired property must be appraised by a
9 certified or licensed real estate appraiser; modifying
10 indebtedness restrictions; modifying requirements related
11 to amendments to articles of incorporation; modifying and
12 clarifying requirements related to formation of trust
13 companies; permitting an out-of-state trust company to
14 operate a trust service office in this state as specified;
15 modifying provisions related to limited liability

1 companies; repealing provisions related to remote
2 electronic terminals; amending requirements related to
3 branch bank licenses; making conforming amendments; and
4 providing for an effective date.

5

6 *Be It Enacted by the Legislature of the State of Wyoming:*

7

8 **Section 1.** W.S. 13-1-603(a) and by creating a new
9 subsection (d), 13-2-208, 13-2-210(b), 13-2-212(c),
10 13-2-301(a), 13-2-401, 13-2-702(b)(intro) and (g) through
11 (j), 13-2-803, 13-2-805(a), 13-3-201(e),
12 13-3-204(b)(intro), 13-3-402(a), 13-3-702(a), 13-4-101(a),
13 13-4-102(a), 13-4-104(b), 13-5-102, 13-5-103(b),
14 13-5-116(b), 13-5-117(a), 13-5-209(b), 13-5-217(b),
15 13-5-219 by creating a new subsection (c), 13-8-103(a),
16 13-8-105(a), 13-8-107, 13-9-309(a)(i), 17-29-102(a) by
17 creating a new paragraph (xxiv), 17-29-104(d),
18 17-29-1010(a) and 17-29-1012 are amended to read:

19

20 **13-1-603. State banking commissioner; powers and**
21 **duties.**

22

1 (a) The commissioner shall administer the laws and
2 regulations governing the organization, operation,
3 examination, reorganization or dissolution of banks in
4 Wyoming. The commissioner is directly responsible to and
5 subject to the direction of the director. The commissioner
6 may employ ~~a~~ one (1) or more deputy ~~commissioner~~
7 commissioners, who, in the absence or disability of the
8 commissioner, shall exercise all powers of the
9 commissioner.

10
11 (d) The commissioner shall establish any fee by rule
12 and regulation if this act authorizes the fee to be
13 established by rule and regulation of the commissioner. The
14 fee shall be established in accordance with the Wyoming
15 Administrative Procedure Act and shall be set in an amount
16 to ensure that, to the extent practicable, the total amount
17 generated from the fee approximates the direct and indirect
18 costs incurred by the commissioner in carrying out his
19 duties as a result of the submission or supervisory
20 activity for which a fee is authorized.

21
22 **13-2-208. Application filing fee.**
23

1 The application filed with the state banking commissioner
2 shall be accompanied by a fee ~~of fifteen thousand dollars~~
3 ~~(\$15,000.00)~~ established by rule and regulation of the
4 state banking commissioner to cover the expense of the
5 investigation by the state banking commissioner, the
6 expense of the public hearing and other related expenses.
7 The fee shall be deposited by the state banking
8 commissioner with the state treasurer into the financial
9 institutions administration account. Expenditures shall be
10 made from the account by warrants drawn by the state
11 auditor, upon vouchers issued and signed by the director or
12 commissioner. Funds from the account shall be expended only
13 to carry out the duties of the commissioner and the state
14 banking board under this article and for chartering trust
15 companies under chapter 5 of this title. If an application
16 for a financial institution charter is withdrawn by the
17 applicant at any time prior to the hearing on the
18 application, the statutory application filing fee, less the
19 amount of any expense authorized above and actually
20 incurred, shall be refunded to the applicant. If the
21 application expenses are less than ~~fifteen thousand dollars~~
22 ~~(\$15,000.00)~~ the application fee collected the unexpended
23 amount shall remain within the account.

1

2 **13-2-210. Emergency charters; fees.**

3

4 (b) The application fee for an emergency charter ~~is~~
5 ~~four thousand dollars (\$4,000.00)~~ shall be established by
6 rule and regulation of the state banking commissioner. The
7 fee shall be deposited by the state banking commissioner
8 with the state treasurer and credited to the financial
9 institutions administration account. Expenditures shall be
10 made from the account by warrants drawn by the state
11 auditor, upon vouchers issued and signed by the director or
12 commissioner. Funds from the account shall be expended to
13 carry out the duties of the commissioner or the state
14 banking board.

