

# House Bill 3501

Sponsored by Representative HACK; Representative DOHERTY

## SUMMARY

The following summary is not prepared by the sponsors of the measure and is not a part of the body thereof subject to consideration by the Legislative Assembly. It is an editor's brief statement of the essential features of the measure **as introduced**.

Revises voting requirements for certain actions related to benefit company formation or conversion.

## A BILL FOR AN ACT

1  
2 Relating to voting requirements for certain actions related to benefit companies; amending ORS  
3 60.756.

4 **Be It Enacted by the People of the State of Oregon:**

5 **SECTION 1.** ORS 60.756 is amended to read:

6 60.756. (1) Except as provided in subsections (2) and (3) of this section, an approval of an action  
7 described in ORS 60.754 (2) to (6) is effective only if, in addition to any other applicable require-  
8 ments, a majority of the interests that are entitled to vote on the action are voted to approve the  
9 action.

10 (2) If an entity's governing documents or the provisions of ORS chapter 60 or 63, as applicable,  
11 require more than a majority vote or require each class or series to vote separately, approval of the  
12 action is effective only if the requirement for the greater vote or for separate class or series voting  
13 is met.

14 (3)(a) If, as of January 1, 2014, an entity has shares that are listed on a national securities ex-  
15 change or are regularly traded in a market that a member of a national or affiliated securities as-  
16 sociation maintains, **except as provided in paragraph (b) of this subsection**, each class or series  
17 of the entity's shares must separately meet the requirement to approve the action by two-thirds of  
18 the shares that are entitled to vote.

19 **(b) If the entity has gross revenue of \$200 million or less, each class or series of the**  
20 **entity's shares must separately meet the requirement to approve the action by a majority**  
21 **of the shares that are entitled to vote.**  
22

**NOTE:** Matter in **boldfaced** type in an amended section is new; matter [*italic and bracketed*] is existing law to be omitted. New sections are in **boldfaced** type.