

**Enrolled**  
**House Bill 2109**

Introduced and printed pursuant to House Rule 12.00. Pre-session filed (at the request of Secretary of State Shemia Fagan)

CHAPTER .....

AN ACT

Relating to corporations; amending ORS 65.067; and prescribing an effective date.

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

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

65.067. (1) Except as provided in subsection (5) of this section, an individual may, in conformity with the constitution, canons, rules, regulations and disciplines of a church or religious denomination, form a corporation sole under this section. A corporation sole is a form of religious corporation and differs from other religious corporations organized under this chapter only in that the corporation sole does not have a board of directors, does not need to have officers and is managed by a single director who is the individual who constitutes the corporation and is the corporation sole's incorporator or the successor of the incorporator.

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

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

(4) If a corporation sole or the individual that constitutes the corporation sole is the only member of a religious corporation, the religious corporation need not hold an annual membership meeting under ORS 65.201 if the religious corporation is:

- (a) Incorporated under the provisions of this chapter; and
- (b) Of the same church or religious denomination as the corporation sole.

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

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

**Passed by House April 25, 2023**

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Timothy G. Sekerak, Chief Clerk of House

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Dan Rayfield, Speaker of House

**Passed by Senate June 21, 2023**

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Rob Wagner, President of Senate

**Received by Governor:**

.....M,....., 2023

**Approved:**

.....M,....., 2023

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Tina Kotek, Governor

**Filed in Office of Secretary of State:**

.....M,....., 2023

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Secretary of State