

## ATTACHMENT E

Chapter 65 — Nonprofit Corporations  
2025 EDITION  
NONPROFIT CORPORATIONS  
CORPORATIONS AND PARTNERSHIPS  
GENERAL PROVISIONS

**65.001 Definitions.** As used in this chapter:

(1)(a) “Anniversary” means, except as provided in paragraph (b) of this subsection, the day each year that is exactly one or more years after the date on which the Secretary of State files:

(A) The articles of incorporation for a domestic corporation; or

(B) An application for authority to transact business for a foreign corporation.

(b) “Anniversary” means February 28 if an event occurs that would otherwise cause an anniversary to fall on February 29.

(2) “Appointed director” means a director who is appointed by a person other than the board of directors.

(3) “Approved by the members” or “approval by the members” means approved or ratified by members entitled to vote on an issue through either:

(a) The affirmative vote of a majority of the votes of the members represented and voting at a duly held meeting at which a quorum is present or the affirmative vote of a greater proportion including the votes of any required proportion of the members of any class as the articles of incorporation, bylaws or this chapter may provide for specified types of member action; or

(b) A written ballot or written consent in conformity with this chapter.

(4) “Articles of incorporation” means the articles of incorporation described in ORS 65.047 and corrected, amended and restated articles of incorporation.

(5) “Articles of merger” means the articles of merger described in ORS 65.491 and corrected, amended and restated articles of merger.

(6) “Board of directors” means the individual or individuals who are vested with overall management of the affairs of a domestic corporation or foreign corporation, irrespective of the name that designates the individual or individuals.

(7) “Bylaws” means a set of provisions for managing and regulating a corporation’s affairs that the corporation must adopt under ORS 65.061.

(8) “Class” means a group of memberships that have the same rights, including rights that are determined by a formula that is applied uniformly, with respect to voting, dissolution, redemption and transfer.

(9) “Contact information” means a street address, a mailing address or an electronic address at which a member or director elects to receive notices and other messages from the corporation.

(10) “Corporation” means a domestic corporation or a foreign corporation.

(11) “Delegate” means a person who is elected or appointed to vote in a representative assembly for electing a director or directors or on other matters.

(12) “Deliver” means to transfer by any method of delivery used in conventional commercial practice, including delivery by hand, mail, commercial delivery and electronic transmission.

(13) “Designated director” means a director that the articles of incorporation or the bylaws designate as a director in a manner that identifies a specific individual or a group of individuals.

(14) “Director” means an individual who acts as a member of the board of directors, who has a right to vote on questions concerning the management and regulation of a corporation’s affairs and who is:

(a) An appointed director;

(b) A designated director; or

(c) A director elected by the incorporators, directors or members.

(15) “Distribution” means a payment to a person from the income or assets of a corporation, other than a payment of reasonable value to a person for property received or services performed or a payment that furthers the corporation’s purposes.

(16) “Document” means:

(a) A medium that embodies information in tangible form, including any writing or written instrument; or

(b) An electronic medium that embodies information that a person may retain, retrieve and reproduce, in tangible form or otherwise.

(17) “Domestic business corporation” means a for profit corporation that is incorporated under ORS chapter 60.

(18) “Domestic corporation” means a nonprofit corporation that is not a foreign corporation and that is incorporated under or subject to the provisions of this chapter.

(19) “Domestic limited liability company” means an unincorporated association that has one or more members and that is organized under ORS chapter 63.

(20) “Domestic professional corporation” means a corporation that is organized under ORS chapter 58 for the purpose of rendering professional services and for the purposes provided under ORS chapter 58.

(21) “Employee” means an individual that a corporation employs, including an officer or director whom the corporation employs with compensation for services beyond the services of board membership.

(22) “Entity” means a domestic corporation, foreign corporation, business corporation and foreign business corporation, profit and nonprofit unincorporated association, corporation sole, business trust, partnership, two or more persons that have a joint or common economic interest, any state, the United States, a federally recognized Native American or American Indian tribal government and any foreign government.

(23) “Foreign business corporation” means a for profit corporation that is incorporated under laws other than the laws of the state.

(24) “Foreign corporation” means a corporation that is organized under laws other than the laws of the state and that would be a nonprofit corporation if organized under the laws of the state.

(25) “Foreign limited liability company” means an unincorporated association that is organized under laws other than the laws of the state and under a statute that permits an entity to organize and that affords to each of the entity’s members limited liability with respect to liabilities of the entity.

(26) “Foreign professional corporation” means a professional corporation that is organized under laws other than the laws of the state.

(27) “Gift instrument” means a record, including a record of a solicitation, under which a corporation holds property or under which property is granted or transferred to the corporation.

(28) “Governmental subdivision” means a unit of government, including an authority, county, district and municipality.

(29) “Individual” means a natural person, including the guardian of an incompetent individual.

