HOUSE AMENDMENTS TO
A-ENGROSSED SENATE BILL 185

By COMMITTEE ON JUDICIARY

May 27

On page 1 of the printed A-engrossed bill, line 2, after the semicolon insert “creating new provisions; and”

On page 3, after line 8, insert:

“SECTION 3. Section 4 of this 2021 Act is added to and made a part of ORS 65.337 to 65.351.

“SECTION 4. (1) Unless a corporation's articles of incorporation or bylaws provide otherwise, the corporation's board of directors may, without a meeting, use electronic mail or other electronic means to take action that this chapter otherwise requires or permits the board of directors to take at a board of directors meeting if the corporation complies with this section.

“(2)(a) Before taking an action under subsection (1) of this section, a corporation shall send to the electronic mail address that each director provided to the corporation for receiving communications from the corporation an electronic mail announcement that states that the board of directors will take the action.

“(b) The electronic mail announcement the corporation sends under paragraph (a) of this subsection must include a description of the matter on which the board of directors will take action. The electronic mail announcement must specify a deadline of not less than 48 hours after the time the corporation sends the announcement in which a director may record the director's vote.

“(c) The corporation shall include the electronic mail announcement described in this subsection and a record of the directors' votes in the minutes for the directors’ meeting or shall file the announcement and record of the directors' votes in documents that reflect the action that the board took.

“(3) Notwithstanding subsection (1) of this section, a corporation's board of directors may not use electronic mail or other electronic means to take action if the corporation does not have a record of an electronic mail address for a director.

“(4) A director may change the director's vote at any time before the deadline set forth in the electronic mail announcement described in subsection (2) of this section.

“(5) An affirmative vote of the majority of the directors who hold office at the time the board of directors takes an action by means of electronic mail or by other electronic means is an act of the board, unless a corporation's articles of incorporation or bylaws require an affirmative vote of a greater number of directors. The board's action under this subsection has the effect of a meeting vote and the corporation may describe the action as a meeting vote in any document.

“(6) The board of directors' action under subsection (5) of this section is effective on the
deadline specified in the electronic mail announcement described in subsection (2) of this
section, unless the announcement specifies a different effective date or time.

“(7) The board of directors may, without complying with all of the requirements of this
section, use electronic mail to discuss, but not take action on, an issue that comes before
the board.”.