15

16 **13-2-212. Approval or disapproval of application;**
17 **criteria for approval; action upon application; interim**
18 **bank charter; fee.**

19

20 (c) The board may waive the public hearing required
21 under W.S. 13-2-207 if the application is for an interim
22 bank charter to be used as a vehicle for merger with an
23 existing bank which is currently serving the public need

1 and convenience of the community, operating profitably,
2 adequately capitalized, has officers and directors of
3 proven ability and is to be chartered solely for the
4 purpose of facilitating the merger and the change in
5 ownership of the existing bank in accordance with W.S.
6 13-4-108. The application fee for an interim bank charter
7 for which a public hearing is waived ~~is four thousand~~
8 ~~dollars (\$4,000.00)~~ shall be established by rule and
9 regulation of the commissioner. The fee shall be deposited
10 by the state banking commissioner with the state treasurer
11 and credited to the financial institutions administration
12 account. Expenditures shall be made from the account by
13 warrants drawn by the state auditor, upon vouchers issued
14 and signed by the director or commissioner. Funds from the
15 account shall be expended only to carry out the duties of
16 the commissioner or the state banking board.

17

18 **13-2-301. Requirements as to capital.**

19

20 (a) The capital stock of each bank organized under
21 this act shall be subscribed for as fully paid stock. No
22 bank shall organize with a capital stock less than ~~five~~

1 ~~hundred thousand dollars (\$500,000.00)~~ five million dollars
2 (\$5,000,000.00).

3

4 **13-2-401. Authority to manage banks; qualifications.**

5

6 The affairs of a bank shall be managed by not less than
7 five (5) directors. Shareholders or the board of directors
8 if provided by the articles of incorporation may adopt and
9 amend bylaws for the management of the bank. Each director
10 shall take an oath that he will faithfully and diligently
11 perform the duties of his office and will not violate or
12 knowingly permit the violation of any of the laws of this
13 state relating to the banking business. Within thirty (30)
14 days after being elected or appointed each director of a
15 bank shall ~~file with the state banking commissioner~~ sign
16 the oath required by this section ~~and~~ on a form prescribed
17 by the commissioner and it shall be part of the record of
18 the meeting and included in the bank's minutes. Within
19 thirty (30) days after initially being elected or appointed
20 each director of a bank shall file with the commissioner a
21 sworn financial statement on a form prescribed by the state
22 banking commissioner.

23

1 **13-2-702. Authorization; application; fee;**
2 **activities; examination; criteria.**

3
4 (b) All applications for establishing and operating a
5 branch shall be filed with the commissioner and be
6 accompanied by a filing fee established by rule ~~by and~~
7 ~~regulation of~~ the commissioner., ~~but not more than two~~
8 ~~thousand five hundred dollars (\$2,500.00).~~ The application
9 shall be signed by the chief executive officer of the
10 applicant bank and contain and be accompanied by the
11 following information:

12
13 (g) Every branch bank in this state shall be licensed
14 by the commissioner before operating, engaging in or
15 conducting a banking business. ~~Each branch bank license~~
16 ~~shall expire on June 30 of each year. The license shall be~~
17 ~~renewed annually, not less than thirty (30) days before the~~
18 ~~license's expiration date.~~

19
20 (h) The commissioner shall fix the amount of the
21 initial license fee and annual renewal fee by rule and
22 regulation. ~~Annual renewal fees may be assessed on a~~
23 ~~graduated or progressive scale based on deposits, assets,~~

1 ~~business volume, loans or a combination of these or other~~
2 ~~factors as determined by the commissioner.~~

3
4 (j) An application for an initial branch license ~~or~~
5 ~~renewal of a branch license~~ shall be submitted to the
6 commissioner in writing in the form and containing the
7 information required by the commissioner. Each licensed
8 branch of a bank chartered under the laws of this state or
9 of any other state is subject to compliance examinations as
10 the commissioner deems necessary.

