

## HOUSE AMENDMENTS TO A-ENGROSSED SENATE BILL 185

By COMMITTEE ON JUDICIARY

May 27

1 On page 1 of the printed A-engrossed bill, line 2, after the semicolon insert “creating new pro-  
2 visions; 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 of ORS 65.337 to**  
5 **65.351.**

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

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

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

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

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

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

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

35 **“(6) The board of directors’ action under subsection (5) of this section is effective on the**

1 **deadline specified in the electronic mail announcement described in subsection (2) of this**  
2 **section, unless the announcement specifies a different effective date or time.**

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

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