

SENATE AMENDMENTS TO RESOLVE CONFLICTS TO A-ENGROSSED HOUSE BILL 2567

By COMMITTEE ON BUSINESS AND TRANSPORTATION

May 15

1 On page 14 of the printed A-engrossed bill, after line 12, insert:

2 “**SECTION 17. If Senate Bill 141 becomes law, section 7 of this 2013 Act (amending ORS**
3 **65.001) is repealed and ORS 65.001, as amended by section 27, chapter __, Oregon Laws 2013**
4 **(Enrolled Senate Bill 141), is amended to read:**

5 “65.001. As used in this chapter:

6 “(1) ‘Anniversary’ means the day each year that is exactly one or more years after the date on
7 which the Office of the Secretary of State files the articles of incorporation for a domestic corpo-
8 ration or the date on which the office files an application for authority to transact business for a
9 foreign corporation. An event that would otherwise cause an anniversary to fall on February 29 will
10 cause the anniversary to fall on February 28.

11 “(2) ‘Approved by the members’ or ‘approval by the members’ means approved or ratified by the
12 members entitled to vote on the issue through either:

13 “(a) The affirmative vote of a majority of the votes of the members represented and voting at
14 a duly held meeting at which a quorum is present or the affirmative vote of a greater proportion
15 including the votes of any required proportion of the members of any class as the articles, bylaws
16 or this chapter may provide for specified types of member action; or

17 “(b) A written ballot or written consent in conformity with this chapter.

18 “(3) ‘Articles of incorporation’ or ‘articles’ means the articles described in ORS 65.047, amended
19 and restated articles of incorporation or articles of merger, and corrections to the articles.

20 “(4) ‘Board’ or ‘board of directors’ means the individual or individuals vested with overall man-
21 agement of the affairs of the domestic or foreign corporation, irrespective of the name by which the
22 individual or individuals are designated, except that an individual or a group of individuals is not
23 the board of directors because of powers delegated to the individual or group under ORS 65.301.

24 “(5) ‘Bylaws’ means the code or codes of rules, other than the articles adopted under this
25 chapter or the laws governing a foreign corporation, for regulating or managing the affairs of the
26 domestic or foreign corporation, irrespective of the name or names by which the rules are desig-
27 nated.

28 “(6) ‘Class’ means a group of memberships that have the same rights with respect to voting,
29 dissolution, redemption and transfer. For the purpose of this section, rights are the same if the
30 rights are determined by a formula applied uniformly.

31 “(7) ‘Contact address’ means a mailing address at which a person affiliated with the organization
32 will receive and transmit to the organization notices intended for the foreign or domestic corpo-
33 ration either when sending the notices to the registered agent is not practical or when a duplicate
34 notice is desirable. The contact address may be the principal place of business, if any, or the
35 business or residence address of any person associated with the corporation or foreign corporation

1 who has consented to serve, but may not be the address of the registered agent.

2 “(8) ‘Corporation’ or ‘domestic corporation’ means a nonprofit corporation that is not a foreign
3 corporation, and that is incorporated under or subject to the provisions of this chapter.

4 “(9) ‘Delegates’ means those persons elected or appointed to vote in a representative assembly
5 for electing a director or directors or on other matters.

6 “(10) ‘Deliver’ means any method of delivery used in conventional commercial practice, including
7 delivery by hand, mail, commercial delivery and electronic transmission.

8 “(11) ‘Directors’ means individuals whom the articles or bylaws designate or whom the
9 incorporators elect to act as members of the board, and the successors to the individuals.

10 “(12) ‘Distribution’ means paying a dividend or any part of the income or profit of a corporation
11 to the corporation’s members, directors or officers, other than paying value for property received
12 or services performed or paying benefits to further the corporation’s purposes.

13 “(13) ‘Domestic business corporation’ means a for profit corporation that is incorporated under
14 ORS chapter 60.

15 “(14) ‘Domestic limited liability company’ means an unincorporated association that has one or
16 more members and that is organized under ORS chapter 63.

17 “(15) ‘Domestic professional corporation’ means a corporation that is organized under ORS
18 chapter 58 for the purpose of rendering professional services and for the purposes provided under
19 ORS chapter 58.

20 “(16) ‘Effective date of notice’ has the meaning given that term in ORS 65.034.

21 “(17) ‘Employee’ includes an officer or director whom the corporation employs with compen-
22 sation for services beyond those encompassed by board membership.

23 “(18) ‘Entity’ means a corporation, foreign corporation, business corporation and foreign busi-
24 ness corporation, profit and nonprofit unincorporated association, corporation sole, business trust,
25 partnership, two or more persons that have a joint or common economic interest, any state, the
26 United States, a federally recognized Native American or American Indian tribal government and
27 any foreign government.

28 “(19) ‘File,’ ‘filed’ or ‘filing’ means reviewed, accepted and entered in the Office of the Secretary
29 of State.

30 “(20) ‘Foreign business corporation’ means a for profit corporation that is incorporated under
31 laws other than the laws of this state.

32 “(21) ‘Foreign corporation’ means a corporation that is organized under laws other than the laws
33 of this state and that would be a nonprofit corporation if formed under the laws of this state.

