

Requested by HOUSE COMMITTEE ON JUDICIARY (at the request of Oregon State Bar)

**PROPOSED AMENDMENTS TO  
A-ENGROSSED SENATE BILL 185**

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

3 On page 3, after line 8, insert:

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

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

12 **“(2)(a) Before taking an action under subsection (1) of this section,  
13 a corporation shall send to the electronic mail address that each di-  
14 rector provided to the corporation for receiving communications from  
15 the corporation an electronic mail announcement that states that the  
16 board of directors will take the action.**

17 **“(b) The electronic mail announcement the corporation sends under  
18 paragraph (a) of this subsection must include a description of the  
19 matter on which the board of directors will take action. The elec-  
20 tronic mail announcement must specify a deadline of not less than 48  
21 hours after the time the corporation sends the announcement in which**

1 a director may record the director’s vote.

2 “(c) The corporation shall include the electronic mail announce-  
3 ment described in this subsection and a record of the directors’ votes  
4 in the minutes for the directors’ meeting or shall file the announce-  
5 ment and record of the directors’ votes in documents that reflect the  
6 action that the board took.

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

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

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

21 “(6) The board of directors’ action under subsection (5) of this sec-  
22 tion is effective on the deadline specified in the electronic mail an-  
23 nouncement described in subsection (2) of this section, unless the  
24 announcement specifies a different effective date or time.

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

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