(30)(a) “Member” means a person that is entitled, under a domestic corporation’s or foreign corporation’s articles of incorporation or bylaws, to exercise any of the rights described in ORS 65.144 without regard to whether the articles of incorporation or bylaws identify the person as a member or which other title or identity the domestic corporation or foreign corporation gives to the person.

(b) “Member” does not include:

(A) A person that does not have the rights described in ORS 65.144 or that has only one or more of the following rights:

(i) Rights granted to a delegate;

(ii) A right to designate or appoint a director or directors;

(iii) Rights that a director has;

(iv) A right to vote on only one occasion to elect a director or directors; or

(v) Rights that a person has as a consequence of holding evidence of indebtedness the corporation has issued or will issue.

(B) A person for which membership rights have been eliminated as provided in ORS 65.164 or 65.167.

(31) “Membership” means the rights and obligations a member has under this chapter.

(32) “Mutual benefit corporation” means a domestic corporation that is organized to serve and operates primarily to serve the mutual interests of a group of persons, but is not a public benefit corporation or religious corporation.

(33) “Nonprofit corporation” means a mutual benefit corporation, a public benefit corporation or a religious corporation.

(34) “Notice” means a notice described in ORS 65.034.

(35) “Person” means an individual or an entity.

(36)(a) “Principal office” means the physical street address of the place, in or out of this state, where the principal executive offices of a domestic corporation or foreign corporation are located and that is designated as the principal office in the most recent annual report filed in accordance with ORS 65.787 or, if no annual report is on file, in the articles of incorporation or the application for authority to transact business in this state.

(b) “Principal office” does not include a mail forwarding business, a virtual office or a commercial mail receiving agency, except that a commercial mail receiving agency is a

principal office if the physical street address of the principal executive offices of the domestic or foreign corporation is the same as the physical street address of the commercial mail receiving agency.

(37) “Proceeding” means a civil, criminal, administrative or investigatory action.

(38) “Public benefit corporation” means a domestic corporation that:

(a) Is formed as a public benefit corporation under ORS 65.044 to 65.067, is designated as a public benefit corporation by a statute, is recognized as tax exempt under section 501(c)(3) of the Internal Revenue Code or is otherwise organized for a public or charitable purpose;

(b) Is restricted so that on dissolution the corporation must distribute the corporation’s assets to an organization that is organized for a public or charitable purpose, a religious corporation, the United States, a state or a person that is recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986; and

(c) Is not a religious corporation.

(39) “Record date” means the date established under ORS 65.131 to 65.177 or 65.201 to 65.254 on which a corporation determines the identity of the corporation’s members and the members’ membership rights for the purposes of this chapter.

(40) “Religious corporation” means a domestic corporation that is formed as a religious corporation under ORS 65.044 to 65.067, is designated a religious corporation by a statute or is organized primarily or exclusively for religious purposes.

(41) “Remote communication” means any method by which a person that is not physically present at the location at which a meeting occurs may nevertheless hear or otherwise communicate at substantially the same time with other persons at the meeting and have access to materials necessary to participate or vote in the meeting to the extent of the person’s authorization to participate or vote.

(42) “Secretary,” when used in the context of a corporate official, means the corporate officer to whom the board of directors has delegated responsibility under ORS 65.371 for preparing the minutes of the board of directors’ meetings and membership meetings and for authenticating the records of the corporation.

(43) “Shell entity” means an entity that has the characteristics described in ORS 65.661.

(44) “Sign” means to indicate a present intent to authenticate or adopt a document by:

(a) Affixing a symbol to the document;

(b) Inscribing or affixing a manual, facsimile or conformed signature on the document;  
or

(c) Attaching to, or logically associating with, an electronic transmission any electronic sound, symbol or process, including an electronic signature.

(45) “State,” when referring to a part of the United States, means a state, commonwealth, territory or insular possession of the United States and the agencies and governmental subdivisions of the state, commonwealth, territory or insular possession.

(46) “Uncompensated officer” means an individual who serves in an office without compensation other than payment solely for actual expenses the individual incurs in performing duties of the individual’s office or payment for the average expenses the individual incurs over the course of a year.

(47) “United States” means the federal government or a district, authority, bureau, commission, department or any other agency of the United States.

(48) “Vote” means an authorization by written ballot or written consent, where permitted, or by another method that a corporation specifies as an authorization.

(49) “Voting power” means the total number of votes entitled to be cast on an issue at the time the determination of voting power is made, excluding a vote that is contingent upon a condition or event occurring that has not occurred at the time.

(50) “Written” means embodied as a document. [1989 c.1010 §14; 1991 c.231 §1; 2001 c.315 §35; 2005 c.107 §4; 2009 c.14 §4; 2009 c.294 §7; 2013 c.158 §27; 2013 c.274 §17; 2017 c.705 §26; 2019 c.174 §7; 2025 c.158 §4]