

**OREGON STATE BAR**  
**Legislative Proposal**

**HB 2610**

**PROPOSED AMENDMENTS TO INCORPORATE ELECTRONIC TECHNOLOGY**

**Submitted by:** Oregon State Bar Business Law Section

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**1. PROBLEM PRESENTED:**

The Oregon Business Corporation Act (the “Act”) lacks provisions that adequately address the use of electronic technology by corporations and other persons.

**2. SOLUTION:**

The proposed amendments incorporate into the Act terminology and concepts from the Uniform Electronic Transmissions Act (“UETA”) and the federal Electronic Signatures in Global and National Commerce Act (“E-Sign”). The amendments add new defined terms “document,” “electronic,” “electronic notice revocation,” “electronic record,” and “writing” or “written.” The amendments are accompanied by changes to the definitions of “deliver” or “delivery,” “electronic transmission,” and “sign” or “signature.” The objectives of the amendments are to weave UETA and E-Sign concepts into the Act, primarily confining changes to ORS 60.001 and 60.034 and thereby avoiding unnecessary revisions throughout the rest of the Act.

Many of the proposed amendments were adopted into the Model Business Corporation Act in 2009. However, a key distinction is that the proposed amendments make electronic notices permissible as the default rule, subject to certain limitations. ORS 60.034(4) provides that “[n]otice or other communications (including notices of meetings of directors or shareholders, and written consents of directors or shareholders) may be delivered by electronic transmission, unless the articles of incorporation or bylaws prohibit such method of delivery, or the recipient has given an electronic notice revocation to the person providing the notice or other communication at least 30 days before such notice or other communication is provided.