

SB 359-1
(LC 608)
4/22/19 (TSB/ps)

Requested by HOUSE COMMITTEE ON JUDICIARY (at the request of Representative Jennifer Williamson)

**PROPOSED AMENDMENTS TO RESOLVE CONFLICTS TO
SENATE BILL 359**

1 On page 15 of the printed bill, after line 4, insert:

2 **“SECTION 24a. If Senate Bill 360 becomes law, section 24 of this 2019**
3 **Act (amending ORS 65.207) is repealed and ORS 65.207, as amended by**
4 **section 39, chapter ___, Oregon Laws 2019 (Enrolled Senate Bill 360), is**
5 **amended to read:**

6 “65.207. (1) The circuit court of the county where a corporation’s principal
7 office is located, or, if the principal office is not in this state, where the
8 registered office of the corporation is or was last located, may summarily
9 order a meeting to be held:

10 “(a) On application of any member or other person entitled to participate
11 in an annual or regular meeting or, if the corporation is a public benefit
12 corporation, the Attorney General, if the corporation did not hold an annual
13 meeting within the earlier of six months after the end of the corporation’s
14 fiscal year or 15 months after the corporation’s last annual meeting;

15 “(b) On application of any member or other person entitled to participate
16 in a regular meeting or, if the corporation is a public benefit corporation,
17 the Attorney General, if a regular meeting is not held within 40 days after
18 the date the regular meeting was required to be held; [or]

19 “(c) On application of a member who signed a demand for a special
20 meeting valid under ORS 65.204, a person or persons entitled to call a special
21 meeting or, if the corporation is a public benefit corporation, the Attorney

1 General, if notice of the special meeting was not given within 30 days after
2 the date the demand was delivered to the corporation's secretary or the
3 special meeting was not held in accordance with the notice[.]; **or**

4 **“(d) In accordance with section 18 of this 2019 Act for the purpose**
5 **of approving a ratification of a defective corporate action, as defined**
6 **in section 11 of this 2019 Act.**

7 “(2) The court may fix the time and place of the meeting, determine the
8 members entitled to participate in the meeting, specify a record date for de-
9 termining members entitled to notice of and to vote at the meeting, prescribe
10 the form and content of the meeting notice, fix the quorum required for
11 specific matters to be considered at the meeting or direct that the votes re-
12 presented at the meeting constitute a quorum for action on those matters,
13 and enter other orders necessary to accomplish the purpose or purposes of
14 the meeting.

15 “(3)(a) Except as provided in paragraph (b) of this subsection, the court
16 may award reasonable attorney fees to the prevailing party in an action
17 under this section.

18 “(b) The court may not award attorney fees to the state or a political
19 subdivision of the state if the state or political subdivision prevails in an
20 action under this section.

21 “(4) The request must be set for hearing at the earliest possible time and
22 must take precedence over all matters, except matters of the same character
23 and hearings on preliminary injunctions under ORCP 79 B(3). A court may
24 not issue an order under this section without notice to the corporation at
25 least five days in advance of the time specified for the hearing unless **the**
26 **court fixes** a different period [*is fixed by order of the court*] **in the**
27 **order.**”.

28
