

HOUSE AMENDMENTS TO RESOLVE CONFLICTS TO SENATE BILL 359

By COMMITTEE ON JUDICIARY

May 8

1 On page 15 of the printed bill, after line 4, insert:

2 **“SECTION 24a. If Senate Bill 360 becomes law, section 24 of this 2019 Act (amending ORS**
3 **65.207) is repealed and ORS 65.207, as amended by section 39, chapter ___, Oregon Laws 2019**
4 **(Enrolled Senate Bill 360), is amended to read:**

5 “65.207. (1) The circuit court of the county where a corporation’s principal office is located, or,
6 if the principal office is not in this state, where the registered office of the corporation is or was
7 last located, may summarily order a meeting to be held:

8 “(a) On application of any member or other person entitled to participate in an annual or reg-
9 ular meeting or, if the corporation is a public benefit corporation, the Attorney General, if the cor-
10 poration did not hold an annual meeting within the earlier of six months after the end of the
11 corporation’s fiscal year or 15 months after the corporation’s last annual meeting;

12 “(b) On application of any member or other person entitled to participate in a regular meeting
13 or, if the corporation is a public benefit corporation, the Attorney General, if a regular meeting is
14 not held within 40 days after the date the regular meeting was required to be held; [or]

15 “(c) On application of a member who signed a demand for a special meeting valid under ORS
16 65.204, a person or persons entitled to call a special meeting or, if the corporation is a public benefit
17 corporation, the Attorney General, if notice of the special meeting was not given within 30 days
18 after the date the demand was delivered to the corporation’s secretary or the special meeting was
19 not held in accordance with the notice[.]; or

20 **“(d) In accordance with section 18 of this 2019 Act for the purpose of approving a ratifi-**
21 **cation of a defective corporate action, as defined in section 11 of this 2019 Act.**

22 “(2) The court may fix the time and place of the meeting, determine the members entitled to
23 participate in the meeting, specify a record date for determining members entitled to notice of and
24 to vote at the meeting, prescribe the form and content of the meeting notice, fix the quorum required
25 for specific matters to be considered at the meeting or direct that the votes represented at the
26 meeting constitute a quorum for action on those matters, and enter other orders necessary to ac-
27 complish the purpose or purposes of the meeting.

28 “(3)(a) Except as provided in paragraph (b) of this subsection, the court may award reasonable
29 attorney fees to the prevailing party in an action under this section.

30 “(b) The court may not award attorney fees to the state or a political subdivision of the state
31 if the state or political subdivision prevails in an action under this section.

32 “(4) The request must be set for hearing at the earliest possible time and must take precedence
33 over all matters, except matters of the same character and hearings on preliminary injunctions un-
34 der ORCP 79 B(3). A court may not issue an order under this section without notice to the corpo-
35 ration at least five days in advance of the time specified for the hearing unless **the court fixes a**

1 different period [*is fixed by order of the court*] **in the order.**”
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