

MEETINGS OF DIRECTORS

(Meetings and Action of Board)

65.337 Regular and special meetings.

(1) If the time and place of a director's meeting is fixed by the bylaws or is regularly scheduled by the board of directors, the meeting is a regular meeting. All other meetings are special meetings.

(2) The board of directors may hold regular or special meetings in or out of this state.

(3) Unless the articles or bylaws provide otherwise, the board of directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through, use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting. [1989 c.1010 §82]

65.341 Action without meeting. (1) Unless the articles or bylaws provide otherwise, action required or permitted by this chapter to be taken at the board of directors' meeting may be taken without a meeting if the action is taken by all members of the board of directors. The action shall be evidenced by one or more written consents describing the action taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken.

(2) Action taken under this section is effective when the last director signs the consent, unless the consent specifies an earlier or later effective date.

(3) A consent signed under this section has the effect of a meeting vote and may be described as such in any document. [1989 c.1010 §83]

65.344 Call and notice of meetings.

(1) Unless the articles, bylaws or this chapter provide otherwise, regular meetings of the board may be held without notice of the date, time, place or purpose of the meeting.

(2) Unless the articles of incorporation or bylaws provide for a longer or shorter period, special meetings of the board must be preceded by at least two days' notice to each director of the date, time and place of the meeting. Unless this chapter provides otherwise, the notice need not describe the purposes of the special meeting unless required by the articles of incorporation or bylaws.

(3) Unless the articles or bylaws provide otherwise, the presiding officer of the board, the president or 20 percent of the directors then in office may call and give notice of a meeting of the board. [1989 c.1010 §84]

65.347 Waiver of notice. (1) A director may at any time waive any notice required by this chapter, the articles of incorporation or bylaws. Except as provided in subsection (2) of this section, the waiver must be in writing, must be signed by the director entitled to the notice, must specify the meeting for which notice is waived and must be filed with the minutes or the corporate records.

whether the director votes or abstains from voting.

(4) A director who is present at a meeting of the board of directors or a committee of the board of directors when corporate action is taken is deemed to have assented to the action taken unless:

(a) The director objects at the beginning of the meeting, or promptly upon the director's arrival, to holding the meeting or transacting the business at the meeting;

(b) The director's dissent or abstention from the action taken is entered in the minutes of the meeting; or

(c) The director delivers written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a director who votes in favor of the action taken. [1989 c.1010 §86; 1991 c.231 §4]

(2) A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to any action taken at the meeting. [1989 c.1010 §85]

65.351 Quorum and voting. (1) Unless the articles of incorporation or bylaws require a greater number or a lesser number as authorized under subsection (2) of this section, a quorum of a board of directors consists of:

(a) If the corporation has a fixed board size, a majority of the fixed number of directors; or

(b) If the corporation has a variable-range size board, a majority of the number of directors prescribed, or if no number is prescribed, a majority of the number in office immediately before the meeting begins.

(2) The articles of incorporation or bylaws may authorize a quorum of a board of directors to consist of no fewer than one-third of the fixed or prescribed number of directors determined under subsection (1) of this section.

(3) If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present when the act is taken is the act of the board of directors unless the articles of incorporation or bylaws require the vote of a greater number of directors. A director is considered present regardless of

MEETINGS OF DIRECTORS

100.420 Board meetings; executive sessions. (1)(a) All meetings of the board of directors of the association of unit owners shall be open to unit owners except that, in the discretion of the board, the following matters may be considered in executive session:

(A) Consultation with legal counsel concerning the rights and duties of the association regarding existing or potential litigation, or criminal matters;

(B) Personnel matters, including salary negotiations and employee discipline;

(C) Negotiation of contracts with third parties; and

(D) Collection of unpaid assessments.

(b) Except in the case of an emergency, the board of directors of an association shall vote in an open meeting whether to meet in executive session. If the board of directors votes to meet in executive session, the presiding officer of the board of directors shall state the general nature of the action to be considered, as precisely as possible, when and under what circumstances the deliberations can be disclosed to owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.