11
12 **13-2-803. Authority of state banks to establish**
13 **interstate branches.**

14
15 With the prior approval of the commissioner, a Wyoming
16 state bank may establish, maintain and operate one (1) or
17 more branches in a state other than Wyoming. Not later than
18 the date on which the required application for the
19 establishment of a branch is filed with the responsible
20 federal bank supervisory agency, the applicant Wyoming
21 state bank shall file an application on a form prescribed
22 by the commissioner and pay the fee ~~prescribed by~~
23 established pursuant to W.S. 13-2-702(b). The applicant

1 shall also comply with the applicable provisions of W.S.
2 13-4-101 through 13-4-114.

3

4 **13-2-805. Notice and filing requirements; license**
5 **fee.**

6

7 (a) Any out-of-state bank that will be the resulting
8 bank pursuant to an interstate merger transaction involving
9 a Wyoming bank shall notify the commissioner of the
10 proposed merger not later than the date on which it files
11 an application for an interstate merger transaction with
12 the responsible federal bank supervisory agency, and shall
13 submit a copy of that application to the commissioner
14 together with a filing fee, ~~if any, not exceeding four~~
15 ~~thousand five hundred dollars (\$4,500.00), as required by~~
16 ~~the commissioner~~ established by rule and regulation of the
17 commissioner. Except as prohibited by federal law, any
18 Wyoming state bank which is a party to the interstate
19 merger transaction shall comply with the applicable
20 provisions of W.S. 13-4-101 through 13-4-114 and with other
21 applicable state and federal laws. Any out-of-state bank
22 which will be the resulting bank in an interstate merger
23 transaction shall provide satisfactory evidence to the

1 commissioner of compliance with applicable requirements of
2 W.S. 17-16-1503, 17-16-1506 and 17-16-1507.

3

4 **13-3-201. Acquisition of real estate.**

5

6 (e) Any appraisal required under subsection (b) of
7 this section for property which is carried on the bank's
8 books at a value equal to or exceeding ~~fifty thousand~~
9 ~~dollars (\$50,000.00)~~ two hundred fifty thousand dollars
10 (\$250,000.00) shall be conducted by a real estate appraiser
11 certified or licensed by the state in which the property is
12 located, who is not an officer or director of the bank and
13 whose reports are acceptable to the state banking
14 commissioner.

15

16 **13-3-204. Operating subsidiaries; application; fee;**
17 **new activities.**

18

19 (b) The bank shall file an application for permission
20 to operate a subsidiary with the commissioner, together
21 with an application fee ~~of seven hundred dollars (\$700.00)~~
22 established by rule and regulation of the commissioner. The
23 fee shall be deposited as provided in W.S. 13-2-210(b) and

1 may be expended as provided in that subsection. The
2 application shall include:

3

4 **13-3-402. Individual indebtedness limitations;**
5 **generally.**

6

7 (a) Except as otherwise provided, no bank shall
8 permit any person, firm, partnership, association or
9 corporation to become indebted at ~~any time~~ origination to
10 the bank in an amount exceeding twenty percent (20%) of the
11 amount of the capital stock of the bank actually paid in
12 and unimpaired plus twenty percent (20%) of its unimpaired
13 surplus fund plus twenty percent (20%) of its unimpaired
14 undivided profits.

15

16 **13-3-702. Inspection of banks; fees.**

17

18 (a) Every bank is subject to the inspection of the
19 state banking commissioner. The state banking commissioner
20 or a duly appointed examiner shall visit and examine each
21 bank as often as the commissioner deems necessary and at
22 least as frequently as required by the federal deposit
23 insurance corporation, with or without previous notice to

1 the officers of or anyone interested in the bank. The state
2 banking commissioner or a duly appointed examiner shall
3 make a complete and careful examination of the condition
4 and resources of the bank, the mode of managing bank
5 affairs and conducting its business, the action of bank
6 officers and directors in the investment and disposition of
7 bank funds, the safety and prudence of bank management, the
8 security afforded to those by whom bank engagements are
9 held, whether the requirements of this act are being
10 complied with and such other matters as the state banking
11 commissioner may prescribe. If the state banking
12 commissioner examines a bank more than twice in any
13 calendar year, the bank shall pay to the state banking
14 commissioner an additional fee ~~of fifty dollars (\$50.00)~~
15 ~~per examiner per day and actual expenses of each examiner~~
16 established by rule and regulation of the commissioner.

