

**PROPOSED AMENDMENTS TO RESOLVE CONFLICTS TO
A-ENGROSSED HOUSE BILL 2567**

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**
3 **Act (amending ORS 65.001) is repealed and ORS 65.001, as amended by**
4 **section 27, chapter __, Oregon Laws 2013 (Enrolled Senate Bill 141), is**
5 **amended to read:**

6 “65.001. As used in this chapter:

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

13 “(2) ‘Approved by the members’ or ‘approval by the members’ means ap-
14 proved or ratified by the members entitled to vote on the issue through ei-
15 ther:

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

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

22 “(3) ‘Articles of incorporation’ or ‘articles’ means the articles described

1 in ORS 65.047, amended and restated articles of incorporation or articles of
2 merger, and corrections to the articles.

3 “(4) ‘Board’ or ‘board of directors’ means the individual or individuals
4 vested with overall management of the affairs of the domestic or foreign
5 corporation, irrespective of the name by which the individual or individuals
6 are designated, except that an individual or a group of individuals is not the
7 board of directors because of powers delegated to the individual or group
8 under ORS 65.301.

9 “(5) ‘Bylaws’ means the code or codes of rules, other than the articles
10 adopted under this chapter or the laws governing a foreign corporation, for
11 regulating or managing the affairs of the domestic or foreign corporation,
12 irrespective of the name or names by which the rules are designated.

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

17 “(7) ‘Contact address’ means a mailing address at which a person affil-
18 iated with the organization will receive and transmit to the organization
19 notices intended for the foreign or domestic corporation either when sending
20 the notices to the registered agent is not practical or when a duplicate notice
21 is desirable. The contact address may be the principal place of business, if
22 any, or the business or residence address of any person associated with the
23 corporation or foreign corporation who has consented to serve, but may not
24 be the address of the registered agent.

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

28 “(9) ‘Delegates’ means those persons elected or appointed to vote in a
29 representative assembly for electing a director or directors or on other mat-
30 ters.

1 “(10) ‘Deliver’ means any method of delivery used in conventional com-
2 mercial practice, including delivery by hand, mail, commercial delivery and
3 electronic transmission.

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

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

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

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

16 “(15) ‘Domestic professional corporation’ means a corporation that is or-
17 ganized under ORS chapter 58 for the purpose of rendering professional ser-
18 vices and for the purposes provided under ORS chapter 58.

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

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

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

30 “(19) ‘File,’ ‘filed’ or ‘filing’ means reviewed, accepted and entered in the

1 Office of the Secretary of State.

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

4 “(21) ‘Foreign corporation’ means a corporation that is organized under
5 laws other than the laws of this state and that would be a nonprofit corpo-
6 ration if formed under the laws of this state.

7 “(22) ‘Foreign limited liability company’ means an unincorporated associ-
8 ation that is organized under laws other than the laws of this state and that
9 is organized under a statute under which an association may be formed that
10 affords to each of the entity’s members limited liability with respect to li-
11 abilities of the entity.

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

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

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

18 “(26)(a) ‘Member’ means a person that is entitled, under a domestic or
19 foreign corporation’s articles or bylaws, without regard to what the person
20 is called in the articles or bylaws, to vote on more than one occasion to elect
21 a director or directors.

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

24 “(A) As a delegate;

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

26 “(C) As a director; or

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

29 “(c) Notwithstanding the provisions of paragraph (a) of this subsection,
30 a person is not a member if the person’s membership rights have been elim-

1 inated as provided in ORS 65.164 or 65.167.

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

4 “(28) ‘Mutual benefit corporation’ means a domestic corporation that is
5 formed as a mutual benefit corporation under ORS 65.044 to 65.067 and is
6 designated a mutual benefit corporation by a statute or does not come within
7 the definition of public benefit or religious corporation.

8 “(29) ‘Nonprofit corporation’ means a mutual benefit corporation, a public
9 benefit corporation or a religious corporation.

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

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

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

14 “(33) ‘Principal office’ means the physical street address of the place, in
15 or out of this state, where the principal executive offices of a domestic or
16 foreign corporation are located and that is designated as the principal office
17 in the most recent annual report filed pursuant to ORS 65.787 or, if no an-
18 nual report is on file, in the articles of incorporation or the application for
19 authority to transact business in this state.

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

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

23 “(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067,
24 is designated as a public benefit corporation by a statute, is recognized as
25 tax exempt under section 501 (c) (3) of the Internal Revenue Code of 1986 or
26 is otherwise organized for a public or charitable purpose;

27 “(b) Is restricted so that on dissolution the corporation must distribute
28 the corporation’s assets to an organization organized for a public or chari-
29 table purpose, a religious corporation, the United States, a state or a person
30 that is recognized as exempt under section 501 (c) (3) of the Internal Revenue

1 Code of 1986; and

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

3 “(36) ‘Record date’ means the date established under ORS 65.131 to 65.177
4 or 65.201 to 65.254 on which a corporation determines the identity of the
5 corporation’s members and the members’ membership rights for the purposes
6 of this chapter.

7 “(37) ‘Religious corporation’ means a domestic corporation that is formed
8 as a religious corporation under ORS 65.044 to 65.067, is designated a reli-
9 gious corporation by a statute or is organized primarily or exclusively for
10 religious purposes.

11 “(38) **‘Remote communication’ means any method by which a per-**
12 **son that is not physically present at the location at which a meeting**
13 **occurs may nevertheless hear or otherwise communicate at substan-**
14 **tially the same time with other persons at the meeting and have ac-**
15 **cess to materials necessary to participate or vote in the meeting to the**
16 **extent of the person’s authorization to participate or vote.**

17 “[38] (39) ‘Secretary,’ when used in the context of a corporate official,
18 means the corporate officer to whom the board of directors has delegated
19 responsibility under ORS 65.371 for preparing the minutes of the directors’
20 and members’ meetings and for authenticating the records of the corporation.

21 “[39] (40) ‘State,’ when referring to a part of the United States, means
22 a state, commonwealth, territory or insular possession of the United States
23 and the agencies and governmental subdivisions of the state, commonwealth,
24 territory or insular possession.

25 “[40] (41) ‘Uncompensated officer’ means an individual who serves in an
26 office without compensation for personal service. For purposes of this sub-
27 section, payment solely for actual expenses in performing duties of the offi-
28 cer or a stipend that is paid only to compensate the average expenses the
29 individual incurs over the course of a year is not compensation.

30 “[41] (42) ‘United States’ means a district, authority, bureau, commis-

1 sion, department or any other agency of the United States.

2 “[~~(42)~~] (43) ‘Vote’ means authorization by written ballot and written con-
3 sent, where permitted.

4 “[~~(43)~~] (44) ‘Voting power’ means the total number of votes entitled to be
5 cast on an issue at the time the determination of voting power is made, ex-
6 cluding a vote that is contingent upon a condition or event occurring that
7 has not occurred at the time.

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

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