

Requested by HOUSE COMMITTEE ON RULES

**PROPOSED AMENDMENTS TO
HOUSE BILL 2109**

1 In line 2 of the printed bill, after “corporations” insert “; amending ORS
2 65.067; and prescribing an effective date”.

3 Delete lines 4 through 11 and insert:

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

5 “65.067. (1) Except as provided in subsection (5) of this section, an indi-
6 vidual may, in conformity with the constitution, canons, rules, regulations
7 and disciplines of a church or religious denomination, form a corporation
8 sole under this section. A corporation sole is a form of religious corporation
9 and differs from other religious corporations organized under this chapter
10 only in that the corporation sole does not have a board of directors, does
11 not need to have officers and is managed by a single director who is the in-
12 dividual who constitutes the corporation and is the corporation sole’s
13 incorporator or the successor of the incorporator.

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

17 “(3) Except to the extent that a provision of this chapter is not applicable
18 to a corporation sole’s form of organization, all of the provisions of this
19 chapter apply to a corporation sole. If the corporation sole has no officers,
20 the director may perform any act that an officer may perform with the same
21 effect and in the same manner as though one or more officers of the corpo-

1 ration sole performed the act.

2 “(4) If a corporation sole or the individual that constitutes the corpo-
3 ration sole is the only member of a religious corporation, the religious cor-
4 poration need not hold an annual membership meeting under ORS 65.201 if
5 the religious corporation is:

6 “(a) Incorporated under the provisions of this chapter; and

7 “(b) Of the same church or religious denomination as the corporation sole.

8 “(5) A corporation sole may not be formed, [*or*] incorporated **or rein-**
9 **stated** in this state on or after June 8, 2015. A corporation sole that exists
10 before June 8, 2015, may continue to operate as a corporation sole, subject
11 to the provisions of this chapter, **if the corporation sole remains active**
12 **and was not dissolved.**

13 **“SECTION 2. This 2023 Act takes effect on the 91st day after the**
14 **date on which the 2023 regular session of the Eighty-second Legislative**
15 **Assembly adjourns sine die.”.**

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