17

18 **13-4-101. Change in place of business.**

19

20 (a) Any bank may apply in writing to the state
21 banking commissioner for permission to change its place of
22 business to any other municipality in the state. The
23 application shall be accompanied by a fee ~~of two thousand~~

1 ~~five hundred dollars (\$2,500.00)~~ established by rule and
2 regulation of the commissioner and shall state the reasons
3 for the proposed change, be signed by a majority of its
4 board of directors and accompanied by the written assent to
5 the application by the stockholders owning at least
6 two-thirds (2/3) of its stock. The application fee shall be
7 deposited by the state banking commissioner with the state
8 treasurer and credited to the financial institutions
9 administration account. Expenditures shall be made from the
10 account by warrants drawn by the state auditor, upon
11 vouchers issued and signed by the director or commissioner.
12 Funds from the account shall be expended only to carry out
13 the duties of the commissioner or the state banking board.

14

15 **13-4-102. Amendment to articles of incorporation.**

16

17 (a) A bank may amend its articles of incorporation
18 pursuant to the requirements of W.S. 17-16-1001 through
19 17-16-1009. The articles of amendment shall be executed in
20 triplicate with ~~the cashier or assistant cashier~~ an
21 executive officer executing in the place of the corporate
22 secretary. Notice of the shareholders' meeting to vote on a

1 proposed amendment shall be given as provided by the bylaws
2 of the bank.

3

4 **13-4-104. Merger or conversion into state bank;**
5 **branch banking by merger or consolidation; application**
6 **fees.**

7

8 (b) Any state or national bank that consolidates or
9 merges in accordance with subsection (a) of this section
10 may upon the completion of the consolidation or merger
11 retain, operate and maintain the banking houses or offices
12 of the merged or consolidated entities and provide other
13 services or functions as would be permitted had the
14 consolidation or merger not occurred. When a merger or
15 consolidation application from a state bank results in
16 maintaining the merged banking house or office as a branch,
17 the application for merger shall be accompanied by an
18 application fee ~~of two thousand five hundred dollars~~
19 ~~(\$2,500.00)~~ established by rule and regulation of the state
20 banking commissioner. For each additional bank being merged
21 into the same bank, the application fee shall be increased
22 by ~~one thousand two hundred fifty dollars (\$1,250.00)~~ an
23 amount established by rule and regulation of the state

1 banking commissioner. All fees shall be deposited by the
2 state banking commissioner with the state treasurer and
3 credited to the financial institutions administration
4 account. Expenditures shall be made from the account by
5 warrants drawn by the state auditor, upon vouchers issued
6 and signed by the director or commissioner. Funds from the
7 account shall be expended only to carry out the duties of
8 the commissioner or the state banking board.

9

10 **13-5-102. Formation.**

11

12 (a) ~~Any number of~~ Five (5) or more adult persons may
13 form a trust company in accordance with the provisions of
14 this act.

15

16 (b) The ~~person~~ incorporators or members forming a
17 trust company shall execute articles of incorporation as
18 provided by W.S. 13-2-202 or articles of organization for a
19 limited liability company. These articles shall include
20 the requirements contained in W.S. 17-16-202 for
21 corporations and W.S. 17-29-201 for limited liability
22 companies. The commissioner may establish, by rule and

1 regulation, other documents and materials to be filed by a
2 trust company.

3

4 **13-5-103. Application for charter; fee.**

5

6 (b) Each application for charter shall be accompanied
7 by an application fee ~~as provided by~~ established pursuant
8 to W.S. 13-2-208.