(c) A contract or an action considered in executive session does not become effective unless the board of directors, following the executive session, reconvenes in open meeting and votes on the contract or action, which must be reasonably identified in the open meeting and included in the minutes.

(d) The meeting and notice requirements in this section may not be circumvented by chance or social meetings or by any other means.

(2) Except as provided in subsection (3) of this section, board of directors' meetings may be conducted by telephonic communication or by the use of a means of communication that allows all members of the board of directors participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. A member of the board of directors participating in a meeting by this means is deemed to be present in person at the meeting.

(3) In condominiums where the majority of the units are the principal residences of the occupants, meetings of the board of directors shall comply with the following:

(a) For other than emergency meetings, notice of board of directors' meetings shall be posted at a place or places on the property at least three days prior to the meeting or notice shall be provided by a method otherwise reasonably calculated to inform unit owners of such meetings.

(b) Only emergency meetings of the board of directors may be conducted by telephonic communication or in a manner described in subsection (2) of this section.

94.640 Association board of directors; powers and duties; removal of member; meetings; executive sessions.

(7)(a) All meetings of the board of directors of the association shall be open to owners, except that at the discretion of the board the following matters may be considered in executive session:

(A) Consultation with legal counsel concerning the rights and duties of the association regarding existing or potential litigation, or criminal matters;

(B) Personnel matters, including salary negotiations and employee discipline;

(C) Negotiation of contracts with third parties; and

(D) Collection of unpaid assessments.

(b) Except in the case of an emergency, the board of directors of an association shall vote in an open meeting whether to meet in executive session. If the board of directors votes to meet in executive session, the presiding officer of the board of directors shall state the general nature of the action to be considered and, as precisely as possible, when and under what circumstances the deliberations can be disclosed to owners. The statement, motion or decision to meet in executive session must be included in the minutes of the meeting.

(c) A contract or an action considered in executive session does not become effective unless the board of directors, following the executive session, reconvenes in open meeting and votes on the contract or an action, which must be reasonably identified in the open meeting and included in the minutes.

(d) The meeting and notice requirements in this section may not be circumvented by chance or social meetings or by any other means.

(8) In a planned community in which the majority of the lots are the principal residences of the occupants, meetings of the board of directors must comply with the following:

(a) For other than emergency meetings, notice of board of directors' meetings shall be posted at a place or places on the property at least three days prior to the meeting or notice shall be provided by a method otherwise reasonably calculated to inform lot owners of such meetings;

(b) Emergency meetings may be held without notice, if the reason for the emergency is stated in the minutes of the meeting; and

(c) Only emergency meetings of the board of directors may be conducted by telephonic communication or by the use of a means of communication that allows all members of the board of directors participating to hear each other simultaneously or otherwise to be able to communicate during the meeting. A member of the board of directors participating in a meeting by this means is deemed to be present in person at the meeting.

MEETINGS OF DIRECTORS

(4) Subsection (3)(a) of this section first applies to property submitted to the provisions of this chapter prior to October 3, 1979, upon receipt by the board of directors of the association of unit owners of a written request from at least one unit owner that notice of board of directors meetings be given in accordance with subsection (3)(a) of this section.

(5) As used in this section, "meeting" means a convening of a quorum of members of the board of directors where matters relating to association business are discussed, except a convening of a quorum of members of the board of directors for the purpose of participating in litigation, mediation or arbitration proceedings. [Formerly 94.164; 1999 c.677 §49; 2001 c.756 §43; 2003 c.569 §33]

(9) The board of directors, in the name of the association, shall maintain a current mailing address of the association.

(10) The board of directors shall cause the information required to enable the association to comply with ORS 94.670 (7) to be maintained and kept current.

(11) As used in this section, "meeting" means a convening of a quorum of members of the board of directors where matters relating to association business are discussed, except a convening of a quorum of members of the board of directors for the purpose of participating in litigation, mediation or arbitration proceedings. [1981 c.782 §38; 1983 c.206 §4; 1999 c.677 §15; 2001 c.756 §15; 2003 c.569 §12]