

**Enrolled**  
**Senate Bill 77**

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CHAPTER .....

AN ACT

Relating to formations of corporations sole; amending ORS 65.057 and 65.067; and declaring an emergency.

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

**SECTION 1.** ORS 65.067 is amended to read:

65.067. (1) **Except as provided in subsection (5) of this section**, an individual may, in conformity with the constitution, canons, rules, regulations and disciplines of a church or religious denomination, form a corporation **sole** under this section [*to be a corporation sole*]. [*The*] **A** corporation sole is a form of religious corporation and differs from other religious corporations organized under this chapter only in that the corporation sole does not have a board of directors, does not need to have officers and is managed by a single director who is the individual who constitutes the corporation and is the corporation sole's incorporator or the successor of the incorporator.

(2) The name of the corporation sole is the same as the office within the church or religious denomination that the incorporator holds, followed by the words "and successors, a corporation sole."

(3) **Except to the extent that a provision of this chapter is not applicable to a corporation sole's form of organization**, all of the provisions of [*ORS 65.044 to 65.067*] **this chapter** apply to a corporation sole. If the corporation sole has no officers, the director may perform any act that an officer may perform with the same effect and in the same manner as though one or more officers of the corporation sole performed the act.

(4) If a corporation sole or the individual that constitutes the corporation sole is the only member of a religious corporation, the religious corporation [*is not required to*] **need not** hold an annual membership meeting under ORS 65.201 if the religious corporation is:

- (a) Incorporated under the provisions of this chapter; and
- (b) Of the same church or religious denomination as the corporation sole.

(5) **A corporation sole may not be formed or incorporated in this state on or after the effective date of this 2015 Act. A corporation sole that exists before the effective date of this 2015 Act may continue to operate as a corporation sole, subject to the provisions of this chapter.**

**SECTION 2.** ORS 65.057 is amended to read:

65.057. (1) After incorporation:

(a) If initial directors are named in the articles of incorporation, the initial directors shall hold an organizational meeting at the call of a majority of the directors, with notice as provided in ORS

65.344, to complete the organization of the corporation by appointing officers, adopting bylaws and carrying on any other business brought before the meeting.

(b) If initial directors are not named in the articles, the incorporator or incorporators shall hold an organizational meeting at the call of a majority of the incorporators with equivalent notice to that specified in ORS 65.344:

(A) To complete the organization of the corporation and to elect directors[, *unless the organization is a corporation sole*]; or

(B) To elect a board of directors which shall complete the organization of the corporation.

(2) Action required or permitted by this chapter to be taken by incorporators or directors at an organizational meeting may be taken without a meeting if the action taken is evidenced by one or more written consents describing the action taken and signed by each incorporator or director, in accordance with the procedures of ORS 65.341.

(3) An organizational meeting may be held in or out of this state.

**SECTION 3. This 2015 Act being necessary for the immediate preservation of the public peace, health and safety, an emergency is declared to exist, and this 2015 Act takes effect on its passage.**

**Passed by Senate February 10, 2015**

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Lori L. Brocker, Secretary of Senate

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Peter Courtney, President of Senate

**Passed by House May 28, 2015**

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Tina Kotek, Speaker of House

**Received by Governor:**

.....M.,....., 2015

**Approved:**

.....M.,....., 2015

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Kate Brown, Governor

**Filed in Office of Secretary of State:**

.....M.,....., 2015

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Jeanne P. Atkins, Secretary of State