9

10 **13-5-116. Voluntary dissolution of trust company;**
11 **liquidation; reorganization; application for dissolution;**
12 **filing fee; filing with secretary of state; revocation of**
13 **charter.**

14

15 (b) A trust company seeking to dissolve its charter
16 either by liquidation or reorganization shall file an
17 application for dissolution with the commissioner
18 accompanied by a filing fee ~~of one thousand five hundred~~
19 ~~dollars (\$1,500.00) payable to~~ established by rule and
20 regulation of the commissioner. The application shall
21 include a comprehensive plan for dissolution setting forth
22 the proposed disposition of all assets and liabilities, in
23 reasonable detail to effect a liquidation or

1 reorganization. The plan of dissolution shall provide for
2 the discharge or assumption of all of the trust company's
3 known and unknown claims and liabilities and for the
4 transfer of all of its responsibilities as a trustee to a
5 successor trustee or trustees. Additionally, the
6 application for dissolution shall include other evidence,
7 certifications, affidavits, documents or information as the
8 commissioner may require demonstrating how assets and
9 liabilities will be disposed, the timetable for effecting
10 disposition of the assets and liabilities and the
11 applicant's proposal for addressing any claims that are
12 asserted after the dissolution has been completed. The
13 commissioner shall examine the application for completeness
14 and compliance with the requirements of this section, the
15 business entity laws applicable to the required type of
16 dissolution and applicable rules and regulation. The
17 commissioner may conduct a special examination of the
18 applicant for purposes of evaluating the application.

19

20 **13-5-117. Failure to submit required report; fees;**
21 **regulations.**

22

1 (a) If a trust company fails to submit any report
2 required pursuant to this act or any regulation adopted
3 pursuant thereto within the prescribed period, the
4 commissioner may impose and collect a fee of not more than
5 twenty-five dollars (\$25.00) for each day the report is
6 overdue or such other greater amount as established by rule
7 and regulation of the commissioner.

8
9 **13-5-209. Procedures upon filing of organizational**
10 **instruments, application and other information; application**
11 **fee; approval or disapproval of application; criteria for**
12 **approval; action upon application.**

13
14 (b) The application filed with the commissioner shall
15 be accompanied by a fee ~~of ten thousand dollars~~
16 ~~(\$10,000.00)~~ established by rule and regulation of the
17 commissioner to cover the expense of the investigation by
18 the commissioner. If an application to become a chartered
19 family trust company is withdrawn by the applicant at any
20 time prior to the granting of the charter, the statutory
21 application filing fee, less the amount of any expense
22 authorized above and actually incurred, shall be refunded
23 to the applicant.

1

2 **13-5-217. Conversion from trust company to chartered**
3 **family trust company.**

4

5 (b) For trust companies established after July 1,
6 2015, seeking to convert from a trust company to a
7 chartered family trust company, the application filed with
8 the commissioner shall be accompanied by a fee ~~of ten~~
9 ~~thousand dollars (\$10,000.00)~~ established by rule and
10 regulation of the commissioner.

11

12 **13-5-219. Establishment of trust service offices;**
13 **application.**

14

15 (c) After giving notice to the commissioner, a trust
16 company, established and chartered under the laws of
17 another state and which qualifies as a family trust company
18 for the purposes of this act and provides in its articles
19 of incorporation or operating agreement that it will only
20 exercise within Wyoming the powers of a family trust
21 company as specified in W.S. 13-5-210, may establish and
22 operate a trust service office in this state if the

1 company's home state does not prohibit a Wyoming trust
2 company from establishing a trust office in that state.

3
4 **13-8-103. Certificate of admission.**

5
6 (a) An association shall not conduct any business in
7 the state except upon written statement by the state
8 banking commissioner, which shall be filed and preserved in
9 his office, to the effect that the association is solvent
10 and conducting its affairs compatible with prudent business
11 principles. When a statement is made, the state banking
12 board may issue a certificate of admission to the
13 association upon the payment to the state banking
14 commissioner of ~~fifty dollars (\$50.00)~~ an amount
15 established by rule and regulation of the commissioner.

