

Enrolled Senate Bill 259

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CHAPTER

AN ACT

Relating to meetings of boards of directors of nonprofit corporations; amending ORS 65.337 and 65.341.

Be It Enacted by the People of the State of Oregon:

SECTION 1. ORS 65.337 is amended to read:

65.337. (1) If the time and place of a director's meeting is fixed by the bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

(2) The board of directors may hold regular or special meetings in or out of this state.

(3) Unless the articles or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which **either of the following occurs:**

(a) All directors participating may simultaneously hear **or read** each [*other*] **other's communications** during the meeting[.]; **or**

(b) **All communications during the meeting are immediately transmitted to each participating director, and each participating director is able to immediately send messages to all other participating directors.**

(4) **If a meeting is conducted through the use of any means described in subsection (3) of this section:**

(a) **All participating directors shall be informed that a meeting is taking place at which official business may be transacted; and**

(b) A director participating in [*a*] **the** meeting by this means is deemed to be present in person at the meeting.

SECTION 2. ORS 65.341 is amended to read:

65.341. (1) **As used in this section:**

(a) **"Electronic" has the meaning given that term in ORS 84.004.**

(b) **"Electronic signature" has the meaning given that term in ORS 84.004.**

(c) **"Sign" includes an electronic signature.**

(d) **"Written" includes a communication that is transmitted or received by electronic means.**

[(1)] (2) Unless the articles or bylaws provide otherwise, action required or permitted by this chapter to be taken at the board of directors' meeting may be taken without a meeting if the action

is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

[(2)] (3) Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

[(3)] (4) A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

Passed by Senate February 3, 2005

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Secretary of Senate

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President of Senate

Passed by House May 20, 2005

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Speaker of House

Received by Governor:

.....M,....., 2005

Approved:

.....M,....., 2005

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Governor

Filed in Office of Secretary of State:

.....M,....., 2005

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Secretary of State