

## HOUSE AMENDMENTS TO HOUSE BILL 3110

By COMMITTEE ON RULES

April 23

1 On page 1 of the printed bill, delete lines 5 through 30 and delete pages 2 through 4 and insert:

2 **“SECTION 1.** ORS 60.304 is amended to read:

3 **“60.304. (1)** The articles of incorporation or bylaws may prescribe qualifications for directors.  
4 A director need not be a resident of this state or a shareholder of the corporation unless required  
5 by the articles of incorporation or bylaws.

6 **“(2)(a) As used in this subsection:**

7 **“(A) ‘Female’ means an individual who self-identifies as a woman, regardless of the sex**  
8 **assigned to the individual at birth.**

9 **“(B) ‘Publicly traded corporation’ means a corporation:**

10 **“(i) The principal executive offices of which, according to the corporation’s filings with**  
11 **the federal Securities and Exchange Commission, are located within this state, without re-**  
12 **gard to the jurisdiction under which the corporation is formed, organized or incorporated;**  
13 **and**

14 **“(ii) The shares of which are registered on a national securities exchange.**

15 **“(C) ‘Underrepresented community’ means a group composed primarily of:**

16 **“(i) Individuals who identify as having a low income or very low income background, as**  
17 **those terms are defined in ORS 458.610; or**

18 **“(ii) Individuals who identify as:**

19 **“(I) Black or African American;**

20 **“(II) Hispanic or Latino;**

21 **“(III) Asian or Asian American;**

22 **“(IV) Native Hawaiian or Pacific Islander;**

23 **“(V) American Indian or Alaska Native, having origins in one of the original peoples of**  
24 **North America;**

25 **“(VI) Arabic or North African;**

26 **“(VII) Middle Eastern;**

27 **“(VIII) Having a mixed racial or ethnic heritage; or**

28 **“(IX) Lesbian, gay, bisexual, transgender or another minority gender identity or sexual**  
29 **orientation.**

30 **“(b) A publicly traded corporation shall have a minimum of one female director and one**  
31 **director who is a member of an underrepresented community on the corporation’s board of**  
32 **directors. A corporation may increase the number of directors on the board of directors to**  
33 **comply with this paragraph.**

34 **“(c) A publicly traded corporation violates this subsection if the publicly traded corpo-**  
35 **ration:**

1       “(A) Fails to file information the Secretary of State requires for the purposes of pub-  
2       lishing the report described in paragraph (f) of this subsection; or

3       “(B) Does not have on the publicly traded corporation’s board of directors during eight  
4       or more months of the preceding calendar year the number of female directors or directors  
5       who are members of an underrepresented community required under paragraph (b) of this  
6       subsection. Each instance in which a female or member of an underrepresented community  
7       does not hold a position on a publicly traded corporation’s board of directors that a female  
8       or member of an underrepresented community must hold to comply with this subparagraph  
9       is a violation.

10       “(d) The Secretary of State, in accordance with ORS 183.745, shall impose the following  
11       civil penalties for violating this subsection:

12       “(A) For a violation of paragraph (c)(A) of this subsection, \$10,000.

13       “(B) For a first violation of paragraph (c)(B) of this subsection, \$10,000.

14       “(C) For a second or subsequent violation of paragraph (c)(B) of this subsection, \$20,000.

15       “(e) The Secretary of State shall deposit the proceeds of a fine under this subsection into  
16       the Operating Account established under ORS 56.041.

17       “(f) Not later than July 1 of each year, the Secretary of State shall publish on the Sec-  
18       retary of State’s website a report that lists the number of publicly traded corporations that:

19       “(A) Have at least two directors who identify as female or identify as members of  
20       underrepresented communities; and

21       “(B) Complied with the requirements of this subsection during the preceding calendar  
22       year.

23       “(g) The Secretary of State shall adopt rules to implement the provisions of this sub-  
24       section.

25       “SECTION 2. The board of directors of a publicly traded corporation, as defined in ORS  
26       60.304 (2), shall report to the Secretary of State not later than December 31 of each year  
27       beginning in 2023 concerning the publicly traded corporation’s progress toward meeting the  
28       goals specified in ORS 60.304 (2). The Secretary of State by rule may specify the form and  
29       contents of the report the board of directors must submit under this section and may specify  
30       the amount of a civil penalty to which the publicly traded corporation may be liable for fail-  
31       ing to submit the report. The Secretary of State shall impose a civil penalty under this sec-  
32       tion in accordance with ORS 183.745.

33       “SECTION 3. The amendments to ORS 60.304 by section 1 of this 2021 Act become oper-  
34       ative on January 1, 2024.

35       “SECTION 4. This 2021 Act takes effect on the 91st day after the date on which the 2021  
36       regular session of the Eighty-first Legislative Assembly adjourns sine die.”