16
17 **13-8-105. Statement to be renewed annually or as**
18 **required.**

19
20 (a) The statements required of foreign associations
21 shall be renewed annually by March 1 as of the preceding
22 December 31 and shall be made at other times as the state
23 banking commissioner may require. Foreign associations

1 shall pay to the state banking commissioner upon filing
2 each annual statement a fee ~~of ten dollars (\$10.00)~~
3 established by rule and regulation of the commissioner.
4

5 **13-8-107. Licensing of agents, solicitors and**
6 **salesmen.**

7
8 Each agent, solicitor or salesman, before transacting or
9 soliciting any business in this state for any association,
10 shall procure annually from the state banking commissioner
11 a license as agent, solicitor or salesman for which a fee
12 ~~of two dollars (\$2.00)~~ established by rule and regulation
13 of the commissioner for each license shall be collected and
14 paid to the commissioner. A license expires on June 30 of
15 each year and is subject to revocation by the state banking
16 commissioner for improper business or conduct.
17

18 **13-9-309. Required application; fees.**

19
20 (a) A company that proposes to make an acquisition
21 under this article shall:
22

1 (i) Pay to the commissioner an application fee
2 ~~of four thousand five hundred dollars (\$4,500.00)~~
3 established by rule and regulation of the commissioner;
4

5 **17-29-102. Definitions.**

6
7 (a) As used in this chapter:

8
9 (xxiv) "Financial institution" means a bank,
10 savings and loan association or state chartered credit
11 union.
12

13 **17-29-104. Nature, purpose and duration of limited**
14 **liability company.**

15
16 (d) Limited liability companies may be organized
17 under this chapter for any lawful purpose, except for the
18 purpose of acting as a financial institution ~~as described~~
19 ~~by W.S. 13-1-101(a)(ix)~~ or acting as an insurer as defined
20 in W.S. 26-1-102(a)(xvi).
21

22 **17-29-1010. Continuance.**
23

1 (a) Subject to subsection (b) of this section, any
2 organization organized for any purpose except acting as an
3 insurer as defined in W.S. 26-1-102(a)(xvi), or acting as a
4 financial institution ~~as described by W.S. 13-1-101(a)(ix)~~
5 under the laws of any foreign jurisdiction may, if the
6 foreign jurisdiction will acknowledge that the
7 organization's domicile has terminated in the foreign
8 jurisdiction, apply to the secretary of state for
9 registration under this act. The secretary of state may
10 issue a certificate of registration upon receipt of an
11 application supported by articles of continuance as
12 provided by this act together with the statements,
13 information and documents set out in subsection (c) of this
14 section. The certificate of registration may then be
15 issued continuing the organization in Wyoming as if it had
16 been organized as a limited liability company in this
17 state. The certificate of registration may be subject to
18 any limitations and conditions as may appear proper to the
19 secretary of state.

20

21 **17-29-1012. Domestication of foreign limited**
22 **liability companies.**

23

1 Any limited liability company created under the laws of any
2 of the several states of the United States for any purpose
3 except acting as an insurer as defined in W.S.
4 26-1-102(a)(xvi), or acting as a financial institution ~~as~~
5 ~~described by W.S. 13-1-101(a)(ix)~~ may become a domestic
6 limited liability company of this state by delivering or
7 causing to be delivered to the secretary of state articles
8 of domestication. Upon filing the articles of
9 domestication, the secretary of state shall issue to the
10 foreign limited liability company a certificate of
11 domestication which shall continue the company as if it had
12 been created under this chapter. The articles of
13 domestication, upon being filed by the secretary of state,
14 constitute the articles of the domesticated foreign limited
15 liability company and it shall thereafter have all the
16 powers and privileges and be subjected to all the duties
17 and limitations granted and imposed upon domestic limited
18 liability companies under the provisions of the Revised
19 Uniform Limited Liability Company Act.

20

21 **Section 2.** W.S. 13-1-502(m) is repealed.

22

1 **Section 3.** This act is effective July 1, 2017.

2

3

(END)