34 “(22) ‘Foreign limited liability company’ means an unincorporated association that is organized
35 under laws other than the laws of this state and that is organized under a statute under which an
36 association may be formed that affords to each of the entity’s members limited liability with respect
37 to liabilities of the entity.

38 “(23) ‘Foreign professional corporation’ means a professional corporation that is organized under
39 laws other than the laws of this state.

40 “(24) ‘Governmental subdivision’ includes an authority, county, district and municipality.

41 “(25) ‘Individual’ means a natural person, including the guardian of an incompetent individual.

42 “(26)(a) ‘Member’ means a person that is entitled, under a domestic or foreign corporation’s ar-
43 ticles or bylaws, without regard to what the person is called in the articles or bylaws, to vote on
44 more than one occasion to elect a director or directors.

45 “(b) A person is not a member by virtue of any of the following rights the person has:

1 “(A) As a delegate;

2 “(B) To designate or appoint a director or directors;

3 “(C) As a director; or

4 “(D) As a holder of an evidence of indebtedness the corporation has issued or will issue.

5 “(c) Notwithstanding the provisions of paragraph (a) of this subsection, a person is not a member

6 if the person’s membership rights have been eliminated as provided in ORS 65.164 or 65.167.

7 “(27) ‘Membership’ means the rights and obligations a member has under this chapter.

8 “(28) ‘Mutual benefit corporation’ means a domestic corporation that is formed as a mutual

9 benefit corporation under ORS 65.044 to 65.067 and is designated a mutual benefit corporation by

10 a statute or does not come within the definition of public benefit or religious corporation.

11 “(29) ‘Nonprofit corporation’ means a mutual benefit corporation, a public benefit corporation

12 or a religious corporation.

13 “(30) ‘Notice’ has the meaning given that term in ORS 65.034.

14 “(31) ‘Office,’ when used to refer to the administrative unit directed by the Secretary of State,

15 means the Office of the Secretary of State.

16 “(32) ‘Person’ means individual or entity.

17 “(33) ‘Principal office’ means the physical street address of the place, in or out of this state,

18 where the principal executive offices of a domestic or foreign corporation are located and that is

19 designated as the principal office in the most recent annual report filed pursuant to ORS 65.787 or,

20 if no annual report is on file, in the articles of incorporation or the application for authority to

21 transact business in this state.

22 “(34) ‘Proceeding’ means a civil, criminal, administrative or investigatory action.

23 “(35) ‘Public benefit corporation’ means a domestic corporation that:

24 “(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067, is designated as a

25 public benefit corporation by a statute, is recognized as tax exempt under section 501 (c) (3) of the

26 Internal Revenue Code of 1986 or is otherwise organized for a public or charitable purpose;

27 “(b) Is restricted so that on dissolution the corporation must distribute the corporation’s assets

28 to an organization organized for a public or charitable purpose, a religious corporation, the United

29 States, a state or a person that is recognized as exempt under section 501 (c) (3) of the Internal

30 Revenue Code of 1986; and

31 “(c) Does not come within the definition of ‘religious corporation.’

32 “(36) ‘Record date’ means the date established under ORS 65.131 to 65.177 or 65.201 to 65.254

33 on which a corporation determines the identity of the corporation’s members and the members’

34 membership rights for the purposes of this chapter.

35 “(37) ‘Religious corporation’ means a domestic corporation that is formed as a religious corpo-

36 ration under ORS 65.044 to 65.067, is designated a religious corporation by a statute or is organized

37 primarily or exclusively for religious purposes.

38 **“(38) ‘Remote communication’ means any method by which a person that is not phys-**

39 **ically present at the location at which a meeting occurs may nevertheless hear or otherwise**

40 **communicate at substantially the same time with other persons at the meeting and have**

41 **access to materials necessary to participate or vote in the meeting to the extent of the**

42 **person’s authorization to participate or vote.**

43 “[(38)] (39) ‘Secretary,’ when used in the context of a corporate official, means the corporate

44 officer to whom the board of directors has delegated responsibility under ORS 65.371 for preparing

45 the minutes of the directors’ and members’ meetings and for authenticating the records of the cor-

1 poration.

2 “[(39)] (40) ‘State,’ when referring to a part of the United States, means a state, commonwealth,
3 territory or insular possession of the United States and the agencies and governmental subdivisions
4 of the state, commonwealth, territory or insular possession.

5 “[(40)] (41) ‘Uncompensated officer’ means an individual who serves in an office without com-
6 pensation for personal service. For purposes of this subsection, payment solely for actual expenses
7 in performing duties of the officer or a stipend that is paid only to compensate the average expenses
8 the individual incurs over the course of a year is not compensation.

9 “[(41)] (42) ‘United States’ means a district, authority, bureau, commission, department or any
10 other agency of the United States.

11 “[(42)] (43) ‘Vote’ means authorization by written ballot and written consent, where permitted.

12 “[(43)] (44) ‘Voting power’ means the total number of votes entitled to be cast on an issue at the
13 time the determination of voting power is made, excluding a vote that is contingent upon a condition
14 or event occurring that has not occurred at the time.

15 “**SECTION 18. If Senate Bill 141 becomes law, section 14 of this 2013 Act (amending ORS**
16 **307.518) is repealed.**”

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